



NOTICE OF MEETING

AND

MANAGEMENT INFORMATION CIRCULAR

FOR THE

ANNUAL GENERAL MEETING
OF SHAREHOLDERS

OF

STRAIGHTUP RESOURCES INC.

TO BE HELD ON

MARCH 31, 2023

DATED: FEBRUARY 21, 2023

StraightUp Resources Inc.
701 West Georgia Street, Suite 1500
Vancouver, BC V7Y 1C6



StraightUp Resources Inc.
701 West Georgia Street, Suite 1500
Vancouver, BC V7Y 1C6

**NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS
TO BE HELD MARCH 31, 2023**

NOTICE IS HEREBY GIVEN that the **Annual General Meeting** (the “**Meeting**”) of the holders of common shares (“**Shareholders**”) of **STRAIGHTUP RESOURCES INC.** (the “**Corporation**”) will be held at **701 West Georgia Street, Suite 1500, Vancouver, British Columbia** on **Friday, March 31, 2023, at 3:00 p.m. (Pacific Time)** for the following purposes:

1. to receive and consider the audited financial statements of the Corporation, together with the notes thereto and the auditor’s report thereon, for the financial year ended December 31, 2021;
2. to fix the number of directors of the Corporation at three (3);
3. to elect directors of the Corporation to hold office until the next annual meeting of Shareholders;
4. to appoint Manning Elliott LLP, Chartered Professional Accountants, as auditor of the Corporation for the ensuing year and to authorize the directors of the Corporation to fix the remuneration to be paid to the auditor;
5. To consider and, if thought fit, pass an ordinary resolution approving the Corporation’s “10% rolling” stock option plan, in the form attached as “Schedule “A” to and as more particularly described in the accompanying Management Information Circular (the “**Circular**”); and
6. to transact such further and other business as may be properly brought before the Meeting and any adjournment thereof.

The accompanying Circular provides additional information relating to the matters to be dealt with at the Meeting and is deemed to form part of this Notice. Shareholders are advised to review the Circular before voting.

No other matters are contemplated, however, any permitted amendment to or variation of any matter identified in this Notice may properly be considered at the Meeting. The Meeting may also consider the transaction of such further and other business as may properly come before the Meeting or any adjournment. Also accompanying this Notice is a (i) form of proxy or voting instruction form, and (ii) financial statements request form.

The board of directors of the Corporation (the “**Board**”) has fixed the close of business on February 21, 2023, as the record date (the “**Record Date**”) for determining Shareholders who are entitled to receive notice and to vote at the Meeting. Only Shareholders of record at the close of business on the Record Date will be entitled to vote at the Meeting.

Registered Shareholders unable to attend the Meeting in person and who wish to ensure that their shares will be voted at the Meeting are requested to complete, date and sign the enclosed form of proxy, or another suitable form of proxy and deliver it in accordance with the instructions set out in the form of proxy and in the Circular.

Non-registered Shareholders who plan to attend the Meeting must follow the instructions set out in the voting instruction form to ensure that their shares will be voted at the Meeting. If you hold your shares in a brokerage account, you are a non-registered Shareholder.

Virtual Attendance

Shareholders and appointed proxyholders are welcome to attend the Meeting virtually. This provides an equal opportunity to participate at the Meeting by video/teleconference regardless of geographic location, **however, a Shareholder/Proxyholder attending the Meeting by video/teleconference will not be able to vote at the Meeting.** As such, Shareholders who attend the Meeting virtually and who wish to ensure their common shares will be voted at the Meeting are advised to vote in advance of the Meeting. Please refer to the voting instructions in the proxy or voting instruction form.

To pre-register for virtual attendance, please connect with the Meeting Coordinator via email to janet@keystonecorp.ca.

In order to streamline the Meeting process, the Company encourages Shareholders to vote in advance of the Meeting using the form of proxy or voting instruction form provided and submit votes no later than March 29, 2023, at 3:00 p.m. (Pacific Time), the cut-off time for the deposit of proxies prior to the Meeting, or such earlier time as may be directed in the form.

DATED at Vancouver, British Columbia, this **21st** day of **February 2023**.

BY ORDER OF THE BOARD OF DIRECTORS:

/s/ Mark Brezer _____

Mark Brezer

President, Chief Executive Officer and Director



MANAGEMENT INFORMATION CIRCULAR
As at February 21, 2023
(except as otherwise indicated)

SECTION 1 - INTRODUCTION

This management information circular (the “**Circular**”) accompanies the notice of annual general meeting (the “**Notice**”) and is furnished to the holders (the “**Shareholders**”) of common shares (“**Shares**”) in the capital of StraightUp Resources Inc. (the “**Corporation**”) in connection with the solicitation by the management of the Corporation of proxies to be voted at the annual general meeting (the “**Meeting**”) of the Shareholders to be held **at 701 West Georgia Street, Suite 1500, Vancouver, British Columbia on Friday, March 31, 2023, at 3:00 p.m. (Pacific Time)**, or any adjournment thereof.

VIRTUAL ATTENDANCE

Shareholders and appointed proxyholders are welcome to attend the Meeting virtually. This provides an equal opportunity to participate at the Meeting by video/teleconference regardless of geographic location, **however, a Shareholder/Proxyholder attending the Meeting by video/teleconference will not be able to vote at the Meeting.** As such, Shareholders who attend the Meeting virtually and who wish to ensure their common shares will be voted at the Meeting are advised to vote in advance of the Meeting. Please refer to the voting instructions in the proxy or voting instruction form.

To pre-register for virtual attendance, please connect with the Meeting Coordinator via email to janet@keystonecorp.ca.

DATE AND CURRENCY

The information contained in this Circular is as at **February 21, 2023**. Unless otherwise stated, all amounts herein are in Canadian dollars.

NOTICE-AND-ACCESS

The Corporation is not relying on the “Notice and Access” delivery procedures outlined in National Instrument 54-101 - *Communication with Beneficial Owners of Securities of a Reporting Issuer* (“**NI 54-101**”) to distribute copies of proxy-related materials in connection with the Meeting. However, the Corporation is electronically delivering proxy-related materials to Shareholders who have requested such delivery method and encourages Shareholders to sign up for electronic delivery (e-Delivery) of all future proxy materials. The proxy materials for the Meeting can be found on the System for Electronic Document Analysis and Retrieval (“**SEDAR**”) at www.sedar.com under the Corporation’s profile and on the Corporation’s website at: <https://www.straightupresources.com/>.

The Circular contains details of matters to be considered at the Meeting. **Please review the Circular before voting.**

SECTION 2 – PROXIES AND VOTING RIGHTS

MANAGEMENT SOLICITATION

The solicitation of proxies by the management of the Corporation will be conducted by mail and may be supplemented by telephone or other personal contact to be made without special compensation by the directors, officers and employees of the Corporation. The Corporation does not reimburse Shareholders, nominees or agents for costs incurred in obtaining from their principals' authorization to execute forms of proxy, except that the Corporation has requested brokers and nominees who hold stock in their respective names to furnish this proxy material to their customers, and the Corporation will reimburse such brokers and nominees for their related out-of-pocket expenses. No solicitation will be made by specifically engaged employees or soliciting agents. The cost of solicitation will be borne by the Corporation.

No person has been authorized to give any information or to make any representation other than as contained in this Circular in connection with the solicitation of proxies. If given or made, such information or representations must not be relied upon as having been authorized by the Corporation. The delivery of this Circular shall not create, under any circumstances, any implication that there has been no change in the information set forth herein since the date of this Circular. This Circular does not constitute the solicitation of a proxy by anyone in any jurisdiction in which such solicitation is not authorized, or in which the person making such solicitation is not qualified to do so, or to anyone to whom it is unlawful to make such an offer of solicitation.

APPOINTMENT OF PROXY

The purpose of a proxy is to designate persons who will vote the proxy on a Shareholder's behalf in accordance with the instructions given by the Shareholder in the proxy. The persons whose names are printed on the enclosed form of proxy are officers and/or directors of the Corporation (the "**Management Proxyholders**").

A Shareholder has the right to appoint a person or company to attend and act for or on behalf of that Shareholder at the Meeting, other than the Management Proxyholders named in the enclosed form of proxy. A proxyholder need not be a Shareholder.

To exercise the right, the Shareholder may do so by striking out the printed names and inserting the name of such other person and, if desired, an alternate to such person, in the blank space provided in the form of proxy. Such Shareholder should notify the nominee of the appointment, obtain the nominee's consent to act as proxy and should provide instruction to the nominee on how the Shareholder's Shares should be voted. The nominee should bring personal identification to the Meeting.

Those Shareholders desiring to be represented at the Meeting by proxy must deposit their respective forms of proxy with the Corporation's registrar and transfer agent, Endeavor Trust Company, Suite 702, 777 Hornby Street, Vancouver, British Columbia, Canada V6Z 1S4, Attention: Proxy Department, by mail, facsimile transmission, telephone voting system or via the Internet at least two business days (excluding Saturdays, Sundays and holidays) prior to the scheduled time of the Meeting, or any adjournment thereof.

A proxy may not be valid unless it is dated and signed by the Shareholder who is giving it or by that Shareholder's attorney-in-fact duly authorized by that Shareholder in writing or, in the case of a corporation, dated and executed by a duly authorized officer or attorney-in-fact for the corporation. If a form of proxy is executed by an attorney-in-fact for an individual Shareholder or joint Shareholders, or by an officer or attorney-in-fact for a corporate Shareholder, the instrument so empowering the officer or attorney-in-fact, as the case may be, or a notarized certified copy thereof, must accompany the form of proxy.

VOTING BY PROXY AND EXERCISE OF DISCRETION BY MANAGEMENT PROXYHOLDERS

Only registered Shareholders or duly appointed proxyholders are permitted to vote at the Meeting. Shares represented by a properly executed proxy will be voted or be withheld from voting on each matter referred to in the Notice of Meeting in accordance with the instructions of the Shareholder on any ballot that may be called for and if the Shareholder specifies a choice with respect to any matter to be acted upon, the Shares will be voted accordingly.

If a Shareholder does not specify a choice and the Shareholder has appointed one of the Management Proxyholders as proxyholder, the Management Proxyholder will vote in favour of the matters specified in the Notice of Meeting and in favour of all other matters proposed by management at the Meeting.

The form of proxy also gives discretionary authority to the person named therein as proxyholder with respect to amendments or variations to matters identified in the Notice of Meeting and with respect to other matters which may properly come before the Meeting. As of the date of this Circular, management of the Corporation knows of no such amendments, variations or other matters to come before the Meeting.

NON-REGISTERED HOLDERS

Only Shareholders whose names appear on the records of the Corporation as the registered holders of Shares or duly appointed proxyholders are permitted to vote at the Meeting. Most Shareholders of the Corporation are "non-registered" Shareholders because the Shares they own are not registered in their names but instead registered in the name of a nominee such as a brokerage firm through which they purchased the Shares; bank, trust company, trustee or administrator of self-administered RRSPs, RRIFs, RESPs and similar plans; or clearing agency such as the Canadian Depository for Securities Limited (a "Nominee"). If you purchased your Shares through a broker or otherwise deposited your Shares with your broker, you are likely a non-registered holder.

Nominees are required to forward the Meeting materials to non-registered holders to seek their voting instructions in advance of the Meeting. Shares held by Nominees can only be voted in accordance with the instructions of the non-registered holder. The Nominees often have their own form of proxy, mailing procedures and provide their own return instructions. If you wish to vote by proxy, you should carefully follow the instructions from the Nominee in order to ensure that your Shares are voted at the Meeting. If you, as a non-registered holder, wish to vote at the Meeting in person, you should appoint yourself as proxyholder by writing your name in the space provided on the request for voting instructions or proxy provided by the Nominee and return the form to the Nominee in the envelope provided. Do not complete the voting section of the proxy form as your vote will be taken at the Meeting.

Non-registered holders who have not objected to their Nominee disclosing certain ownership information

about themselves to the Corporation are referred to as “non-objecting beneficial owners” (“**NOBOs**”). Those non-registered holders who have objected to their Nominee disclosing ownership information about themselves to the Corporation are referred to as “objecting beneficial owners” (“**OBOs**”). Hereinafter, NOBOs and OBOs will collectively be referred to as “**Non-Registered Shareholders**”.

These securityholder materials are being sent to both registered and Non-Registered Shareholders. If you are a Non-Registered Shareholder and the Corporation or its agent has sent these materials directly to you, your name and address and information about your shareholdings, have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding on your behalf.

By choosing to send these materials to you directly, the Corporation (and not the intermediary holding on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. Please return your voting instructions as specified in the request for voting instructions.

