

Form 51-102F3
Material Change Report

Item 1. Name and Address of Company

Irving Resources Inc. (the “Company”)
609 Granville Street, Suite 810
PO Box 10356 Pacific Centre
Vancouver, BC, V7Y 1G5

Item 2. Date of Material Change

February 1, 2016

Item 3. News Release

News release dated February 1, 2016 was disseminated through Marketwired TSX-V Disclosure network.

Item 4. Summary of Material Change

The Company’s announced that it intends to conduct a non-brokered private placement to raise approximately \$455,700.

Item 5.1 Full Description of Material Change

The Company announced that it intends to conduct a non-brokered private placement to raise approximately \$455,700 by the issuance of up to 3,255,000 units (the “Units”) at a price of \$0.14 per Unit (the “Private Placement”). Each Unit will be comprised of one common share of the Company and one share purchase warrant (the “Warrants”). Each Warrant will be exercisable for one common share of the Company at a price of \$0.20 per share for a period of two years from the date of issue.

The Company plans to use the net proceeds of the Private Placement to fund exploration and other mineral property related activities on the Mpwapwa Joint Venture property in Tanzania and for general working capital purposes.

Item 5.2 Disclosure of Restructuring Transactions

Not applicable.

Item 6. Reliance on subsection 7.1(2) of National Instrument 51-102

If this Report is being filed on a confidential basis in reliance on subsection 7.1(2) of National Instrument 51-102, state the reasons for such reliance.

Not applicable.

Item 7. Omitted Information

Not applicable

Item 8. Executive Officer

Akiko Levinson, President and Chief Executive Officer
Telephone: 604 682 3234

Item 9. Date of Report

February 1, 2016