

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 9, 2016

Item 3. News Release

News release dated February 9, 2016 was disseminated through Marketwired TSX-V Disclosure network.

Item 4. Summary of Material Change

The Company adopted a stock option plan and granted 475,000 stock options.

Item 5.1 Full Description of Material Change

The Company adopted a “rolling” stock option plan pursuant to which a maximum of 10% of the issued common shares of the Company from time to time may be reserved for issuance pursuant to the exercise of options. Pursuant to the stock option plan, the Company has granted incentive stock options to its directors, officers, employees and consultants to purchase an aggregate of 475,000 common shares at an exercise price of \$0.14 per share. These stock options have a term of three (3) years, subject to one-third of the options granted vesting every six (6) months from the date of grant.

Included in the above grant is a stock option entitling Akiko Levinson, a director of the Company and its president and chief executive officer, to purchase 150,000 common shares. Ms. Levinson has informed the Company that as a result of this stock option grant, she now holds a total of 550,079 common shares of the Company, representing approximately 6.38% of the issued and outstanding common shares of the Company, share purchase warrants to purchase 250,000 common shares of the Company and a stock option to purchase 150,000 common shares of the Company. Assuming the exercise in full of the share purchase warrants and stock option, the number of common shares held by Ms. Levinson or over which she exercises control or direction represents approximately 10.52% of the issued and outstanding common shares of the Company.

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 9, 2016