ADVICE TO NON-REGISTERED SHAREHOLDERS

The information in this section is of significant importance to many Shareholders, as a substantial number do not hold their Shares in their own name. Non-Registered Shareholders are advised that only proxies from Shareholders of record can be recognized and voted upon at the Meeting. If Shares are listed in an account statement provided to a Shareholder by a broker, then in almost all cases those Shares will not be registered in the Shareholder’s name on the records of the Corporation. Such Shares will more likely be registered under the name of the Shareholder’s broker or an agent of that broker. In Canada, the vast majority of such Shares are registered under the name of CDS & Co. (the registration name for CDS Clearing and Depository Services Inc., which acts as nominee for many Canadian brokerage firms).

Shares held by brokers or their nominees can only be voted (for or against resolutions) upon the instructions of the Non-Registered Shareholder. Without specific instructions, brokers/nominees are prohibited from voting Shares for their clients. The directors and officers of the Corporation do not know for whose benefit the Shares registered in the name of CDS & Co. are held, and directors and officers of the Corporation do not necessarily know for whose benefit the Shares registered in the name of any broker or agent are held. Non-Registered Shareholders who complete and return a form of proxy must indicate thereon the person (usually a brokerage house) who holds their Shares as a registered Shareholder.

Applicable regulatory policy requires brokers and other intermediaries to seek voting instructions from Non-Registered Shareholders in advance of Shareholders’ meetings. Every broker and other intermediary has its own mailing procedure, and provides its own return instructions, which should be carefully followed. The form of proxy supplied by brokers and other intermediaries to Non-Registered Shareholders may be very similar and, in some cases, identical to that provided to registered Shareholders. However, its purpose is limited to instructing the registered Shareholder how to vote on behalf of the Non-Registered Shareholder.

In Canada, the vast majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. (“**Broadridge**”). Broadridge typically prepares a machine-readable voting instruction form, mails those forms to Non-Registered Shareholders and asks Non-Registered Shareholders to return the forms to Broadridge, or otherwise communicate voting instructions to Broadridge (by way of the Internet or telephone, for example). Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of shares to be represented at the Meeting. **A Non-Registered Shareholder who receives a Broadridge voting instruction form cannot**

use that form to vote Shares directly at the Meeting. The voting instruction forms must be returned to Broadridge (or instructions respecting the voting of Shares must otherwise be communicated to Broadridge) well in advance of the Meeting in order to have the Shares voted.

Although a Non-Registered Shareholder may not be recognized directly at the Meeting for the purposes of voting Shares registered in the name of his broker, a Non-Registered Shareholder may attend the Meeting as proxyholder for the registered Shareholder and vote the Shares in that capacity. **Non-Registered Shareholders who wish to attend the Meeting and indirectly vote their Shares as proxyholder for the registered Shareholder, should enter their own names in the blank space on the form of proxy provided to them and return the same to their broker (or the broker's agent) in accordance with the instructions provided by such broker.**

Non-Registered Shareholders should contact their broker or other intermediary through which they hold Shares if they have any questions regarding the voting of such Shares.

REVOCATION OF PROXIES

A Shareholder who has submitted a proxy may revoke it at any time prior to the exercise thereof. If a person who has given a proxy attends personally at the Meeting at which such proxy is to be voted, such person may revoke the proxy and vote in person. In addition to revocation in any other manner permitted by law, a proxy may be revoked by instrument in writing executed by the Shareholder or by the Shareholder's attorney authorized in writing (or if the Shareholder is a corporation, under its seal or by an officer or attorney thereof duly authorized), deposited at Endeavor Trust Company, Suite 702, 777 Hornby Street, Vancouver, British Columbia, Canada V6Z 1S4, Attention: Proxy Department, not later than forty-eight (48) hours (excluding Saturdays, Sundays and holidays in British Columbia) before the Meeting or any adjournment thereof, at any time up to and including the last business day preceding the day of the Meeting or any adjournment thereof or with the Chair of the Meeting on the day of the Meeting or any adjournment thereof, and upon either of such deposits, the proxy is revoked.

The Corporation may refuse to recognize any instrument of proxy deposited in writing or by the internet received later than forty-eight (48) hours (excluding Saturdays, Sundays and statutory holidays in British Columbia) prior to the Meeting or any adjournment thereof.

NOTICE TO SHAREHOLDERS IN THE UNITED STATES

The solicitation of proxies involves securities of an issuer located in Canada and is being effected in accordance with the corporate laws of the Province of British Columbia, Canada, and securities laws of the provinces of Canada. The proxy solicitation rules under the *United States Securities Exchange Act of 1934*, as amended, are not applicable to the Corporation or this solicitation, and this solicitation has been prepared in accordance with the disclosure requirements of the securities laws of the provinces of Canada. Shareholders should be aware that disclosure requirements under the securities laws of the provinces of Canada differ from the disclosure requirements under United States securities laws.

The enforcement by Shareholders of civil liabilities under United States federal securities laws may be affected adversely by the fact that the Corporation is incorporated under the *Business Corporations Act* (British Columbia), certain of its directors and its executive officers are residents of Canada and a substantial portion of its assets and the assets of such persons are located outside the United States. Shareholders may not be able to sue a foreign company or its officers or directors in a foreign court for

violations of United States federal securities laws. It may be difficult to compel a foreign company and its officers and directors to subject themselves to a judgement by a United States court.

SECTION 3 - VOTING SHARES AND PRINCIPAL HOLDERS THEREOF

RECORD DATE

The board of directors of the Corporation (the “**Board**”) has fixed February 21, 2023, as the record date (the “**Record Date**”) for determination of persons entitled to receive Notice of Meeting. The Corporation will prepare or cause to be prepared a list of the Shareholders recorded as holders of Shares on its register of Shareholders as of the close of business on the Record Date, each of whom shall be entitled to vote the Shares shown opposite their name on the list at the Meeting or any adjournment thereof, except to the extent that: (a) any such Shareholder has transferred ownership of any of their Shares subsequent to the Record Date; and (b) the transferee produces properly endorsed share certificates evidencing the transfer or otherwise establishes that the transferee owns the transferred Shares and demands, not later than ten (10) days before the Meeting, that they be included on the list of Shareholders entitled to vote at the Meeting, in which case the transferee will be entitled to vote the transferred Shares at the Meeting or any adjournment thereof.

In addition, persons who are Non-Registered Shareholders as at the Record Date will be entitled to exercise their voting rights in accordance with the procedures established under NI 54-101. See “*Section 2 – Proxies and Voting Rights – Advice to Non-Registered Shareholders*.”

VOTING RIGHTS

The Corporation is authorized to issue an unlimited number of Common shares without par value (“**Shares**”). As at the Record Date, there were 63,954,461 Shares issued and outstanding. Each Shareholder is entitled to one vote for each Share registered in his or her name. Other than as described in this Circular, no group of Shareholders has the right to elect a specified number of directors, nor are there cumulative or similar voting rights attached to the Shares.

PRINCIPAL HOLDERS OF SHARES

To the knowledge of the directors and executive officers of the Corporation, no holder beneficially owns, or controls or directs, directly or indirectly, voting securities of the Corporation carrying 10% or more of the voting rights attached to any class of outstanding voting securities of the Corporation as at the Record Date.

QUORUM

Pursuant to the Corporation’s Articles, the quorum for the transaction of business at a meeting of Shareholders is two or more persons who are, or who represent by proxy, Shareholders who, in the aggregate hold at least one-twentieth of the issued shares entitled to vote at the meeting.

SECTION 4 – PARTICULARS OF MATTERS TO BE ACTED UPON

MANAGEMENT OF THE CORPORATION KNOWS OF NO OTHER MATTERS TO COME BEFORE THE MEETING OTHER THAN THOSE REFERRED TO IN THE NOTICE OF MEETING. HOWEVER, IF ANY OTHER MATTERS THAT ARE NOT KNOWN TO MANAGEMENT SHOULD PROPERLY COME BEFORE THE MEETING,

THE ACCOMPANYING FORM OF PROXY CONFERS DISCRETIONARY AUTHORITY UPON THE PERSONS NAMED THEREIN TO VOTE ON SUCH MATTERS IN ACCORDANCE WITH THEIR BEST JUDGMENT.

Additional detail regarding each of the matters to be acted upon at the Meeting is set forth below.

1. FINANCIAL STATEMENTS

The audited financial statements of the Corporation, together with the notes thereto and the auditor's report thereon, for the financial year ended December 31, 2021 (the "**Financial Statements**"), will be presented to Shareholders at the Meeting.

Copies of these documents will be available at the Meeting and may also be obtained by a Shareholder upon request without charge from the Corporation, 701 West Georgia Street, Suite 1500, Vancouver, BC V7Y 1C6. These documents are also available on SEDAR at www.sedar.com under the Corporation's profile.

Management will review the Corporation's financial results at the Meeting and Shareholders and proxyholders will be given an opportunity to discuss these results with management. **Shareholder approval is not required and no formal action will be taken at the Meeting to approve the Financial Statements.**

2. FIXING THE NUMBER OF DIRECTORS

The Corporation's constating documents stipulate there shall be not less than three (3) directors. At the Meeting, Shareholders will be asked to pass an ordinary resolution to set the number of directors of the Corporation for the ensuing year at three (3). The number of directors will be approved if the affirmative vote of at least a majority of Shares present or represented by proxy at the Meeting and entitled to vote thereat are voted in favour of setting the number of directors at three (3).

3. ELECTION OF DIRECTORS

The directors of the Corporation are elected at each annual meeting and hold office until the next annual meeting, or until their successors are duly elected or appointed in accordance with the Corporation's Articles or until such director's earlier death, resignation or removal.

Advance Notice Provisions

The Corporation has adopted advance notice provisions (the "**Advance Notice Provisions**") in its constating documents. The Advance Notice Provisions include, among other things, a provision that requires advance notice be given to the Corporation in circumstances where nomination of persons for election to the Board are made by Shareholders of the Corporation. The Advance Notice Provisions set a deadline by which Shareholders must submit nominations (a "**Notice**") for the election of directors to the Corporation prior to any annual or special meeting of shareholders. The Advance Notice Provisions also set forth the information that a Shareholder must include in the Notice to the Corporation and establish the form in which the Shareholder must submit the Notice for that notice to be in proper written form.

In the case of an annual meeting of shareholders (which may also be an annual and special meeting of shareholders), a Notice must be provided to the Corporation not less than thirty (30) days and not more than sixty-five (65) days prior to the date of the annual meeting. However, in the event that the annual meeting

is to be held on a date that is less than fifty (50) days after the date on which the first Public Announcement of the date of the annual meeting was made, a Notice may be given not later than 5 p.m. in the time zone of the Head Office on the tenth (10th) day following the Notice Date. The Advance Notice Provisions are available for viewing in the Articles of the Corporation available on SEDAR online at www.sedar.com under the Corporation's profile.

As at the date of this Circular, the Corporation has not received notice of a nomination in compliance with the Advance Notice Provisions and, as such, management's nominees for election as directors set forth below shall be the only nominees eligible to stand for election at the Meeting.

Nominees for Election

Management of the Corporation proposes to nominate the persons named in the table below for election by the Shareholders as directors of the Corporation. All of the nominees are current members of the Board and each has agreed to stand for election. Management of the Corporation does not contemplate that any of the nominees will be unable to serve as a director.

The following table sets out the names of each person proposed to be nominated for election as a director, all major offices and positions with the Corporation and any of its significant affiliates each now holds, each nominee's principal occupation, business or employment for the five preceding years for new director nominees, the period of time during which each has been a director of the Corporation and the number of Shares beneficially owned by each, directly or indirectly, or over which each exercised control or direction, as at the Record Date:

Name, province or state and country of residence and positions, current and former, if any, held in the Corporation	Principal occupation for last five years ⁽¹⁾	Served as director since	Number of common shares beneficially owned or controlled or directed, directly or indirectly, at present ⁽¹⁾
Mark Brezer ⁽¹⁾⁽²⁾ British Columbia, Canada <i>President, Chief Executive Officer, Chairman and Director</i>	Director of the Corporation since March 2021 and President & CEO of the Corporation since April 2021. Business owner and Realtor 2018 to 2021.	March 22, 2021	941,341
	Retired, private investor		
Barry Wattenberg ⁽¹⁾⁽²⁾ Boyton Beach, Florida <i>Director</i>		November 14, 2022	Nil

Name, province or state and country of residence and positions, current and former, if any, held in the Corporation	Principal occupation for last five years ⁽¹⁾	Served as director since	Number of common shares beneficially owned or controlled or directed, directly or indirectly, at present ⁽¹⁾
Matthew Markin ⁽¹⁾⁽²⁾ Victoria, Australia Chief Financial Officer and Director	SVP of Sales at Medical Air Services association from April 2017 until May 2022. May 2022 to present: President of IMarkin Investment PTY Limited based in Melbourne Australia.	October 5, 2022	Nil

NOTES:

- (1) The information in as to common shares beneficially owned or controlled and the information as to principal occupation, business or employment has been furnished by the respective nominees.
- (2) Member of the Audit Committee of the Corporation.

