

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

September 29, 2016

Item 3. News Release

News release dated September 29, 2016 was disseminated through Marketwired TSX-V Disclosure network.

Item 4. Summary of Material Change

The Company’s wholly-owned subsidiary, Irving Resources Japan GK, has secured a 62.18 sq km land position encompassing the past producing Omui Au-Ag mine and surrounding areas on the island of Hokkaido, Japan.

Item 5.1 Full Description of Material Change

The Company’s wholly-owned subsidiary, Irving Resources Japan GK, has secured a 62.18 sq km land position encompassing the past producing Omui Au-Ag mine and surrounding areas on the island of Hokkaido, Japan. The Company recently announced the purchase of a 298 hectare (2.98 sq km) mining right, the Omui mining license (*please see press release dated August 29, 2016 for further details*). Provisional title transfer for this purchase has recently been received from the Ministry of Economy, Trade and Industry (“METI”), Hokkaido Bureau.

To augment its land position, the Company recently filed 17 prospecting licenses covering an additional 58.20 sq km of prospective ground in the vicinity of the Omui mine and including another past producing Au-Ag mine, Hokuryu, situated about seven km west of Omui. Applications for rights to alluvial materials were filed at the same time. Acceptance of all prospecting and alluvial applications was recently granted by METI, and a multi-step review now begins for final approval. Mitusi Mineral Development Engineering Co, Ltd is assisting the Company throughout the process.

The Company’s Omui project covers an area underlain by Tertiary aged volcanic and sedimentary rocks deposited in a rift setting situated near the north end of Hokkaido. Very young, Tertiary or perhaps Quaternary, hot spring activity locally deposited bonanza grade Au and Ag along a series of east-west trending epithermal veins. In places, high densities of sheeted, parallel veins are observed and may be related to doming caused by deep, late-stage rhyolite plugs. Such a setting is present at the world class Hishikari Au-Ag mine on the island of Kyushu, Japan.

Staff from the Company recently collected grab samples from a surface outcrop of the Omui main vein and another from a subordinate parallel vein situated immediately north. An assay of the main vein sample returned 192 gpt Au and 5,240 gpt Ag while one from

the subordinate vein returned 6.9 gpt Au and 1,345 gpt Ag. Both samples display distinct bands of fine-grained silica alternating with electrum and sulfide minerals, a texture referred to as “ginguro”, which is a product of fluid pulsing in a boiling hot spring environment. Vein material is also typically brecciated suggesting vigorous boiling and venting occurred at the time of its formation. Remnants of siliceous sinter terraces that formed in hot spring pools are scattered across the area suggesting very little erosion has occurred here since the time of hydrothermal activity.

Deposition of bonanza grade Au and Ag mineralization like that sampled at Omui is sometimes a product of processes associated with boiling in hot spring environments. Boiling profiles can extend to depths of over 200 m in such systems. Because of strong evidence of a vigorous boiling system, the presence of bonanza Au and Ag grades, and an apparent lack of significant erosion, the Company thinks that there is good potential for discovery of significant epithermal Au-Ag mineralization at depth at Omui and surrounding areas. To better understand this potential, the Company plans to undertake reconnaissance level prospecting and mapping across the Omui property in October 2016.

The two grab samples discussed in this news release were submitted for assay to ALS Minerals Laboratory in Sparks, Nevada. Au and Ag were determined utilizing a 30 g charge subjected to fire assay with a gravimetric finish.

Quinton Hennigh (Ph.D., P.Geo.) is the Qualified Person pursuant to National Instrument 43-101 responsible for, and having reviewed and approved, the technical information contained in this material change report. Dr. Hennigh is a technical advisor and director 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**

September 29, 2016