

Form 51-102F3
MATERIAL CHANGE REPORT

Item 1. Name and Address of Company
Straightup Resources Inc. (the "Straightup")
5500 Wharf Ave. #207
Sechelt, BC V0N 3A0
P.O. Box 609 Sechelt

Item 2. Date of Material Change

October 18, 2021.

Item 3. News Release

News Release dated September 28, 2021 was disseminated via SEDAR.

Item 4. Summary of Material Change

Straightup has completed the acquisition of all of the issued and outstanding common shares of 1318463 B.C. Ltd.

Item 5. Full Description of Material Change

5.1 Full Description of Material Change

Straightup announced that further to its press release of September 28, 2021, it has completed the acquisition of all of the issued and outstanding securities of 1318463 B.C. Ltd. ("1318463") pursuant to the terms of a share purchase agreement dated September 23, 2021 (the "Agreement") between Straightup and the 1318463 shareholders (the "Transaction") and indirectly acquired a 100% interest in an unpatented lode mining claim located in Nevada (the "West Cat Mine"). The West Cat Mine is part of a 20.66-acre land package discovered in the early years of the Bullfrog mining boom. Gold-bearing quartz veins, high in base metals, occur in the west-draining canyons and along the western slopes of Bare Mountain. The mine has reportedly produced some very rich gold ore within fault zones and shears that cut Precambrian-Cambrian quartzites, dolomites, and schists.

The Transaction

Pursuant to the terms of the Agreement, Straightup acquired 100% of the issued and outstanding securities of 1318463 in consideration for the issuance of 4,000,000 common shares of the 1318463 (the "Consideration Shares") at a deemed price of \$0.25 per Consideration Share. The Consideration Shares are not subject to any hold periods under applicable securities laws.

The Transaction is an arms-length transaction and no change in management or the board of directors of Straightup is being contemplated at this time.

5.2 Disclosure for Restructuring Transactions

Not applicable.

Item 6. Reliance on subsection 7.1(2) of National Instrument 51-102

Not applicable.

Item 7. Omitted Information

None.

Item 8. Executive Officers

The following senior officer of the Straightup is knowledgeable about the material change and this Material Change Report and may be contacted:

Mark Brezer, Chief Executive Officer
Phone: (604) 989-6275

Item 9. Date of Report

DATED at Vancouver, BC, this 27th day of October 2021.