Cease Trade Orders, Bankruptcies, Penalties and Sanctions

To the knowledge of the management of the Corporation, no proposed nominee for election as a director of the Corporation:

- (a) is, at the date of this Circular, or has been within 10 years before the date of this Circular, a director, chief executive officer or chief financial officer of any company (including the Corporation) that,
 - (i) was subject to a cease trade order, an order similar to a cease trade order, or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days (an “**Order**”) that was issued while the proposed director was acting in the capacity as a director, chief executive officer or chief financial officer; or
 - (ii) was subject to an Order that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer,
- (b) is, at the date of this Circular, or has been within 10 years before the date of this Circular, a director or executive officer of any company (including the Corporation) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets,
- (c) has, within the 10 years before the date of this Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director, or
- (d) has been subject to any penalties or sanctions imposed by a court relating to securities

legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority or has been subject to any other penalties or sanctions imposed by a court or regulatory body that would be likely to be considered important to a reasonable shareholder in deciding whether to vote for a proposed director.

None of the proposed nominees for election as a director of the Corporation are proposed for election pursuant to any arrangement or understanding between the nominee and any other person or company, except the directors and executive officers of the Corporation acting solely in such capacity.

A Shareholder can vote for all of the above nominees, vote for some of the above nominees and withhold for other of the above nominees, or withhold for all of the above nominees. Management recommends Shareholders vote in favour of the election of each of the nominees listed above for election as directors of the Corporation for the ensuing year. Unless directed to the contrary, it is the intention of the Management Proxyholders named in the enclosed instrument of proxy to vote proxies FOR each of the nominees.

4. APPOINTMENT OF AUDITOR

Shareholders will be asked to vote for the re-appointment of Manning Elliott LLP, Chartered Professional Accountants, located at Suite 1700, 1030 W. Georgia Street, Vancouver, BC, V6E 2Y3, as auditor of the Corporation to hold office until the next annual meeting of Shareholders, or until a successor is appointed, and to authorize the directors of the Corporation to fix the remuneration of the auditor.

Manning Elliott LLP, Chartered Professional Accountants, has served as auditor of the Corporation since 2017.

Management recommends Shareholders vote in favour of the re-appointment of Manning Elliott LLP, Chartered Professional Accountants, as auditor of the Corporation for the ensuing year and authorize the Board to fix the auditor's remuneration. Unless directed to the contrary, it is the intention of the Management Proxyholders named in the enclosed instrument of proxy to vote proxies FOR the appointment of Manning Elliott LLP, Chartered Professional Accountants, as auditor of the Corporation until the close of its next annual meeting and to authorize the Board to fix the remuneration to be paid to the auditor.

5. STOCK OPTION PLAN AND OTHER INCENTIVE PLANS

The Corporation's Stock Option Plan was last approved by the Corporation's shareholders on September 2, 2021 (the "**Current Plan**") is a "rolling" stock option plan, whereby the aggregate number of Shares reserved for issuance, together with any other Shares reserved for issuance under any other plan or agreement of the Corporation, shall not exceed ten (10%) percent of the total number of issued Shares (calculated on a non-diluted basis) at the time an option is granted. The Current Plan provides that the Board may, from time to time, in its discretion, grant to directors, officers, employees, consultants and other personnel of the Corporation and its subsidiaries or affiliates, options to purchase Shares.

The Current Plan has been established to provide incentive to qualified parties to increase their proprietary interest in the Corporation and thereby encourage their continuing association with the Corporation. The Current Plan is administered by the directors of the Corporation. All options expire on a date not later than ten years after the date of grant of such option. There are currently options to purchase 2,610,000 Shares

outstanding under the Current Plan and all current outstanding options expire within 5 years of the date of grant.

The Current Plan allows for the purchase of shares issuable in connection with stock options granted under the stock option plan to equal 10% of the Corporation's issued and outstanding Shares at any given time.

Shareholder Approval

At the Meeting, shareholders will be asked to pass the following resolution:

“BE IT RESOLVED as an ordinary resolution of Shareholders that:

1. the Corporation's Stock Option Plan (the “Plan”), in the form attached as Schedule “A”, as set forth in the Corporation's Circular dated February 21, 2023 (the “Circular”), including the reservation for issuance under the Plan at any time of a maximum of 10% of the issued common shares of the Corporation, be and is hereby approved, in accordance with its terms and conditions and with the policies of the Canadian Securities Exchange (the “CSE”);
2. the Corporation's board of directors (the “Board”) be and is hereby authorized in its absolute discretion to administer the Plan and amend or modify the Plan in accordance with its terms and conditions and with the policies of the CSE; and
3. any one director or officer of the Company be and is hereby authorized and directed, on behalf of the Company, to take all necessary steps and proceedings and to execute, deliver and file any and all declarations, agreements, documents and other instruments and do all such other acts and things (whether under corporate seal of the Company or otherwise) that may be necessary or desirable to give effect to this ordinary resolution.”

In order for the foregoing Stock Option Plan Resolution to be passed, it must be approved by a simple majority of the votes cast by Shareholders in person or by proxy at the Meeting.

Management of the Company has reviewed the proposed resolution, concluded that it is fair and reasonable to the Shareholders and in the best interest of the Company, and recommends Shareholders vote in favour of the approval, confirmation and ratification of the Stock Option Plan. Unless directed to the contrary, it is the intention of the Management Nominees named in the enclosed instrument of proxy to vote proxies FOR the Stock Option Plan.

SECTION 5 – STATEMENT OF EXECUTIVE COMPENSATION

Objective:

The objective of this disclosure is to communicate the compensation the Corporation paid, made payable, awarded, granted, gave or otherwise provided to each named executive officer and director for the financial year, and the decision-making process relating to compensation. This disclosure will provide insight into executive compensation as a key aspect of the overall stewardship and governance of the Corporation and will help investors understand how decisions about executive compensation are made.

Definitions:

For the purpose of this Statement of Executive Compensation, in this form:

- (a) **“Corporation”** means StraightUp Resources Inc.;
- (b) **“company”** includes other types of business organizations such as partnerships, trusts and other unincorporated business entities;
- (c) **“compensation securities”** includes stock options, convertible securities, exchangeable securities and similar instruments including stock appreciation rights, deferred share units and restricted stock units granted or issued by the Corporation or one of its subsidiaries for services provided or to be provided, directly or indirectly, to the Corporation or any of its subsidiaries;
- (d) **“named executive officer”** or **“NEO”** means each of the following individuals:
 - (i) each individual who, in respect of the Corporation, during any part of the most recently completed financial year, served as chief executive officer (**“CEO”**), including an individual performing functions similar to a CEO;
 - (ii) each individual who, in respect of the company, during any part of the most recently completed financial year, served as chief financial officer (**“CFO”**), including an individual performing functions similar to a CFO;
 - (iii) in respect of the company and its subsidiaries, the most highly compensated executive officer other than the individuals identified in paragraphs (a) and (b) at the end of the most recently completed financial year whose total compensation was more than \$150,000 for that financial year;
 - (iv) each individual who would be a named executive officer under paragraph (c) but for the fact that the individual was not an executive officer of the company, and was not acting in a similar capacity, at the end of that financial year;
- (e) **“plan”** includes any plan, contract, authorization, or arrangement, whether or not set out in any formal document, where cash, compensation securities or any other property may be received, whether for one or more persons; and
- (f) **“underlying securities”** means any securities issuable on conversion, exchange or exercise of compensation securities.

DIRECTOR AND NAMED EXECUTIVE OFFICER COMPENSATION

During the financial year ended December 31, 2021, based on the definitions in this section, the NEOs of the Corporation were (a) Rod Husband, Chief Executive Officer (**“CEO”**) of the Corporation; (b) Mark Brezer, the President and former Chief Executive Officer (**“CEO”**) CEO of the Corporation; (c) Mathew Coltura, the former President and CEO of the Corporation; and (d) Daniel Cruz, the Chief Financial Officer (**“CFO”**) of the Corporation; and (e) Mark Lotz, the former CFO of the Corporation. Individuals serving as Directors of the Corporation who were not NEOs during the financial year ended December 31, 2021, were Dušan Berka, Matthew Coltura and John Hiner.

DIRECTOR AND NEO COMPENSATION, EXCLUDING COMPENSATION SECURITIES

The following table sets forth all compensation, excluding options and compensation securities, paid, payable, awarded, granted, given, or otherwise provided, directly or indirectly, by the Corporation, or a subsidiary of the Corporation, for the two most recently completed financial years, to each NEO and director of the Corporation, in any capacity, including, for greater certainty, all plan and non-plan compensation, direct and indirect pay, remuneration, economic or financial award, reward, benefit, gift or perquisite paid, payable, awarded, granted, given or otherwise provided to the NEO or director of the Corporation for services provided and for services to be provided, directly or indirectly, to the Corporation or a subsidiary of the Corporation.

Table of compensation excluding compensation securities							
Name and position	Year End Dec. 31	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of perquisites (\$)	Value of all other compensation (\$)	Total compensation (\$)
Rod Husband ⁽¹⁾ Former CEO	2021	12,000	Nil	Nil	Nil	Nil	12,000
	2020	Nil	Nil	Nil	Nil	Nil	Nil
Mark Brezer ⁽²⁾ President, CEO, Chairman and Director	2021	53,333	Nil	Nil	Nil	Nil	53,333
	2020	Nil	Nil	Nil	Nil	Nil	Nil
Daniel Cruz ⁽³⁾⁽⁸⁾ Director and Former CFO	2021	180,000	Nil	Nil	Nil	Nil	180,000
	2020	Nil	Nil	Nil	Nil	Nil	Nil
Dušan Berka ⁽⁴⁾⁽⁸⁾ Former Non-Exec. Chair & Director	2021	Nil	Nil	Nil	Nil	Nil	Nil
	2020	Nil	Nil	Nil	Nil	Nil	Nil
Matthew Coltura ⁽⁵⁾⁽⁸⁾ Director	2021	12,000	Nil	Nil	Nil	Nil	12,000
	2020	11,000	Nil	Nil	Nil	Nil	11,000
Mark Lotz ⁽⁶⁾ Former CFO, Corporate Secretary & Director	2021	34,629	Nil	Nil	Nil	Nil	34,629
	2020	23,045	Nil	Nil	Nil	Nil	23,045
John E. Hiner ⁽⁷⁾ Former President & Director	2021	Nil	Nil	Nil	Nil	Nil	Nil
	2020	Nil	Nil	Nil	Nil	Nil	Nil

NOTES:

- (1) Mr. Husband was appointed CEO on December 15, 2021 and resigned as CEO on July 4, 2022. The fees to be paid to Mr. Husband for his services as CEO were paid to Mara Management Ltd., a company controlled by Mr. Husband.
- (2) Under the terms of his employment agreement, Mr. Brezer receives an annual salary of \$80,000 for his role as President and CEO effective April 28, 2021. Mr. Brezer, resigned as the CEO on December 15, 2021 and was reappointed CEO on October 5, 2022.
- (3) Mr Cruz became CFO on May 5, 2021 and resigned as CFO on October 5, 2022. The fees to be paid to Mr. Cruz for his services as CFO were paid to Wawel Capital Corp, a consulting firm which Mr. Cruz serves as a director. Mr. Cruz is not standing for re-election.
- (4) Mr. Berka resigned as Director on September 2, 2021.
- (5) Mr. Coltura was appointed President and CEO on July 18, 2019 and resigned as President and CEO on April 28, 2021, Mr. Coltura resigned as Director on October 5, 2022.
- (6) Mr. Mark Lotz resigned as Director, CFO and Corporate Secretary on May 5, 2021. The fees paid to Mr. Lotz includes fees paid to an accounting firm which Mr. Lotz owns.
- (7) Mr. John Hiner resigned as Director on March 22, 2021.
- (8) Member of the Audit Committee of the Corporation.

