

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

November 22, 2016

Item 3. News Release

News release dated November 22, 2016 was disseminated through Marketwired TSX-V Disclosure network.

Item 4. Summary of Material Change

The Company held the final closing of its non-brokered private placement.

Item 5.1 Full Description of Material Change

The Company has completed the final closing of a non-brokered private placement (the “**Private Placement**”), raising further proceeds of \$540,000 by the issuance of 1,350,000 units (the “**Units**”) at a price of \$0.40 per Unit. Each Unit is comprised of one common share of the Company and one-half of a share purchase warrant (the “**Warrants**”). Each whole Warrant is exercisable for one common share of the Company at a price of \$0.55 per share for a period of three years from the date of issue except that if, after May 22, 2017, the daily high trading price of the Company’s common shares is \$1.00 or higher for at least 20 consecutive trading days, the Company may give notice to the holders of the Warrants that the Warrants will expire if not exercised within 30 days of that notice. The hold period applicable to the final closing of the Private Placement expires on March 22, 2017.

Total gross proceeds of \$5,856,395 were raised in the Private Placement by the issuance of 14,640,988 Units. The Company plans to use the net proceeds of the Private Placement to fund potential acquisitions of mineral properties in Japan 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

November 22, 2016