

**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 27, 2022

**Item 3 News Release**

The press release was disseminated on January 27, 2022 through Newsfile.

**Item 4 Summary of Material Change**

*Vancouver, BC, January 27, 2022-* **StraightUp Resources Inc. ("StraightUp" or the "Company")** announces that, further to its earlier news releases, it has closed the third tranche of its non-brokered private placement (the "Private Placement"). The Company raised a total of \$220,000 through the issuance of 100,000 flow through common shares at a price of \$0.20 per flow through share (a "FT Share") and 1,000,000 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 \$0.20 per warrant share for a period of two years expiring January 27, 2024.

The Company paid cash commission of \$14,000 and issued 70,000 finder warrants at a price of \$0.20 for a period of two years expiring January 27, 2024. All securities issued are subject to a four month hold period expiring May 28, 2022.

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.

**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 27, 2022

## **StraightUp Resources Closes Third Tranche of Private Placement**

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

**For Immediate Release  
STUPF)**

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

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The Company also announces that, in accordance with the Company's stock option plan, it has granted to certain of its directors, officers, employees and consultants incentive stock options to purchase up to an aggregate of 2,660,000 common shares exercisable on or before January 27, 2027 at a price of \$0.14 per share.

### **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.*