STOCK OPTIONS AND OTHER COMPENSATION SECURITIES

The following table sets out all compensation securities granted or issued to each NEO and director by the Corporation or one of its subsidiaries during the financial year ended December 31, 2021, for services provided or to be provided, directly or indirectly, to the Corporation or any subsidiary thereof:

Compensation Securities							
Name and Position	Type of Compensation Security ⁽¹⁾	Number of Compensation Securities, Number of Underlying Securities, and Percentage of Class ⁽²⁾	Date of Issue or Grant	Issue, Conversion or Exercise Price (\$)	Closing Price of Security or Underlying Security on Date of Grant (\$)	Closing Price of Security or Underlying Security at Year End (\$)	Expiry Date
Rod Husband ⁽³⁾ Former CEO	N/A	Nil	N/A	N/A	N/A	N/A	N/A
Mark Brezer ⁽⁴⁾ President, CEO, Chairman and Director	Stock Options	250,000 Options - 12% (250,000 underlying Shares – 0.53%)	May 13, 2021	\$0.20	\$0.20	\$0.18	May 13, 2026
	Stock Options	350,000 Options – 17.10% (350,000 underlying Shares – 0.75%)	June 7, 2021	\$0.28	\$0.30	\$0.18	June 7, 2026
Daniel Cruz ⁽⁵⁾ Director and Former CFO	N/A	Nil	N/A	N/A	N/A	N/A	N/A
Dušan Berka ⁽⁶⁾ Former Non-Exec. Chair & Director	N/A	Nil	N/A	N/A	N/A	N/A	N/A
Matthew Coltura ⁽⁷⁾ Former Director	N/A	Nil	N/A	N/A	N/A	N/A	N/A
Mark Lotz ⁽⁸⁾ Former CFO, Corporate Secretary & Director	N/A	Nil	N/A	N/A	N/A	N/A	N/A
John E. Hiner ⁽⁹⁾ Former President & Director	N/A	Nil	N/A	N/A	N/A	N/A	N/A

NOTES:

- (1) Each stock option entitles the holder to one Share upon exercise or release. For more information, see “Stock Option Plans and Other Incentive Plans” below.
- (2) Percentages based on 2,050,000 Options and 46,754,720 Shares outstanding as at December 31, 2021.
- (3) Mr. Husband held 0 stock options as at December 31, 2021 and resigned as CEO on July 4, 2022.
- (4) Mr. Brezer held 600,000 stock options as at December 31, 2021 and holds 960,000 stock options as of the Record Date.
- (5) Mr. Cruz held 0 stock options as at December 31, 2021 and holds 0 stock options as of the Record Date. Mr. Cruz is not standing for re-election.

- (6) Mr. Berka held 100,000 stock options under the name of his Company Duster Capital Corp. as at December 31, 2021. Mr. Berka resigned as Director on September 2, 2021.
- (7) Mr. Coltura held 100,000 stock options as at December 31, 2021. Mr. Coltura resigned as Director on October 5, 2022.
- (8) Mr. Lotz held 0 stock options as at December 31, 2021. Mr. Lotz resigned as Director, CFO and Corporate Secretary on May 5, 2021.
- (9) Mr. Hiner held 0 stock options as at December 31, 2021. Mr. Hiner resigned as Director on March 22, 2021.

As at December 31, 2021, in addition to the Options disclosed above, the NEOs and directors of the Corporation held the following compensation securities from Options granted prior to the commencement of the financial year ended December 31, 2021:

- (1) Rod Husband, former CEO of the Corporation held Nil stock options.
- (2) Mark Brezer, President, CEO, Chairman and director of the Corporation Nil stock options.
- (3) Daniel Cruz, director and Former CFO of the Corporation, held Nil stock options.
- (4) Dušan Berka, a former director of the Corporation, held stock options granted August 4, 2020, whereby each stock option was exercisable into a common share in the capital of the Corporation at an exercise price of \$0.245 until August 5, 2025.
- (5) Matthew Coltura, a former director of the Corporation, held 100,000 stock options granted August 4, 2020, whereby each stock option was exercisable into a common share in the capital of the Corporation at an exercise price of \$0.245 until August 4, 2025.
- (6) Mark Lotz, a former director of the Corporation, held Nil stock options.
- (7) John E. Hiner, a former director of the Corporation, held Nil stock options.

EXERCISE OF COMPENSATION SECURITIES BY DIRECTORS AND NEOs

The following table discloses stock options exercised by each NEOs and directors of the Corporation during the financial year ended December 31, 2021.

Exercise of Compensation Securities by Directors and NEOs							
Name and Position	Type of Compensation Security	Number of underlying securities exercised	Exercise price per security (\$)	Date of exercise	Closing price per security on date of exercise (\$)	Difference between exercise price and closing price on date of exercise (\$)	Total value on exercise date (\$)
Rod Husband Former CEO	Options	Nil	N/A	N/A	N/A	N/A	N/A
Mark Brezer President, CEO, Chairman and Director	Options	Nil	N/A	N/A	N/A	N/A	N/A
Daniel Cruz Director and Former CFO	Options	Nil	N/A	N/A	N/A	N/A	N/A

Exercise of Compensation Securities by Directors and NEOs							
Name and Position	Type of Compensation Security	Number of underlying securities exercised	Exercise price per security (\$)	Date of exercise	Closing price per security on date of exercise (\$)	Difference between exercise price and closing price on date of exercise (\$)	Total value on exercise date (\$)
Dušan Berka Former Non-Exec Chair & Director	Options	100,000	0.10	April 20, 2021	0.19	0.09	9,000.00
Matthew Coltura Former Director, President and CEO	Options	200,000	0.10	April 20, 2021	0.19	0.09	18,000.00
Mark Lotz Former CFO, Corporate Secretary and Director	Options	200,000	0.10	April 20, 2021	0.19	0.09	18,000.00
John E. Hiner Former President & Director	Options	Nil	N/A	N/A	N/A	N/A	N/A

STOCK OPTION PLANS AND OTHER INCENTIVE PLANS

Stock Option Plan

The Corporation's Stock Option Plan last approved by the Corporation's shareholders on September 2, 2021 (the "**Current Plan**") is the only equity compensation plan the Corporation currently has in place. The Current Plan is a "rolling" stock option plan, whereby the aggregate number of Shares reserved for issuance, together with any other Shares reserved for issuance under any other plan or agreement of the Corporation, shall not exceed ten (10%) percent of the total number of issued Shares (calculated on a non-diluted basis) at the time an option is granted. The Current Plan provides that the Board may, from time to time, in its discretion, grant to directors, officers, employees, consultants and other personnel of the Corporation and its subsidiaries or affiliates, options to purchase Shares.

The Current Plan has been established to provide incentive to qualified parties to increase their proprietary interest in the Corporation and thereby encourage their continuing association with the Corporation. The Current Plan is administered by the directors of the Corporation. All options expire on a date not later than ten years after the date of grant of such option. There are currently options to purchase 2,610,000 Shares outstanding under the Current Plan and all current outstanding options expire within 5 years of the date of grant.

The Current Plan allows for the purchase of shares issuable in connection with stock options granted under the stock option plan to equal 10% of the Corporation's issued and outstanding Shares at any given time. For additional information pertaining to the new stock option plan, see the section of this Circular entitled "Particulars of Matters to be Acted Upon - Stock Option Plan".

The material terms of the stock option plan, approved by the board of directors on May 14, 2019 (the "**Plan**") are as follows:

1. the maximum aggregate number of Shares that can be issued pursuant to the exercise of options granted under the Current Plan, the Plan or otherwise, is 10% of the Corporation's current issued and outstanding share capital (on a non-diluted basis);
2. stock options granted under the Plan will have an expiry date not to exceed ten years from the date of grant;
3. any stock options granted that expire or terminate for any reason without having been exercised will again be available under the Plan;
4. stock options will vest as required by the Exchange and as may be determined by the administrator of the Plan, or in the absence of such body, the Board;
5. the minimum exercise price of any stock options issued under the Plan will be determined by the Board at the time of grant, subject to the requirements of the Exchange;
6. stock options granted will expire 90 days after an optionee ceases to be involved with the Corporation, or for any options granted to an individual providing investor relations services, 30 days after the optionee ceases to be involved with the Corporation;
7. the Corporation cannot grant options to any one consultant in any 12-month period which could, when exercised, result in the issuance of shares exceeding 2% of the issued and outstanding Shares of the Corporation;
8. the Corporation cannot grant options in any 12-month period to persons employed or engaged by the Corporation to perform investor relations activities which could, when exercised, result in the issuance of Shares exceeding, in aggregate, 2% of the issued and outstanding shares of the Corporation and options issued to consultants performing investor relations activities must vest in stages over 12 months with no more than 1/4 of the options vested in any three-month period;
9. in connection with the exercise of an option, as a condition to such exercise the Corporation may require the optionee to pay to the Corporation an amount as necessary so as to ensure that the Corporation is in compliance with the applicable provisions of any federal, provincial or local laws relating to the withholding of tax or other required deductions relating to the exercise of such Option; and
10. if a change of control, as described in the Plan, occurs, all unvested options shall immediately become vested and may thereon be exercised in whole or in part by the option holder, subject to any required approval by the Exchange.

The above summary is subject to the full text of the Plan which will be available for review at the Meeting and is attached hereto as Schedule "A".

The Plan, and any material amendments thereto, must be approved by a majority of the votes cast by shareholders.

If the Plan is approved by shareholders, a total of 6,395,446 Shares will be reserved for issuance pursuant to the exercise of options to be granted pursuant to the Current Plan. As of February 21, 2023, there were 2,610,000 options issued and outstanding.

All options to acquire Shares of the Corporation previously issued by the Corporation to directors, officers, employees and consultants of the Corporation and currently outstanding shall be deemed to have been granted and issued under the Current Plan and otherwise be governed by the terms and conditions of the Current Plan, subject to the specific terms and conditions as to exercise price, vesting periods, if any, and expiry dates as are currently applicable to such options.

EMPLOYMENT, CONSULTING AND MANAGEMENT AGREEMENTS

Other than as described below, the Corporation is not party to any formal, written employment, consulting or management agreements with any NEO or director.

Mark Brezer – President and CEO

On May 15, 2021, the Corporation entered into an employment agreement with Mark Brezer (and a subsequent amendment on June 3, 2021, collectively the “**Brezer Agreement**”) whereby the Corporation agreed to retain Mr. Brezer as President and Chief Executive Officer. Mr. Brezer is paid a base salary of \$80,000 annually, to increase to \$100,000 upon the second anniversary of the effective date of the agreement. Mr. Brezer is also eligible to receive stock options equal to 2% of the issued and outstanding common shares of the Corporation, subject to board approval. The Brezer Agreement provides that the Corporation may terminate the Brezer Agreement at any time without just cause by paying Mr. Brezer a lump sum fee equivalent to three months’ compensation.

TERMINATION AND CHANGE OF CONTROL BENEFITS

Except as noted below, the Corporation, including its subsidiaries, has not entered into any other contract, agreement, plan or arrangement that provides for payments to an NEO at, following or in connection with any termination (whether voluntary, involuntary or constructive), resignation, retirement, change in control of the Corporation or a change in an NEOs responsibilities.

The Brezer Agreement provides for the following payments if there is termination without cause:

- (a) the Executive’s full compensation to the termination date, including expenses and any other amounts owing to the Executive;
- (b) a cash payment equal to 3 months’ compensation;
- (c) options, whether vested or unvested, will remain exercisable until the earlier of their expiration date or one years from the termination date.

The CEO’s compensation includes base compensation and equity incentives. The Board approves the CEO’s compensation. The CEO currently receives base salary compensation and stock options. The Board considers that this is appropriate for the Corporation’s current stage of development. The Board has taken into consideration the Corporation’s understanding of the range of salaries paid to other chief executive officers in the mining industry, as described above under the heading “Compensation Discussion and Analysis”. In setting the salary and long-term incentives for the CEO, the Board evaluates the performance of the CEO in light of his impact on the achievement of the Corporation’s goals and objectives.

Daniel Cruz, Previous Chief Financial Officer

Mr. Cruz was appointed CFO on May 5, 2021. Wawel Capital Corp, a company for which Mr. Cruz serves as a director, receives \$240,000 per annum as compensation. There are no change of control benefits included in the agreement.

Mark Lotz, Previous Chief Financial Officer

Mr. Lotz was CFO from December 4, 2017 to May 5, 2021 and was paid for his services through an accounting firm for which he owns.

OVERSIGHT AND DESCRIPTION OF DIRECTOR AND NEO COMPENSATION

The compensation program of the Board is designed to provide competitive levels of compensation, a significant portion of which is dependent upon individual and corporate performance and contribution to increasing shareholder value. The Board recognizes the need to provide a compensation package that will attract and retain qualified and experienced executives as well as align the compensation level of each executive to that executive's level of responsibility. The Corporation's compensation arrangements for the NEOs may, in addition to salary, include compensation in the form of bonuses and, over a longer term, benefits arising from the grant of stock options. Given the stage of development of the Corporation, compensation of the NEOs to date has emphasized meaningful stock option awards to attract and retain NEOs and, to a certain extent, to conserve cash. This policy may be re-evaluated in the future to instead emphasize increased base salaries and/or cash bonuses with a reduced reliance on option awards, depending upon the future development of the Corporation and other factors which may be considered relevant by the Board from time to time. The compensation of the Corporation's NEOs is determined by the Board.

The objectives and reasons for this system of compensation are generally to allow the Corporation to remain competitive compared to its peers in attracting experienced personnel.

