



**NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS**  
**to be held on September 2, 2021 at 10:00 am PDT**  
**at 789 West Pender Street, Suite 1450, Vancouver, BC V6C 2X1**

NOTICE IS HEREBY GIVEN that the Annual General and Special Meeting (the "Meeting") of the shareholders of StraightUp Resources Inc. ("**StraightUp**" or the "**Company**") will be held in the boardroom at 789 West Pender Street, Suite 1450, Vancouver, BC V6C 2X1 on Thursday, September 2<sup>nd</sup> at 10:00 am PDT to consider resolutions for the following purposes:

1. To receive and consider the comparative financial statements of the Company for the financial year ended December 31, 2020, together with the report of the auditor thereon.
2. To set the number of directors at four (4).
3. To elect directors for the ensuing year.
4. To appoint Manning Elliot LLP as auditor of the Company for the ensuing year and to authorize the directors to determine the remuneration to be paid to the auditor.
5. To consider and, if thought fit, pass an ordinary resolution approving the stock option plan, as more particularly described in the Information Circular under the heading "Particulars of Matters to be Acted Upon - Stock Option Plan".
6. To consider and, if thought fit, pass a special resolution approving the amendment to the Company's Articles, as more particularly described in the Information Circular under the heading "Particulars of Matters to be Acted Upon – Amendment to the Company's Articles".
7. To transact such other business as may properly come before the Meeting or any adjournment or postponement thereof.

The accompanying information circular provides additional information relating to the matters to be dealt with at the Meeting and is deemed to form part of this notice.

Shareholders who are unable to attend the Meeting are requested to complete, sign, date and return the enclosed proxy. A proxy will not be valid unless it is deposited by mail or by fax at the office of TSX Trust Company, Suite 301 - 100 Adelaide Street West, Toronto, Ontario, Canada, M5H 4H1 by 10:00 a.m. PDT on August 31, 2021, or if the Meeting is adjourned or postponed, not less than 48 hours (excluding Saturdays, Sundays and holidays) before the date to which the Meeting is adjourned or postponed. Fax votes can be sent to 1-416-595-9593 and Internet voting is also available at [www.voteproxyonline.com](http://www.voteproxyonline.com).

Late proxies may be accepted or rejected by the Chairman of the Meeting at his discretion and the Chairman of the Meeting is under no obligation to accept or reject any particular late proxy. The Chairman of the Meeting may waive or extend the proxy cut-off without notice.

DATED at Vancouver, British Columbia this 29<sup>th</sup> day of July 2021.

BY ORDER OF THE BOARD OF DIRECTORS OF  
**STRAIGHTUP RESOURCES INC.**

/s/ "**Mark Brezer**"  
President, CEO & Director