

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

February 28, 2022

Item 3 News Release

The press release was disseminated on February 28, 2022 through Newsfile.

Item 4 Summary of Material Change

Vancouver, BC, February 28, 2022- **StraightUp Resources Inc. ("StraightUp" or the "Company")** announces that, further to its earlier news releases, it has closed the fourth tranche of its non-brokered private placement. The Company raised a total of \$275,000 through the issuance of 1,375,000 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 February 28, 2024.

The Company paid cash commission of \$10,500 and issued 52,500 finder warrants at a price of \$0.20 for a period of two years expiring February 28, 2024. All securities issued are subject to a four month hold period expiring June 29, 2022.

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

February 28, 2022

StraightUp Resources Closes Fourth Tranche 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)

Vancouver, BC, February 28, 2022- **StraightUp Resources Inc. ("StraightUp" or the "Company")** announces that, further to its earlier news releases, it has closed the fourth tranche of its non-brokered private placement. The Company raised a total of \$275,000 through the issuance of 1,375,000 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 February 28, 2024.

The Company paid cash commission of \$10,500 and issued 52,500 finder warrants at a price of \$0.20 for a period of two years expiring February 28, 2024. All securities issued are subject to a four month hold period expiring June 29, 2022.

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.