The Board, establishes and reviews the Corporation's overall compensation philosophy and its general compensation policies with respect to the CEO and other officers, including the corporate goals and objectives and the annual performance objectives relevant to such officers. The Board evaluates each officer's performance in light of these goals and objectives and based on its evaluation, determines and approves the salary, bonus, options and other benefits for such officers.

The Corporation's NEOs and directors are not permitted to purchase financial instruments, including for greater certainty, prepaid variable forward contracts, equity swaps, collars or units of exchange funds that are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by the NEO or director.

Stock option grants are designed to reward the NEOs for success on a similar basis as the shareholders of the Corporation, but these rewards are highly dependent upon the volatile stock market, much of which is beyond the control of the NEOs.

The Board has not proceeded to a formal evaluation of the implications of the risks associated with the Corporation's compensation policies and practices. Risk management is a consideration of the Board when implementing its compensation program, and the Board does not believe that the Corporation's compensation program results in unnecessary or inappropriate risk-taking including risks that are likely to have a material adverse effect on the Corporation.

Pension Disclosure

The Corporation does not have any pension, retirement, defined benefit, defined contribution or deferred compensation plans that provides for payments or benefits to its directors and NEOs at, following, or in connection with retirement and none are proposed at this time.

SECTION 6 - AUDIT COMMITTEE

National Instrument 52-110 - *Audit Committees* (“**NI 52-110**”) requires the Corporation, as a venture issuer, to disclose annually in its Circular certain information concerning the constitution of its Audit Committee and its relationship with its independent auditor.

AUDIT COMMITTEE CHARTER

The overall purpose of the Audit Committee is to ensure that management has designed and implemented an effective system of internal financial controls, to review and report on the integrity of the consolidated financial statements and to evaluate their compliance with regulatory and statutory requirements as they relate to financial statements, taxation matters and disclosure of material facts.

The full text of the Corporation’s Audit Committee Charter is attached as Schedule “B” to this Circular.

COMPOSITION OF AUDIT COMMITTEE

As at the date hereof, the Corporation’s audit committee is composed of Matthew Markin, Barry Wattenberg and Mark Brezer.

NI 52-110 provides that a member of an audit committee is “independent” if the member has no direct or indirect material relationship with the Corporation, which could, in the view of the Board, reasonably interfere with the exercise of the member’s independent judgment. of the Corporation’s current audit committee members, Barry Wattenberg is considered “independent” within the meaning of NI 52-110.

NI 52-110 provides that an individual is “financially literate” if he or she has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Corporation’s financial statements. All of the members of the Corporation’s audit committee are financially literate as that term is defined.

RELEVANT EDUCATION AND EXPERIENCE

Each member of the Corporation’s Audit Committee has adequate education and experience that is relevant to his performance as an Audit Committee member and, in particular, the requisite education and experience that have provided the member with:

- (a) an understanding of the accounting principles used by the Corporation to prepare its financial statements and the ability to assess the general application of those principles in connection with estimates, accruals and reserves;
- (b) experience preparing, auditing, analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Corporation’s financial statements or experience actively supervising individuals engaged in such activities; and
- (c) an understanding of internal controls and procedures for financial reporting.

All of the Audit Committee members are senior-level businessmen with experience in financial matters. Each has an understanding of accounting principles used to prepare financial statements and varied experience as to general application of such accounting principles, as well as the internal controls and procedures necessary for financial reporting, garnered from working in their individual fields of endeavour.

Matthew Markin

Mr. Markin brings 25 years of experience leading corporate teams for multi-million dollar companies across various industries and has led corporate sales, investment banking teams and real estate development and construction divisions. He is currently the President and CEO of Markin Capital Group, Ltd., a full-service investment-banking firm based in Melbourne, Australia. As President, Mr. Markin is responsible for providing financing for private and public companies traded on the US, Canadian and Australian stock exchanges. During his career, Mr. Markin has served on the Board of Directors of several public companies as a director and officer.

Barry Wattenberg

Mr. Wattenberg is a graduate of Carnegie- Mellon University in 1977, Mr. Wattenberg held securities licensed positions ranging from Chief Compliance Officer, Market-Maker to Chief Operating Officer. More recently, Mr. Wattenberg has been involved in several mining/evaluation projects.

Mark Brezer

Mr. Mark Brezer is CEO, and Director of Straightup Resources Inc. and provides his services on a full-time basis. Mr. Brezer is a successful businessman and holds a Geography/Geology degree from the University of Arizona. During his studies, emphasis was placed on Remote Sensing, GIS, Glaciation and Climate Change. Mr. Brezer has worked as a Project Manager and has overseen Quality Control, Environmental Monitoring and Safety Programs as related to road construction. Strong communication skills have also led to roles in media relations and marketing. Mr. Brezer's family has been passionate about mining and construction for decades and he has been actively involved in the research and investment of Junior Mining Companies for over 25 years. Time in the field and personal interest led Mark into extensive First Aid Training and he certified as a Paramedic and Firefighter. To his credit, he also completed his fixed wing airplane license in the US and Canada and learned to pilot helicopters.

AUDIT COMMITTEE OVERSIGHT

At no time since the commencement of the Corporation's most recently completed financial year ended December 31, 2021, was a recommendation of the Audit Committee to nominate or compensate an external auditor not adopted by the Board.

RELIANCE ON CERTAIN EXEMPTIONS

At no time since the commencement of the Corporation's most recently completed financial year ended December 31, 2021, has the Corporation relied on the exemption in section 2.4 of NI 52-110 - *Audit Committees (De Minimis Non-audit Services)*, the exemption in section 6.1.1(4) (*Circumstance Affecting the Business or Operations of the Venture Issuer*), the exemption in subsection 6.1.1(5) (*Events Outside Control of Member*), the exemption in subsection 6.1.1(6) (*Death, Incapacity or Resignation*), or an exemption, in whole or in part, granted under Part 8 of NI 52-110.

As the Corporation is a “Venture Issuer” pursuant to relevant securities legislation, the Corporation is relying on the exemption in section 6.1 of NI 52-110 - *Audit Committees*, from the requirement of Parts 3 (*Composition of the Audit Committee*) and 5 (*Reporting Obligations*) of NI 52-110.

PRE-APPROVAL POLICIES AND PROCEDURES

The Audit Committee has not adopted specific policies and procedures for the engagement of non-audit services. The Audit Committee will review the engagement of non-audit services as required.

EXTERNAL AUDITOR SERVICE FEES (BY CATEGORY)

The aggregate fees billed by the Corporation’s external auditor in each of the last two financial years with respect to the Corporation, by category, are as follows:

Financial Year Ending December 31	Audit Fees ⁽¹⁾ (\$)	Audit-Related Fees ⁽²⁾ (\$)	Tax Fees ⁽³⁾ (\$)	All Other Fees ⁽⁴⁾ (\$)
2021	35,000	Nil	Nil	Nil
2020	22,500	Nil	Nil	Nil

NOTES:

- (1) “Audit Fees” include fees necessary to perform the annual audit and quarterly reviews of the Corporation’s consolidated financial statements. Audit Fees include fees for review of tax provisions and for accounting consultations on matters reflected in the financial statements. Audit Fees also include audit or other attest services required by legislation or regulation, such as comfort letters, consents, reviews of securities filings and statutory audits.
- (2) “Audit-Related Fees” include services that are traditionally performed by the auditor. These audit-related services include employee benefit audits, due diligence assistance, accounting consultations on proposed transactions, internal control reviews and audit or attest services not required by legislation or regulation.
- (3) “Tax Fees” include fees for all tax services other than those included in “Audit Fees” and “Audit-Related Fees”. This category includes fees for tax compliance, tax planning and tax advice. Tax planning and tax advice includes assistance with tax audits and appeals, tax advice related to mergers and acquisitions, and requests for rulings or technical advice from tax authorities.
- (4) “All Other Fees” include all other non-audit services.

SECTION 7 - CORPORATE GOVERNANCE

GENERAL

Pursuant to National Instrument 58-101 – *Disclosure of Corporate Governance Practices* (“**NI 58-101**”), the Corporation is required to disclose its corporate governance practices. Corporate governance relates to the activities of the Board, the members of which are elected by and are accountable to the Shareholders, and takes into account the role of the individual members of management who are appointed by the Board and who are charged with the day-to-day management of the Corporation.

National Policy 58-201 – *Corporate Governance Guidelines* (“**NP 58-201**”) establishes corporate governance guidelines which apply to all public companies. These guidelines are not intended to be prescriptive but to be used by issuers in developing their own corporate governance practices. The Board is committed to sound corporate governance practices and believes the Corporation’s corporate governance practices are appropriate and effective for the Corporation given its current size.

BOARD OF DIRECTORS

Management is nominating three individuals to the Board, all of whom are current directors of the Corporation.

NP 58-201 suggests that the board of directors of every reporting issuer should be constituted with a majority of individuals who qualify as “independent” directors under NI 52-110, which provides that a director is independent if he or she has no direct or indirect “material relationship” with the Corporation. “Material relationship” is defined as a relationship which could, in the view of the Corporation’s Board, reasonably interfere with the exercise of a director’s independent judgement. Of the proposed nominees, Mark Brezer is not considered to be “independent” within the meaning of NI 52-110 by virtue of the fact that they also serve the Corporation in the capacities of President and CEO. Matthew Markin, is not considered to be “independent” within the meaning of NI 52-110 by virtue of the fact that he also serves the Corporation in the capacity of CFO. The remaining one director – Barry Wattenberg – is considered by the Board to be “independent” within the meaning of NI 52-110.

The Board has a stewardship responsibility to supervise the management of and oversee the conduct of the business of the Corporation, provide leadership and direction to Management, evaluate Management, set policies appropriate for the business of the Corporation and approve corporate strategies and goals. The day-to-day management of the business and affairs of the Corporation is delegated by the Board to the CEO and the CFO. The Board will give direction and guidance through the President to Management and will keep Management informed of its evaluation of the senior officers in achieving and complying with goals and policies established by the Board.

The Board recommends nominees to the shareholders for election as directors and, immediately following each annual general meeting of Shareholders, appoints an Audit Committee. The Board establishes and periodically reviews and updates the committee mandate, duties and responsibilities of the committee, elects a chairperson of the Board, if deemed appropriate, and establishes his or her duties and responsibilities, appoints the CEO, CFO and President of the Corporation and establishes the duties and responsibilities of those positions and on the recommendation of the CEO, appoints the senior officers of the Corporation and approves the senior management structure of the Corporation.

The Board exercises its independent supervision over Management by its policies, including requirements that (a) periodic meetings of the Board be held to obtain an update on significant corporate activities and plans, and (b) all material transactions of the Corporation be subject to prior approval of the Board. The Board shall meet not less than four times during each year and will endeavour to hold at least one meeting in each fiscal quarter. The Board will also meet at any other time at the call of the President, or subject to the by-laws of the Corporation, of any director.

The mandate of the Board is to manage or supervise Management of the business and affairs of the Corporation and to act with a view to the best interests of the Corporation. In doing so, the Board oversees the management of the Corporation’s affairs directly and through its committees.

DIRECTORSHIPS IN OTHER REPORTING ISSUERS

Certain of the Corporation’s directors are also directors of other reporting issuers (or the equivalent) in a jurisdiction or a foreign jurisdiction as follows:

Name of Director	Other Reporting Issuer (or the equivalent)
Barry Wattenberg	None
Matthew Markin	None
Mark Brezer	None

NOMINATION OF DIRECTORS

Potential candidates for appointment to the Board will be considered by the entire Board of the Corporation. The Board has no specific procedures for regularly assessing the effectiveness and contribution of the Board, its committees or individual directors. As the business of the Company is relatively straightforward, it is expected that a significant lack of performance on the part of a committee or individual director would become readily apparent and could be dealt with on a case-by-case basis.

With respect to the Board as a whole, the Board will monitor its performance on an ongoing basis and as part of that process, consider the overall performance of the Corporation and input from its shareholders. The Board as a whole is responsible for assessing its effectiveness, its members and each committee in consultation with the chair of the Board and the chair of each committee.

COMPENSATION OF DIRECTORS AND CHIEF EXECUTIVE OFFICER

The Corporation's board of directors (the "Board") has not created or appointed a compensation committee given the Corporation's current size and stage of development. All tasks related to developing and monitoring the Corporation's approach to the compensation of the Corporation's NEOs and directors are performed by the members of the Board. The compensation of the NEOs, directors and the Corporation's employees or consultants, if any, is reviewed, recommended and approved by the Board without reference to any specific formula or criteria. NEOs that are also directors of the Corporation are involved in discussion relating to compensation and disclose their interest in and abstain from voting on compensation decisions relating to them, as applicable, in accordance with the applicable corporate legislation.

