

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 24th and January 25, 2022

Item 3 News Release

The press releases were disseminated on January 24th and January 25th, 2022 through Newsfile.

Item 4 Summary of Material Change

Vancouver, BC, January 24, 2022- **StraightUp Resources Inc. ("StraightUp" or the "Company")** announces that it has closed the first and second tranche of its non-brokered private placement announced on January 10, 2022 (the "Private Placement"). The Company raised a total of \$255,000 through the issuance of 150,000 flow through common shares at a price of \$0.20 per flow through share (a "FT Share") and 1,125,000 units at a price of \$0.20 per unit (a "Unit"). Each Unit consists of one common share and one-half of one transferable common share purchase warrant. Each whole warrant entitles the holder to purchase one additional common share at a price of \$0.30 per warrant share for a period of two years expiring January 17, 2024 (as to 62,500 warrants) and January 24, 2024 (as to 500,000 warrants).

The Company paid cash commission of \$6,850 and issued 8,750 finder warrants at a price of \$0.30 for a period of two years expiring January 17, 2024. All securities issued are subject to a four month hold period expiring May 18, 2022 (as to 125,000 Units) and May 25, 2022 (as to 1,000,000 Units and 150,000 FT Shares).

The net proceeds from the sale of the FT Shares will be used for exploration on the Company's projects in Canada and the net proceeds from the sale of the Units will be used for the advancement of the Company's exploration assets and for general working capital.

Vancouver, BC, January 25, 2022- **StraightUp Resources Inc. ("StraightUp" or the "Company")** announces that, further to its news releases of January 10th and January 24th, 2022, the Company has amended the price of the warrants (the "Warrants") forming part of the units (the "Units") from \$0.30 to \$0.20 per Warrant. Each Unit in the private placement consists of one common share and one-half of one transferable common share purchase Warrant. Each whole Warrant, as amended, entitles the subscriber to purchase one additional common share of the Company at a price of \$0.20 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.

All other terms of the private placement announced on January 10, 2022 remain the same.

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 25, 2022

StraightUp Resources Closes Initial Tranches of Private Placement

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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The net proceeds from the sale of the FT Shares will be used for exploration on the Company's projects in Canada and the net proceeds from the sale of the Units will be used for the advancement of the Company's exploration assets and for general working capital.

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

(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.

StraightUp Resources Announces Amendment to Private Placement Warrants

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On Behalf of the Board of Directors

Mark Brezer President and Director

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