

**Form 51-102F3**

**MATERIAL CHANGE REPORT**

**Item 1 Name and Address of Company**

Straightup Resources Inc.  
5500 Wharf Ave #207  
PO Box 609, Sechelt, BC  
V0N 3A0

**Item 2 Dates of Material Change**

January 10, 2022

**Item 3 News Release**

The press release was disseminated on January 10, 2022 through Newsfile.

**Item 4 Summary of Material Change**

*Vancouver, BC, January 10, 2022-* **StraightUp Resources Inc. ("StraightUp" or the "Company")** announces non-brokered private placement (the "**Private Placement**"), of up 7,500,000 Units (the "**Units**") at a price of C\$0.20 per Unit for aggregate gross proceeds of up to C\$1,500,000. Each Unit in the Private Placement consists of one common share and one-half of one transferable common share purchase warrant. Each whole warrant entitles the subscriber to purchase one additional common share of the issuer at a price of \$0.30 per warrant share for a period of two years from the closing date. If the common shares trade on the Canadian Securities Exchange at a price of \$0.50 or greater per common share for a period of 10 consecutive trading days, the Company may accelerate the expiry of the warrants by giving notice to the holders thereof, such that the warrants shall expire on the 31st day after the date of such notice. The Company may offer a portion of the Private Placement on a flow through basis.

All securities issued will be subject to a four month hold period from the date of closing of the Private Placement. Finders' fees may be payable on all, or part, of the Private Placement, and such finders' fees may be paid in shares in lieu of cash.

The net proceeds from the Private Placement will be used for the advancement of the Company's exploration assets and for general working capital.

**Item 5 Full Description of Material Change**

See attached press releases for details.

**Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102**

Not applicable.

**Item 7 Omitted Information**

Not applicable.

**Item 8 Executive Officer**

Mark Brezer  
President and Director  
(604) 989-6275

**Item 9**

**Date of Report**

January 10, 2021

## **StraightUp Resources Announces \$1.5 Million Dollar Financing**

*Not for Distribution to United States News Wire Services or for Dissemination in the United States*

**For Immediate Release**

**(CSE: ST) (OTCQB: STUPF)**

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### **On Behalf of the Board of Directors**

Mark Brezer President and Director

### **For further information, please contact:**

Mark Brezer

President and Director

[mbrezer@straightupresources.com](mailto:mbrezer@straightupresources.com)

(604) 989-6275

*Neither the CSE nor its Market Regulator (as that term is defined in the policies of the CSE) accepts responsibility for the adequacy or accuracy of this release).*

*The securities offered have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended (the "U.S. Securities Act"), or any U.S. state securities laws, and may not be offered or sold in the United States or to, or for the account or benefit of, U.S. persons (as defined under the U.S. Securities Act) absent registration or any applicable exemption from the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. This news release shall not constitute an offer to sell or the solicitation of an offer to buy securities in the United States, nor shall there be any sale of these securities in any jurisdiction in which such offer, solicitation or sale would be unlawful.*