In making compensation decisions, the Board strives to find a balance between short-term and long-term compensation and cash versus equity incentive compensation. Base salaries or fees and discretionary cash bonuses primarily reward recent performance and incentive stock options encourage NEOs and directors to continue to deliver results over a longer period of time and serve as a retention tool. The annual salary or fee for each NEO, as applicable, is determined by the Board based on the level of responsibility and experience of the individual, the relative importance of the position to the Corporation, the professional qualifications of the individual and the performance of the individual over time. The NEOs' performances and salaries or fees are to be reviewed periodically. Increases in salary or fees are to be evaluated on an individual basis and are performance and market-based. The amount and award of cash bonuses to key executives and senior management is discretionary, depending on, among other factors, the financial performance of the Corporation and the position of a participant.

COMMITTEES OF THE BOARD OF DIRECTORS

The Board currently has one committee, being the Audit Committee.

The members of the Audit Committee are Mark Brezer, Matthew Markin and Barry Wattenberg. A description of the function of the Audit Committee can be found in this Circular under "*Section 6 - Audit*"

Committee.”

ASSESSMENTS

The Board believes its corporate governance practices are appropriate and effective for the Corporation, given its size and operations. The Corporation’s corporate governance practices allow the Corporation to operate efficiently, with checks and balances that control and monitor Management and corporate functions without excessive administration burden.

SECTION 8 - OTHER INFORMATION

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The Corporation has a 10% rolling stock option plan in place. See “Section 4 - Particulars of Matters to be Acted Upon – 4. Approval of Stock Option Plan” and “Section 5 - Statement of Executive Compensation – Stock Option Plans and Other Incentive Plans.”

The following table provides information as at December 31, 2021, regarding the number of common shares to be issued pursuant to the Corporation’s stock option plan. The Corporation does not have any equity compensation plans that have not been approved by Shareholders.

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by securityholders ⁽¹⁾	19,089,614	\$0.16	2,625,472
Equity compensation plans not approved by securityholders	N/A	N/A	N/A
Total:	19,089,614	\$0.16	2,625,472

NOTE:

(1) Represents the Stock Option Plan of the Corporation. As at December 31, 2021, the Stock Option Plan reserved shares equal to a maximum of 10% of the issued and outstanding common shares of the Corporation. As at December 31, 2021, the Corporation had 46,754,720 common shares issued and outstanding.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

Other than “routine indebtedness” as defined in applicable securities legislation, since the beginning of the financial year ended December 31, 2021, none of:

- (a) the executive officers, directors, employees and former executive officers, directors and employees of the Corporation or any of its subsidiaries;
- (b) the proposed nominees for election as a director of the Corporation; or
- (c) any associates of the foregoing persons,

is or has been indebted to the Corporation or any of its subsidiaries or has been indebted to any other entity where that indebtedness was the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Corporation or any of its subsidiaries, and which was not entirely repaid on or before the date of this Circular.

INTEREST OF CERTAIN PERSONS OR COMPANIES IN MATTERS TO BE ACTED UPON

Except as disclosed herein, no director or executive officer of the Corporation, nor any person who has held such a position since the beginning of the last completed financial year of the Corporation, nor any proposed nominee for election as a director of the Corporation, nor any associate or affiliate of the foregoing persons, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted on at the Meeting other than the election of directors and the approval of the stock option plan of the Corporation.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Other than as set forth in this Circular or as disclosed in the Corporation's financial statements, no informed person of the Corporation, or proposed director of the Corporation, or any associate or affiliate of any informed person or proposed director, had any material interest, direct or indirect, in any transaction since the commencement of the Corporation's most recently completed financial year, or in any proposed transaction which has materially affected or would materially affect the Corporation or any of its subsidiaries.

An "informed person" means: (a) a director or executive officer of the Corporation; (b) a director or executive officer of a person or company that is itself an informed person or subsidiary of the Corporation; (c) any person or company who beneficially owns, directly or indirectly, voting securities of the Corporation or who exercises control or direction over voting securities of the Corporation or a combination of both carrying more than 10% of the voting rights other than voting securities held by the person or company as underwriter in the course of a distribution; and (d) the Corporation itself, if and for so long as it has purchased, redeemed or otherwise acquired any of its shares.

MANAGEMENT CONTRACTS

Since the beginning of the Corporation's most recently completed financial year ended December 31, 2021, management functions of the Corporation are not, and have not been, to any substantial degree performed by any person other than the executive officers and directors of the Corporation. See "*Section 5 - Statement of Executive Compensation – Employment, Consulting and Management Agreements.*"

ADDITIONAL INFORMATION

Financial information about the Corporation is included in the Corporation's comparative annual financial statements for the year ended December 31, 2021, and the related Management's Discussion and Analysis,

which have been electronically filed with regulators and are also available on SEDAR online at www.sedar.com under the Corporation's profile. Copies may be obtained without charge upon request to the Corporation, 701 West Georgia Street, Suite 1500, Vancouver, BC V7Y 1C6 – telephone 604-989-6275.

You may also access the Corporation's other public disclosure documents on SEDAR at www.sedar.com under the Corporation's profile. Additional information about the Corporation can be found on the Corporation's website at <https://www.straightupresources.com/>.

REQUEST FOR FINANCIAL STATEMENTS

National Instrument 51-102 – *Continuous Disclosure Obligations* sets out the procedures for a shareholder to receive financial statements. If you wish to receive financial statement, you may use the enclosed form or provide instructions in any other written format.

APPROVAL OF THE BOARD OF DIRECTORS

The contents of this Circular have been approved and the delivery of it to each Shareholder entitled thereto and to the appropriate regulatory agencies has been authorized by the Board.

DATED at Vancouver, British Columbia, this 21st day of February 2023.

ON BEHALF OF THE BOARD

STRAIGHTUP RESOURCES INC.

/s/ Mark Brezer
Mark Brezer
President, Chief Executive Officer and Director

SCHEDULE "A"

STRAIGHTUP RESOURCES INC. (the "Company")

STOCK OPTION PLAN

Approved by Shareholders on September 2, 2021

1. PURPOSE OF THE PLAN

The Company hereby establishes a stock option plan for directors, senior officers, Employees, Consultants, Consultant Company or Management Company Employees (as such terms are defined below) of the Company and its subsidiaries, or an Eligible Charitable Organization (collectively "Eligible Persons"), to be known as the "Stock Option Plan" (the "Plan"). The purpose of the Plan is to give to Eligible Persons, as additional compensation, the opportunity to participate in the success of the Company by granting to such individuals options, exercisable over periods of up to ten years, as determined by the Board of Directors of the Company, to buy shares of the Company at a price equal to the Market Price less applicable discount, if any, permitted by the policies of the Exchange and approved by the Board.

2. DEFINITIONS

In this Plan, the following terms shall have the following meanings:

- a) "**Associate**" means an "Associate" as defined in National Instrument 45-106;
- b) "**Board**" means the Board of Directors of the Company;
- c) "**Change of Control**" means the acquisition by any person or by any person and all Joint Actors, whether directly or indirectly, of voting securities (as defined in the Securities Act) of the Company, which, when added to all other voting securities of the Company at the time held by such person or by such person and a Joint Actor, totals for the first time not less than fifty percent (50%) of the outstanding voting securities of the Company or the votes attached to those securities are sufficient, if exercised, to elect a majority of the Board of Directors of the Company;
- d) "**Company**" means Straightup Resources Inc. and its successors;
- e) "**Consultant**" means a "Consultant" as defined in National Instrument 45-106;
- f) "**Consultant Company**" means a corporation controlled or operated by a Consultant;
- g) "**CSA**" means the Canadian Securities Administrators, and for British Columbia in particular, the British Columbia Securities Commission;
- h) "**Disability**" means any disability with respect to an Optionee which the Board, in its sole and unfettered discretion, considers likely to prevent permanently the Optionee from:

- i. being employed or engaged by the Company, its subsidiaries or another employer, in a position the same as or similar to that in which he was last employed or engaged by the Company or its subsidiaries; or
 - ii. acting as a director or officer of the Company or its subsidiaries;
- i) "**Eligible Persons**" has the meaning given to that term in Section 1 hereof;
- j) "**Employee**" means an "Employee" as defined in National Instrument 45-106;
- k) "**Exchange**" means the Canadian Securities Exchange and, if applicable, any other stock exchange on which the Shares are listed;
- l) "**Expiry Date**" means the date set by the Board under Section 3.1 hereof, as the last date on which an Option may be exercised;
- m) "**Grant Date**" means the date specified in the Option Agreement as the date on which an Option is granted;
- n) "**Insider**" means an "Insider" as defined in the Securities Act;
- o) "**Investor Relations Activities**" means "Investor Relations Activities" as defined in the CSE policies;
- p) "**Joint Actor**" has the meaning defined in National Instrument 62-103 The Early Warning System and Related Takeover Bid and Insider Reporting Issues;
- q) "**Listing Date**" has the meaning given to that term in Section 3.2 hereof;
- r) "**Management Company Employee**" means an Employee of an "external management company" as such term is defined under Form 51-102F6 "Statement of Executive Compensation" in respect of financial years ending on or after December 31, 2008, of National Instrument 51-102 Continuous Disclosure Obligations published by the CSA;
- s) "**Market Price**" of Shares at any Grant Date means the greater of the closing market prices of the Shares on (i) the trading day prior to the Grant Date of the Options; and (ii) the Grant Date of the Options, or if the Shares are not listed on any stock exchange, "Market Price" of Shares means the price per Share on the over-the-counter market determined by dividing the aggregate sale price of the Shares sold by the total number of such Shares so sold on the applicable market for the last day prior to the Grant Date;
- t) "**NI 45-106**" means National Instrument 45-106 Prospectus Exemptions published by the CSA;
- u) "**Option**" means an option to purchase Shares granted pursuant to this Plan;
- v) "**Option Agreement**" means an agreement, in substantially the form attached hereto as Schedule

"A", whereby the Company grants to an Optionee an Option;

- w) "**Optionee**" means each of the Eligible Persons granted an Option pursuant to this Plan and their heirs, executors and administrators;
- x) "**Option Price**" means the price per Share specified in an Option Agreement, adjusted from time to time in accordance with the provisions of Section 5 hereof;
- y) "**Option Shares**" means the aggregate number of Shares which an Optionee may purchase under an Option;
- z) "**Plan**" means this Stock Option Plan;
- aa) "**Shares**" means the common shares in the capital of the Company as constituted on the Grant Date provided that, in the event of any adjustment pursuant to Section 5 hereof, "Shares" shall thereafter mean the shares or other property resulting from the events giving rise to the adjustment;
- bb) "**Securities Act**" means the Securities Act, R.S.B.C. 1996, c.418, as amended, as at the date hereof;
- cc) "**Unissued Option Shares**" means the number of Shares which have, at a particular time, been reserved for issuance upon the exercise of an Option, but which have not been issued, as adjusted from time to time in accordance with the provisions of Section 5 hereof, such adjustments to be cumulative; and
- dd) "**Vested**" means that an Option has become exercisable in respect of a number of Option Shares by the Optionee pursuant to the terms of the Option Agreement.

3. GRANT OF OPTIONS

3.1. Option Terms

The Board may from time to time authorize the allocation and issue of Options to specific Eligible Persons of the Company and its subsidiaries. The Option Price under each Option so allocated shall be not less than the Market Price on the Grant Date. The Expiry Date for each Option shall be set by the Board at the time of issue of the Option and shall not be more than ten years after the Grant Date. Options shall not be assignable (or transferable) by the Optionee other than by will or other testamentary instrument or pursuant to the laws of succession. Both the Company and the Optionee are responsible for ensuring and confirming that the Optionee is a bona fide Eligible Person.

3.2. Limits on Shares Issuable on Exercise of Options

As long as the Company is a non-reporting issuer, the maximum number of Shares which may be issuable pursuant to options granted under the Plan shall be that number equal to 15% of the Company's issued share capital on the date on which an Option is granted under the Plan.

From and after the date that the Company becomes a reporting issuer whose Shares are listed on the Exchange (the "Listing Date"), the maximum number of Shares which may be issuable pursuant to options

granted under the Plan shall be that number equal to 10% of the Company's issued share capital from time-to-time. After the Listing Date, the number of Shares reserved for issuance under the Plan and all of the Company's other previously established or proposed share compensation arrangements:

- a) in aggregate shall not exceed 10% of the total number of issued and outstanding shares on a non-diluted basis; and
- b) to any one Optionee within a 12-month period shall not exceed 5% of the total number of issued and outstanding shares on a non-diluted basis (unless otherwise approved by the disinterested shareholders of the Company).

