

MATERIAL CHANGE REPORT

- Item 1.** Name and Address of Company – StraightUp Resources Inc. (the “Company”), 5500 Wharf Avenue, #207, PO Box 609, Sechelt, BC V0N 3A0
- Item 2.** Date of Material Change – June 15, 2021
- Item 3.** News Release – News release issued June 15, 2021 through NewFile Corp. news dissemination services and filed on SEDAR.
- Item 4.** Summary of Material Change –The Company announces that it has filed an independent technical report titled, “Technical Report on the Belanger Property Northern Ontario Canada”, prepared by J. Garry Clark, P.Geo. and Brian Atkinson, P.Geo. with an effective date of June 7, 2021.
- Item 5.1** Full Description of Material Change

Item 5.1 – Full Description of Material Change

The Company announces that it has filed an independent technical report titled, “Technical Report on the Belanger Property Northern Ontario Canada”, prepared by J. Garry Clark, P.Geo. and Brian Atkinson, P.Geo. with an effective date of June 7, 2021 (the “**Technical Report**”). The Technical Report conforms to National Instrument 43-101 – *Standards for Disclosure of Mineral Projects*. The Technical Report will be available for viewing on the Company’s profile on the System for Electronic Document Analysis and Retrieval (“**SEDAR**”) at www.sedar.com.

The Technical Report recommends a further exploration program to evaluate the potential of economic gold, with associated base metals, mineralization on the Property.

It is recommended that the Company complete an exploration program comprised of:

- Prospecting and mapping to assess the potential of the presence of parallel gold zones to the known mineralization (first 6 months);
- Covering the Belanger Property with soil sampling; and
- A hand and mechanical stripping, mapping and sampling program over the Joey Prospect, Hemming Occurrence, Hemming Zone, Williamson Occurrence and King Bay Gold Corp. areas to help determine the alteration and controls of mineralization.

The Property is located approximately 75 km east of Red Lake, Ontario in the Red Lake Mining Division. Access to the property is from the town of Ear Falls up South Bay Mine Road, 65 km northeast of the town of Ear Falls. The Company has the right to earn a 100% interest in and to the property with a 3% Net Smelter Returns Royalty (NSR).

The Company has terminated its option agreement on the Hi-Mars Property located near Powell River, BC. StraightUp’s President and CEO, Mr. Mark Brezer, said, “We have made the decision to focus our exploration efforts on the Red Lake Mining District and wish to thank the Hi-Mars property owners for their cooperation and support. We are continually looking to acquire new mineral property assets of merit.”

In addition, the Company reports that, pursuant to its stock option plan, it has granted an aggregate of 600,000 incentive stock options to a consultant. The stock options are exercisable at a price of \$0.28 for a term of five years.

Item 5.2 – Disclosure for Restructuring Transactions -Not applicable.

- Item 6.** **Reliance on Section 7.1(2) or (3) of National Instrument 51-102** – Not applicable.
- Item 7.** **Omitted Information** – No significant facts remain confidential in, and no information has been omitted from, this report.
- Item 8.** **Executive Officer** – Mr. Mark Brezer, CEO of the Company, is knowledgeable about this material change report. He can be contacted at (604) 989-6275.
- Item 9.** **Date of Report** – Dated June 15, 2021.