



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