After the Listing Date, the number of Shares which may be issuable under the Plan and all of the Company's other previously established or proposed share compensation arrangements, within a one-year period:

- c) to all Insiders shall not exceed 10% of the total number of issued and outstanding shares on the Grant Date on a non-diluted basis;
- d) to any one Optionee, shall not exceed 5% of the total number of issued and outstanding Shares on the Grant Date on a non-diluted basis (unless otherwise approved by the disinterested shareholders of the Company);
- e) to any one Consultant shall not exceed 2% in the aggregate of the total number of issued and outstanding Shares on the Grant Date on a non-diluted basis; and
- f) to all Eligible Persons who undertake Investor Relations Activities shall not exceed 1% in the aggregate of the total number of issued and outstanding Shares on the Grant Date on a non-diluted basis.

3.3. Option Agreements

Each Option shall be confirmed by the execution of an Option Agreement. Each Optionee shall have the option to purchase from the Company the Option Shares at the time and in the manner set out in the Plan and in the Option Agreement applicable to that Optionee. For stock options to Employees, Consultants, Consultant Company or Management Company Employees, each of the Company and the Optionee is representing herein and in the applicable Option Agreement that the Optionee is a bona fide Employee, Consultant, Consultant Company or Management Company Employee, as the case may be, of the Company or its subsidiary. The execution of an Option Agreement shall constitute conclusive evidence that it has been completed in compliance with this Plan.

4. EXERCISE OF OPTION

4.1. When Options May be Exercised

Subject to Sections 4.3 and 4.4 hereof, an Option shall be granted as fully Vested on the Grant Date, and may be exercised to purchase any number of Shares up to the number of Unissued Option Shares at any time after the Grant Date, provided that this Plan has been previously approved by the shareholders of the Company, where such prior approval is required by Exchange policies, up to 4:00 p.m. local time on the

Expiry Date and shall not be exercisable thereafter.

4.2. Manner of Exercise

The Option shall be exercisable by delivering to the Company a notice (in substantially the form attached hereto as Schedule "B") specifying the number of Shares in respect of which the Option is exercised together with payment in full of the Option Price for each such Share. Upon notice and payment there will be a binding contract for the issue of the Shares in respect of which the Option is exercised, upon and subject to the provisions of the Plan. Delivery of the Optionee's certified cheque or bank draft payable to the Company in the amount of the Option Price shall constitute payment of the Option Price unless the certified cheque is not honoured upon presentation for any reason, in which case the Option shall not have been validly exercised.

4.3. Vesting of Option Shares

An Option shall be granted hereunder as fully Vested, unless a vesting schedule is imposed by the Board as a condition of the grant on the Grant Date.

4.4. Termination of Employment

If an Optionee ceases to be an Eligible Person, his or her Option shall be exercisable as follows:

a) Death or Disability

If the Optionee ceases to be an Eligible Person, due to his or her death or Disability or, in the case of an Optionee that is a company, the death or Disability of the person who provides management or consulting services to the Company or to any entity controlled by the Company, the Option then held by the Optionee shall be exercisable to acquire Vested Unissued Option Shares at any time up to but not after the earlier of:

- i. 365 days after the date of death or Disability; and
- ii. the Expiry Date.

b) Termination For Cause

If the Optionee, or in the case of a Management Company Employee or a Consultant Company, the Optionee's employer, ceases to be an Eligible Person as a result of termination for cause, as that term is interpreted by the courts of the jurisdiction in which the Optionee, or, in the case of a Management Company Employee or a Consultant Company, of the Optionee's employer, is employed or engaged; any outstanding Option held by such Optionee on the date of such termination shall be cancelled as of that date.

c) Early Retirement, Voluntary Resignation or Termination Other than For Cause

If the Optionee or, in the case of a Management Company Employee or a Consultant Company, the Optionee's employer, ceases to be an Eligible Person due to his or her retirement at the request of

his or her employer earlier than the normal retirement date under the Company's retirement policy then in force, or due to his or her termination by the Company other than for cause, or due to his or her voluntary resignation, the Option then held by the Optionee shall be exercisable to acquire Vested Unissued Option Shares at any time up to but not after the earlier of the Expiry Date and the date which is 90 days after the Optionee or, in the case of a Management Company Employee or a Consultant Company, the Optionee's employer, ceases to be an Eligible Person.

4.5. Effect of a Take-Over Bid

If a bona fide offer (an "Offer") for Shares is made to the Optionee or to shareholders of the Company generally or to a class of shareholders which includes the Optionee, which Offer, if accepted in whole or in part, would result in the offeror becoming a control person of the Company, within the meaning of subsection 1(I) of the Securities Act, the Company shall, immediately upon receipt of notice of the Offer, notify each Optionee of full particulars of the Offer, whereupon the Option Shares subject to such Option may be exercised in whole or in part by the Optionee so as to permit the Optionee to tender the Option Shares received upon such exercise, pursuant to the Offer. However, if:

- a) the Offer is not completed within the time specified therein; or
- b) all of the Option Shares tendered by the Optionee pursuant to the Offer are not taken up or paid for by the offeror in respect thereof,

then the Option Shares received upon such exercise, or in the case of clause (b) above, the Option Shares that are not taken up and paid for, may be returned by the Optionee to the Company and reinstated as authorized but unissued Shares and with respect to such returned Option Shares, the Option shall be reinstated as if it had not been exercised. If any Option Shares are returned to the Company under this subsection 4.5, the Company shall immediately refund the exercise price to the Optionee for such Option Shares.

4.6. Acceleration of Expiry Date

If at any time when an Option granted under the Plan remains unexercised with respect to any Unissued Option Shares, an Offer is made by an offeror, the Board may, upon notifying each Optionee of full particulars of the Offer, declare that all Option Shares issuable upon the exercise of Options granted under the Plan are Vested, and declare that the Expiry Date for the exercise of all unexercised Options granted under the Plan is accelerated so that all Options will either be exercised or will expire prior to the date upon which Shares must be tendered pursuant to the Offer. The Board shall give each Optionee as much notice as possible of the acceleration of the Options under this Section 4.6, except that not less than 5 business days' and not more than 35 days' notice is required.

4.7. Effect of a Change of Control

If a Change of Control occurs, all Option Shares subject to each outstanding Option may be exercised in whole or in part by the Optionee.

4.8. Exclusion From Severance Allowance, Retirement Allowance or Termination Settlement

If the Optionee, or, in the case of a Management Company Employee or a Consultant Company, the Optionee's employer, retires, resigns or is terminated from employment or engagement with the Company or any subsidiary of the Company, the loss or limitation, if any, by the cancellation of the right to purchase Option Shares under the Option Agreement shall not give rise to any right to damages and shall not be included in the calculation of nor form any part of any severance allowance, retiring allowance or termination settlement of any kind whatsoever in respect of such Optionee.

4.9. Shares Not Acquired or Exercised

Any Unissued Option Shares not acquired by an Optionee under an Option which has expired, and any Option Shares acquired by an Optionee under an Option when exercised, may be made the subject of a further Option granted pursuant to the provisions of the Plan.

4.10. Extension of Term During Trading Black Out

In the event the Expiry Date of an Option falls on a date during a trading black out period that has been self-imposed by the Company, the Expiry Date of the Option will be extended to the 10th business day following the date that the self-imposed trading black out period is lifted by the Company. For greater certainty, the Expiry Date of an Option will not be extended in the event a cease trade order is issued by a securities regulatory authority against the Company or an Optionee.

5. ADJUSTMENT OF OPTION PRICE AND NUMBER OF OPTION SHARES

5.1. Share Reorganization

Whenever the Company issues Shares to all or substantially all holders of Shares by way of a stock dividend or other distribution, or subdivides all outstanding Shares into a greater number of Shares, or combines or consolidates all outstanding Shares into a lesser number of Shares (each of such events being herein called a "Share Reorganization") then effective immediately after the record date for such dividend or other distribution or the effective date of such subdivision, combination or consolidation, the Board shall make such adjustments to this Plan and to the Options then outstanding under this Plan as the Board determine to be appropriate and equitable under the circumstances, so that the proportionate interest of each Optionee shall, to the extent practicable, be maintained as before the occurrence of such Share Reorganization. Such adjustments may include, without limitation:

- a) a change in the number or kind of shares of the Company covered by such Options; and
- b) a change in the Option Price payable per Share provided, however, that the aggregate Option Price applicable to the unexercised portion of existing Options shall not be altered, it being intended that any adjustments made with respect to such Options shall apply only to the Option Price per Share and the number of Shares subject thereto.

For the purposes of this Section 5.1, and without limitation, neither:

- c) the issuance of additional securities of the Company in exchange for adequate consideration (including services); nor

- d) the conversion of outstanding securities of the Company into Shares shall be deemed to be Share Reorganizations.

Any adjustment made to any Options pursuant to this Section 5.1 shall not be considered an amendment requiring the Optionee's consent for the purposes of Section 6.5 of this Plan.

5.2. Special Distribution

Subject to the prior approval of the Exchange, whenever the Company issues by way of a dividend or otherwise distributes to all or substantially all holders of Shares:

- a) shares of the Company, other than the Shares;
- b) evidences of indebtedness;
- c) any cash or other assets, excluding cash dividends (other than cash dividends which the Board of Directors of the Company has determined to be outside the normal course); or
- d) rights, options or warrants,

then to the extent that such dividend or distribution does not constitute a Share Reorganization (any of such non-excluded events being herein called a "Special Distribution"), and effective immediately after the record date at which holders of Shares are determined for purposes of the Special Distribution, for each Option the Option Price will be reduced, and the number of Unissued Option Shares will be correspondingly increased, by such amount, if any, as is determined by the Board in its sole and unfettered discretion to be appropriate in order to properly reflect any diminution in value of the Option Shares as a result of such Special Distribution.

5.3. Corporate Organization

Whenever there is:

- a) a reclassification of outstanding Shares, a change of Shares into other shares or securities, or any other capital reorganization of the Company, other than as described in Sections 5.1 or 5.2 hereof;
- b) a consolidation, merger or amalgamation of the Company with or into another corporation resulting in a reclassification of outstanding Shares into other shares or securities or a change of Shares into other shares or securities; or
- c) a transaction whereby all or substantially all of the Company's undertaking and assets become the property of another corporation,

(any such event being herein called a "Corporate Reorganization") the Optionee will have an option to purchase (at the times, for the consideration, and subject to the terms and conditions set out in the Plan) and will accept on the exercise of such option, in lieu of the Unissued Option Shares which he would otherwise have been entitled to purchase, the kind and amount of shares or other securities or property that he would have been entitled to receive as a result of the Corporate Reorganization if, on the effective date thereof, he

had been the holder of all Unissued Option Shares or if appropriate, as otherwise determined by the Board.

5.4. Determination of Option Price and Number of Unissued Option Shares

If any questions arise at any time with respect to the Option Price or number of Unissued Option Shares deliverable upon exercise of an Option following a Share Reorganization, Special Distribution or Corporate Reorganization, such questions shall be conclusively determined by the Board, whose decisions as to what adjustments or determination shall be made, and the extent thereof, shall be final, binding, and conclusive.

5.5. Regulatory Approval

Any adjustment to the Option Price or the number of Unissued Option Shares purchasable under the Plan pursuant to the operation of any one of Sections 5.1, 5.2 or 5.3 hereof is subject to the approval of the Exchange where required pursuant to their policies, and compliance with the applicable securities rules or regulations of any other governmental authority having jurisdiction.

6. MISCELLANEOUS

6.1. Right to Employment

Neither this Plan nor any of the provisions hereof shall confer upon any Optionee any right with respect to employment or continued employment with the Company or any subsidiary of the Company or interfere in any way with the right of the Company or any subsidiary of the Company to terminate such employment.

6.2. Necessary Approvals

The Plan shall be effective immediately upon the approval of the Board, where the Company is a non-reporting issuer. If the Company is a reporting issuer whose Shares are listed on the Exchange, then the Plan shall be effective only upon the approval of the shareholders of the Company given by way of an ordinary resolution of the disinterested shareholders in the case of a new Plan, and the written acceptance of the Plan by the Exchange where such prior approval is required by the policies of the Exchange. Any Options granted under this Plan before such approval shall only be exercised upon the receipt of such approval, where it is required by the policies of the Exchange. The obligation of the Company to sell and deliver Shares in accordance with the Plan is subject to compliance with the policies of the Exchange and applicable securities rules or regulations of any governmental authority having jurisdiction. If any Shares cannot be issued to any Optionee for any reason, including, without limitation, the failure to comply with such policies, rules or regulations, then the obligation of the Company to issue such Shares shall terminate and any Option Price paid by an Optionee to the Company shall be immediately refunded to the Optionee by the Company.

6.3. Administration of the Plan

The Board shall, without limitation, have full and final authority in their discretion, but subject to the express provisions of the Plan, to interpret the Plan, to prescribe, amend and rescind rules and regulations relating to the Plan and to make all other determinations deemed necessary or advisable in respect of the Plan. The interpretation and construction of any provision of the Plan by the Board shall be final and conclusive. Administration of the Plan shall be the responsibility of the appropriate officers of the Company

and all costs in respect thereof shall be paid by the Company.

