

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 4, 2016

Item 3. News Release

News release dated February 4, 2016 was disseminated through Marketwired TSX-V Disclosure network.

Item 4. Summary of Material Change

The Company closed a non-brokered private placement to raise \$455,700.

Item 5.1 Full Description of Material Change

The Company closed a non-brokered private placement to raise \$455,700 by the issuance of 3,255,000 units (the “Units”) at a price of \$0.14 per Unit (the “Private Placement”). Each Unit is comprised of one common share of the Company and one share purchase warrant. Each share purchase warrant is 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.

Insiders of the Company participated in the Private Placement as follows:

Akiko Levinson	- 250,000 Units
RAS Capital Corp. (Ron Schmitz)	- 100,000 Units
Quinton Hennigh	- 100,000 Units

The insiders entered into the same form of subscription agreement with the Company as entered into by the other subscribers in the Private Placement.

The Company is relying on an exemption from the requirement in Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* (“MI 61-101”) to obtain a formal valuation; specifically the Company is relying on the exemption provided in section 5.5(b) of MI 61-101 as its shares are only listed on the Canadian Securities Exchange.

The Company is relying on an exemption from the requirement in MI 61-101 to obtain minority shareholder approval; specifically, the Company is relying on the exemption provided in section 5.7(1)(a) of MI 61-101 as the fair market value of the Units being purchased by insiders will not exceed 25% of the Company's market capitalization.

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 4, 2016