

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

June 21, 2016

Item 3. News Release

News release dated June 21, 2016 was disseminated through Marketwired TSX-V Disclosure network.

Item 4. Summary of Material Change

The Company closed a non-brokered private placement raising gross proceeds of \$816,200 by the issuance of 5,830,000 units.

Item 5.1 Full Description of Material Change

The Company closed a non-brokered private placement raising gross proceeds of \$816,200 by the issuance of 5,830,000 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 (the “**Warrants**”). Each 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 applicable hold period expires on October 22, 2016.

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

Early Warning Disclosure of Akiko Levinson

Akiko Levinson of Vancouver, B.C., a director and executive officer of the Company, purchased 715,000 Units (the “**Levinson Units**”), thereby acquiring ownership of 715,000 common shares of the Company (the “**Levinson Shares**”) and Warrants to purchase 715,000 common shares of the Company (the “**Levinson Warrants**”), for a total purchase price of \$100,100. The Levinson Shares represent approximately 4.95% of the current issued and outstanding common shares of the Company, and the Levinson Units represent approximately 9.42% of the Company’s issued and outstanding common shares, assuming the exercise in full of the Levinson Warrants.

Immediately prior to the acquisition of the Levinson Units, Ms. Levinson owned and controlled 692,079 common shares of the Company, representing approximately 8.02% of the issued and outstanding common shares of the Company, share purchase warrants to purchase 250,000 common shares of the Company, and stock options to purchase

150,000 common shares of the Company. Assuming the exercise in full of the share purchase warrants and the stock options held by her, the number of common shares held by Ms. Levinson or over which she owned and exercised control or direction represented approximately 12.10% of the issued and outstanding common shares of the Company.

Following the acquisition of the Levinson Units, Ms. Levinson owns and controls 1,407,079 common shares of the Company, representing approximately 9.73% of the current issued and outstanding common shares of the Company, share purchase warrants to purchase 965,000 common shares of the Company, and stock options to purchase 150,000 common shares of the Company. Assuming the exercise in full of the share purchase warrants and the stock options held by her, the number of common shares held by Ms. Levinson or over which she owns and exercises control or direction represents approximately 16.20% of the current issued and outstanding common shares of the Company.

Ms. Levinson advises that she intends to hold the Levinson Units and the common shares, if any, acquired upon exercise of the Levinson Warrants for investment purposes and may, subject to market conditions, take other actions in respect of the Company, including making additional investments in, or effecting dispositions of, securities of the Company.

Early Warning Disclosure of Quinton Hennigh

Quinton Hennigh of Longmont, Colorado, a director of the Company, purchased 715,000 Units (the "**Hennigh Units**"), thereby acquiring ownership of 715,000 common shares of the Company (the "**Hennigh Shares**") and Warrants to purchase 715,000 common shares of the Company (the "**Hennigh Warrants**"), for a total purchase price of \$100,100. The Hennigh Shares represent approximately 4.95% of the current issued and outstanding common shares of the Company, and the Hennigh Units represent approximately 9.42% of the Company's issued and outstanding common shares, assuming the exercise in full of the Hennigh Warrants.

Immediately prior to the acquisition of the Hennigh Units, Dr. Hennigh owned and controlled 519,998 common shares of the Company, representing approximately 6.03% of the issued and outstanding common shares of the Company, share purchase warrants to purchase 100,000 common shares of the Company, and stock options to purchase 100,000 common shares of the Company. Assuming the exercise in full of the share purchase warrants and the stock options held by him, the number of common shares held by Dr. Hennigh or over which he owned and exercised control or direction represented approximately 8.16% of the issued and outstanding common shares of the Company.

Following the acquisition of the Hennigh Units, Dr. Hennigh owns and controls 1,234,998 common shares of the Company, representing approximately 8.54% of the current issued and outstanding common shares of the Company, share purchase warrants to purchase 815,000 common shares of the Company, and stock options to purchase 100,000 common shares of the Company. Assuming the exercise in full of the share purchase warrants and the stock options held by him, the number of common shares held by Dr. Hennigh or over which he owns and exercises control or direction represents approximately 13.99% of the current issued and outstanding common shares of the Company.

Dr. Hennigh advises that he intends to hold the Hennigh Units and the common shares, if any, acquired upon exercise of the Hennigh Warrants for investment purposes and may, subject to market conditions, take other actions in respect of the Company, including making additional investments in, or effecting dispositions of, securities of the Company.

The information above under the heading “Early Warning Disclosure for Akiko Levinson” has been provided by Ms. Levinson and the information under the heading “Early Warning Disclosure for Quinton Hennigh” has been provided by Dr. Hennigh. A copy of the report filed with Canadian securities regulators in connection with the acquisition of the specified securities can be obtained under the Company’s profile on the SEDAR website (www.SEDAR.com).

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**

June 21, 2016