6.4. Income Taxes

As a condition of and prior to participation of the Plan any Optionee shall on request authorize the Company in writing to withhold from any remuneration otherwise payable to him or her any amounts required by any taxing authority to be withheld for taxes of any kind as a consequence of his or her participation in the Plan.

6.5. Amendments to the Plan

The Board may from time to time, subject to applicable law and to the prior approval, if required, of the Exchange or any other regulatory body having authority over the Company or the Plan, suspend, terminate or discontinue the Plan at any time, or amend or revise the terms of the Plan or of any Option granted under the Plan and the Option Agreement relating thereto, provided that no such amendment, revision, suspension, termination or discontinuance shall in any manner adversely affect any option previously granted to an Optionee under the Plan without the consent of that Optionee. Any amendments to the Plan or the Options granted to Insiders hereunder will be subject to the approval of the shareholders, where such approval is required by the policies of the Exchange.

6.6. Form of Notice

A notice given to the Company shall be in writing, signed by the Optionee and delivered to the head business office of the Company.

6.7. No Representation or Warranty

The Company makes no representation or warranty as to the future market value of any Shares issued in accordance with the provisions of the Plan.

6.8. Compliance with Applicable Law

If any provision of the Plan or any Option Agreement contravenes any law or any order, policy, bylaw or regulation of any regulatory body or Exchange having authority over the Company or the Plan, then such provision shall be deemed to be amended to the extent required to bring such provision into compliance therewith.

6.9. No Assignment

No Optionee may assign any of his or her rights under the Plan or any Option granted thereunder.

6.10. Rights of Optionees

An Optionee shall have no rights whatsoever as a shareholder of the Company in respect of any of the Unissued Option Shares (including, without limitation, voting rights or any right to receive dividends, warrants or rights under any rights offering).

6.11. Conflict

In the event of any conflict between the provisions of this Plan and an Option Agreement, the provisions of this Plan shall govern.

6.12. Governing Law

The Plan and each Option Agreement issued pursuant to the Plan shall be governed by the laws of the Province of British Columbia.

6.13. Time of Essence

Time is of the essence of this Plan and of each Option Agreement. No extension of time will be deemed to be or to operate as a waiver of the essentiality of time.

6.14. Entire Agreement

This Plan and the Option Agreement sets out the entire agreement between the Company and the Optionees relative to the subject matter hereof and supersedes all prior agreements, undertakings and understandings, whether oral or written.

Approved by the Board of Directors on May 17, 2019.

“Matthew Coltura”

Matthew Coltura
Chief Executive Officer, President and Director

SCHEDULE "B"

STRAIGHTUP RESOURCES INC.

AUDIT COMMITTEE CHARTER

1. Mandate and Purpose of the Committee

The Audit Committee (the "Committee") of the board of directors (the "Board") of Straightup Resources Inc. (the "Company") is a standing committee of the Board whose primary function is to assist the Board in fulfilling its oversight responsibilities relating to:

- (a) the integrity of the Company's financial statements;
- (b) the Company's compliance with legal and regulatory requirements, as they relate to the Company's financial statements;
- (c) the qualifications, independence and performance of the Company's auditor;
- (d) internal controls and disclosure controls;
- (e) the performance of the Company's internal audit function;
- (f) consideration and approval of certain related party transactions; and
- (g) performing the additional duties set out in this Charter or otherwise delegated to the Committee by the Board.

2. Authority

The Committee has the authority to:

- (a) engage and compensate independent counsel and other advisors as it determines necessary or advisable to carry out its duties; and
- (b) communicate directly with the Company's auditor.

The Committee has the authority to delegate to individual members or subcommittees of the Committee.

3. Composition and Expertise

The Committee shall be composed of a minimum of three members, each of whom is a director of the Company. The majority of the Committee's members must not be officers or employees of the Company or an affiliate of the Company.

Committee members shall be appointed annually by the Board at the first meeting of the Board following each annual meeting of shareholders. Committee members hold office until the next annual meeting of shareholders or until they resign or are removed by the Board or cease to be directors of the Company.

The Board shall appoint one member of the Committee to act as Chairman of the Committee. If the Chairman of the Committee is absent from any meeting, the Committee shall select one of the other members of the Committee to preside at that meeting.

4. Meetings

Any member of the Committee or the auditor may call a meeting of the Committee. The Committee shall meet at least four times per year and as many additional times as the Committee deems necessary to carry out its duties. The Chairman shall develop and set the Committee's agenda, in consultation with other members of the Committee, the Board and senior management.

Notice of the time and place of every meeting shall be given in writing to each member of the Committee, at least 72 hours (excluding holidays) prior to the time fixed for such meeting. The Company's auditor shall be given notice of every meeting of the Committee and, at the expense of the Company, shall be entitled to attend and be heard thereat. If requested by a member of the Committee, the Company's auditor shall attend every meeting of the Committee held during the term of office of the Company's auditor.

A majority of the Committee who are not officers or employees of the Company or an affiliate of the Company shall constitute a quorum. No business may be transacted by the Committee except at a meeting of its members at which a quorum of the Committee is present in person or by means of such telephonic, electronic or other communications facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously. Business may also be transacted by the unanimous written consent resolutions of the members of the Committee, which when so approved shall be deemed to be resolutions passed at a duly called and constituted meeting of the Committee.

The Committee may invite such directors, officers and employees of the Company and advisors as it sees fit from time to time to attend meetings of the Committee.

The Committee shall meet without management present whenever the Committee deems it appropriate.

The Committee shall appoint a Secretary who need not be a director or officer of the Company. Minutes of the meetings of the Committee shall be recorded and maintained by the Secretary and shall be subsequently presented to the Committee for review and approval.

5. Committee and Charter Review

The Committee shall conduct an annual review and assessment of its performance, effectiveness and contribution, including a review of its compliance with this Charter. The

Committee shall conduct such review and assessment in such manner as it deems appropriate and report the results thereof to the Board.

The Committee shall also review and assess the adequacy of this Charter on an annual basis, taking into account all legislative and regulatory requirements applicable to the Committee, as well as any guidelines recommended by regulators or the Canadian Securities Exchange and shall recommend changes to the Board thereon.

6. Reporting to the Board

The Committee shall report to the Board in a timely manner with respect to each of its meetings held. This report may take the form of circulating copies of the minutes of each meeting held.

7. Duties and Responsibilities

(a) Financial Reporting

The Committee is responsible for reviewing and recommending approval to the Board of the Company's annual and interim financial statements, any auditor's report thereon, Management's Discussion and Analysis ("MD&A") and related news releases, before they are published.

The Committee is also responsible for:

- (i) being satisfied that adequate procedures are in place for the review of the Company's public disclosure of financial information extracted or derived from the Company's financial statements, other than the public disclosure referred to in the preceding paragraph, and for periodically assessing the adequacy of those procedures;
- (ii) engaging the Company's auditor to perform a review of the interim financial statements and receiving from the Company's auditor a formal report on the auditor's review of such interim financial statements;
- (iii) discussing with management and the Company's auditor the quality of applicable accounting principles and financial reporting standards, not just the acceptability of thereof;
- (iv) discussing with management any significant variances between comparative reporting periods; and
- (v) in the course of discussion with management and the Company's auditor, identifying problems or areas of concern and ensuring such matters are satisfactorily resolved.

(b) Auditor

The Committee is responsible for recommending to the Board:

- (i) the auditor to be nominated for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Company; and
- (ii) the compensation of the Company's auditor.

The Company's auditor reports directly to the Committee. The Committee is directly responsible for overseeing the work of the Company's auditor engaged for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Company, including the resolution of disagreements between management and the Company's auditor regarding financial reporting.

(c) Relationship with the Auditor

The Committee is responsible for reviewing the proposed audit plan and proposed audit fees. The Committee is also responsible for:

- (i) establishing effective communication processes with management and the Company's auditor so that it can objectively monitor the quality and effectiveness of the auditor's relationship with management and the Committee;
- (ii) receiving and reviewing regular feedback from the auditor on the progress against the approved audit plan, important findings, recommendations for improvements and the auditor's final report;
- (iii) reviewing, at least annually, a report from the auditor on all relationships and engagements for non-audit services that may be reasonably thought to bear on the independence of the auditor; and
- (iv) meeting in camera with the auditor whenever the Committee deems it appropriate.

(d) Accounting Policies

The Committee is responsible for:

- (i) reviewing the Company's accounting policy note to ensure completeness and acceptability with applicable accounting principles and financial reporting standards as part of the approval of the financial statements;
- (ii) discussing and reviewing the impact of proposed changes in accounting standards or securities policies or regulations;

- (iii) reviewing with management and the auditor any proposed changes in major accounting policies and key estimates and judgments that may be material to financial reporting;
- (iv) discussing with management and the auditor the acceptability, degree of aggressiveness/conservatism and quality of underlying accounting policies and key estimates and judgments; and
- (v) discussing with management and the auditor the clarity and completeness of the Company's financial disclosures.

(e) **Risk and Uncertainty**

The Committee is responsible for reviewing, as part of its approval of the financial statements:

- (i) uncertainty notes and disclosures; and
- (ii) MD&A disclosures.

The Committee, in consultation with management, will identify the principal business risks and decide on the Company's "appetite" for risk. The Committee is responsible for reviewing related risk management policies and recommending such policies for approval by the Board. The Committee is then responsible for communicating and assigning to the applicable Board committee such policies for implementation and ongoing monitoring.

The Committee is responsible for requesting the auditor's opinion of management's assessment of significant risks facing the Company and how effectively they are managed or controlled.

(f) **Controls and Control Deviations**

The Committee is responsible for reviewing:

- (i) the plan and scope of the annual audit with respect to planned reliance and testing of controls; and
- (ii) major points contained in the auditor's management letter resulting from control evaluation and testing.

The Committee is also responsible for receiving reports from management when significant control deviations occur.

(g) **Compliance with Laws and Regulations**

The Committee is responsible for reviewing regular reports from management and others (e.g. auditors) concerning the Company's compliance with financial related laws and regulations, such as:

- (i) tax and financial reporting laws and regulations;
- (ii) legal withholdings requirements;
- (iii) environmental protection laws; and
- (iv) other matters for which directors face liability exposure.

(h) **Related Party Transactions**

All transactions between the Company and a related party (each a "related party transaction"), other than transactions entered into in the ordinary course of business, shall be presented to the Committee for consideration.

The term "related party" includes (i) all directors, officers, employees, consultants and their associates (as that term is defined in the *Securities Act* (British Columbia), as well as all entities with common directors, officers, employees and consultants (each "general related parties"), and (ii) all other individuals and entities having beneficial ownership of, or control or direction over, directly or indirectly securities of the Company carrying more than 10% of the voting rights attached to all of the Company's outstanding voting securities (each "10% shareholders").

Related party transactions involving general related parties which are not material to the Company require review and approval by the Committee. Related party transactions that are material to the Company or that involve 10% shareholders require approval by the Board, following review thereof by the Committee and the Committee providing its recommendation thereon to the Board.

8. Non-Audit Services

All non-audit services to be provided to the Company or its subsidiary entities by the Company's auditor must be pre-approved by the Committee.

9. Submission Systems and Treatment of Complaints

The Committee is responsible for establishing procedures for:

- (a) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters; and
- (b) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

The Committee is responsible for reviewing complaints and concerns that are brought to the attention of the Chairman of the Audit Committee and for ensuring that any such complaints

and concerns are appropriately addressed. The Committee shall report quarterly to the Board on the status of any complaints or concerns received by the Committee.

10. Procedure For Reporting Of Fraud Or Control Weaknesses

Each employee is expected to report situations in which he or she suspects fraud or is aware of any internal control weaknesses. An employee should treat suspected fraud seriously, and ensure that the situation is brought to the attention of the Committee. In addition, weaknesses in the internal control procedures of the Company that may result in errors or omissions in financial information, or that create a risk of potential fraud or loss of the Company's assets, should be brought to the attention of both management and the Committee.

To facilitate the reporting of suspected fraud, it is the policy of Company that the employee (the "whistleblower") has anonymous and direct access to the Chairman of the Audit Committee. Should a new Chairman be appointed prior to the updating of this document, the current Chairman will ensure that the whistleblower is able to reach the new Chairman in a timely manner. In the event that the Chairman of the Audit Committee cannot be reached, the whistleblower should contact the Chairman of the Board.

In addition, it is the policy of the Company that employees concerned about reporting internal control weaknesses directly to management are able to report such weaknesses to the Committee anonymously. In this case, the employee should follow the same procedure detailed above for reporting suspected fraud.

11. Hiring Policies

The Committee is responsible for reviewing and approving the Company's hiring policies regarding partners, employees and former partners and employees of the present and former auditor of the Company.