

Notice of Change in Corporate Structure
Pursuant to Section 4.9 of National Instrument 51-102
Continuous Disclosure Obligations

1. Names of the Parties to the Transaction

Gold Canyon Resources Inc. (“**Gold Canyon**”)
First Mining Finance Corp. (“**First Mining**”)
Irving Resources Inc. (“**Irving**”)

2. Description of the Transaction

Effective November 13, 2015, Gold Canyon, First Mining and Irving completed a plan of arrangement (the “**Arrangement**”) under the provisions of Division 5 of Part 9 of the *Business Corporations Act* (British Columbia). As a result of the Arrangement:

- (i) certain assets of Gold Canyon, constituting generally the non-gold exploration interests of Gold Canyon, have been transferred to Irving;
- (ii) each issued and outstanding common share of Gold Canyon, other than those held by dissenting shareholders, is exchangeable for, *inter alia*, 0.03333 of one common share of Irving;
- (iii) each share purchase warrant of Gold Canyon is deemed to have been exchanged by the holder thereof, without any further act or formality, for a share purchase warrant of Irving to purchase a number of common shares of Irving equal to the product of 0.03333 multiplied by the number of common shares of Gold Canyon issuable on exercise of such Gold Canyon share purchase warrant for an exercise price per whole common share of Irving equal to \$0.30, being the fair market portion of the exercise price per share of such Gold Canyon share purchase warrant assigned to a share purchase warrant of Irving rounded up to the nearest whole cent, divided by 0.03333 and rounded up to the nearest whole cent (provided that, if the foregoing calculation results in a share purchase warrant of Irving being exercisable for a fraction of a common share of Irving, then the number of common shares of Irving subject to such share purchase warrant of Irving shall be rounded down to the next whole number of common shares of Irving); and
- (iv) Irving became a reporting issuer.

3. Effective Date of Transaction

The Arrangement closed effective November 13, 2015.

4. Names of Each Party, if any, that Ceased to be a Reporting Issuer after the Transaction and of Each Continuing Entity

Gold Canyon intends to apply for an order that it has ceased to be a reporting issuer.

5. Documents that were filed under National Instrument 51-102 *Continuous Disclosure Obligations* that described the transaction and where those documents can be found in electronic format

The following documents were filed on the SEDAR website under Gold Canyon's profile:

- (i) news release dated September 1, 2015, filed on September 1, 2015;
- (ii) Form 51-102F3 - *Material Change Report* dated September 10, 2015, filed on September 10, 2015;
- (iii) Arrangement Agreement dated August 31, 2015, filed on September 10, 2015;
- (iv) Amendment to Arrangement Agreement dated October 1, 2015, filed on October 9, 2015;
- (v) management information circular dated October 5, 2015, filed on October 9, 2015; and
- (vi) news release dated November 9, 2015, filed on November 9, 2015.

In addition, a news release dated November 17, 2015 was filed on November 17, 2015 on the SEDAR website under Irving's profile.

DATED this 17th day of November, 2015.