

## **IRVING RESOURCES INC.**

Management's Discussion and Analysis  
For the six months ended August 31, 2017

---

The following Management Discussion and Analysis ("MD&A") is an overview of the activities of Irving Resources Inc. ("Irving" or the "Company"), for the six months ended August 31, 2017. The MD&A is prepared as of October 25, 2017 and should be read in conjunction with the unaudited condensed interim consolidated financial statements for the six months ended August 31, 2017. The reader should also refer to the Company's audited consolidated financial statements for the year ended February 28, 2017. Unless otherwise cited, references to dollar amounts are Canadian Dollars and financial data has been prepared in accordance with International Financial Reporting Standards ("IFRS").

The Company recommends that readers consult the "**Cautionary Statement and Forward Looking Statement Disclaimer**" on the last page of this report.

Additional information related to the Company is available on its website at [www.IRVresources.com](http://www.IRVresources.com) and on SEDAR at [www.sedar.com](http://www.sedar.com).

### **Description of Business**

Irving is a junior exploration company with a focus on gold in Japan. Irving also holds, through a subsidiary, Project Venture Agreements with Japan Oil, Gas and Metals National Corporation for joint regional exploration programs in the United Republic of Tanzania, the Republic of Malawi and the Republic of Madagascar.

The Company was incorporated under the Business Corporation Act (British Columbia) on August 28, 2015 under the name 1047431 B.C. Ltd. and was a privately held company and wholly-owned subsidiary of Gold Canyon Resources Inc. ("Gold Canyon"). On September 23, 2015, 1047431 B.C. Ltd. changed its name to Irving Resources Inc.

On November 13, 2015, Irving, Gold Canyon and First Mining Finance Corp. ("First Mining") completed a Plan of Arrangement (the "Arrangement") under the Business Corporation Act (British Columbia) that resulted in Irving holding title to various exploration properties located in Africa.

Under the Arrangement, shareholders of Gold Canyon received one common share of First Mining for each Gold Canyon share held and each Gold Canyon shareholder also received 0.03333 common shares of the Company and 0.03333 warrants of the Company for each unexercised Gold Canyon warrant held.

This resulted in the issuance of 5,372,752 common shares and 376,958 warrants of the Company. The warrants are exercisable at \$0.30 until February 5, 2018. As part of the Arrangement, Gold Canyon transferred its non-gold exploration properties together with \$500,000 in cash and certain other net assets owned by Gold Canyon to the Company.

As of the date of this report, the Company has seven wholly-owned subsidiaries: Spring Stone Mining Corporation, ("SSM") and Spring Stone Exploration Inc., ("SSE") in the Province of British Columbia; Spring Stone Limited, ("SSL") and River Stone Limited ("RSL") in Malawi; Spring Take Limited, ("STL") in Tanzania; Irving Resources GK ("Irving GK") in Japan; and New River Stone Ltd. ("NRS") in the Republic of Madagascar.

## **IRVING RESOURCES INC.**

Management's Discussion and Analysis  
For the six months ended August 31, 2017

---

### **Technical Disclosure in the Management Discussion and Analysis**

Dr. Quinton Hennigh, Ph.D., P.Geo., a Qualified Person pursuant to NI 43-101 who is acting as a technical adviser to, and a director of, Irving, is responsible for reviewing and approving the technical information in this MD&A.

### **Overall Performance**

During the six months ended August 31, 2017, the Company recorded a comprehensive loss of \$647,882. As at August 31, 2017, the Company has total assets of \$8,724,621 and working capital of \$5,477,464. During the period, there were 213,334 stock options exercised for proceeds of \$73,500 and 288,333 warrants exercised for gross proceeds of \$122,750.

### **Projects Update**

#### **Japan Properties**

##### *Omui Property*

The Company, through its wholly-owned Japan subsidiary, Irving GK, entered into an agreement to purchase a 100% interest in a mining right for the Omui Property located in Hokkaido, Japan. The total purchase price for the mining right is JPY40,000,000 cash (CAD \$477,000) and JPY10,000,000 (approximately CAD \$128,500) worth of the Company's common shares. During 2016, the Company paid JPY20,000,000 cash (CAD \$245,000) towards the acquisition of this agreement. In August, 2017, the Company paid the balance of JPY20,000,000 cash (CAD \$232,000) as the definitive registration procedure of the transfer of the mining right was completed. The Company's common shares will be issued upon completion of the registration of the transfer of the mining right. Provisional title transfer for this purchase has been received from the Ministry of Economy, Trade and Industry ("METI"), Hokkaido Bureau. The mining right encompasses an area of roughly 2.98 sq km covering a young, possibly Miocene-aged hot spring center hosted by Tertiary-aged intermediate and felsic volcanic rocks.

To augment this land position, Irving GK has filed a total of 50 prospecting licenses covering an additional 152.03 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. Acceptance of all prospecting and alluvial applications was granted by the METI and a multi-step review has started for final approval. Mitsui Mineral Development Engineering Co, Ltd ("MINDECO") is assisting the Company throughout the process.

In October, 2016, the Company completed reconnaissance rock chip sampling and mapping at the Omui Gold Project. Most of the work focused on areas around the historic Omui and Hokuryu mines where high-grade epithermal Au-Ag veins were exploited prior to World War II. Irving staff with assistance from personnel from MINDECO collected 130 rock chip samples. Field observations confirm the Omui area hosts classic epithermal Au-Ag vein mineralization. Many samples collected were of banded quartz veins that likely formed within the boiling zone of a hot spring system. Vein breccias and siliceous sinter were also sampled. Textures and mineralogy of such rocks suggest they formed in a near-surface environment. Multiple parallel east-west trending veins were identified and sampled near

## **IRVING RESOURCES INC.**

Management's Discussion and Analysis

For the six months ended August 31, 2017

---

the Omui mine and areas within 2 km to the south. Veins range from a few centimeters to a few meters in width and are up to 400 m long.

In December, 2016, the Company announced that it received high-grade assays from these surface samples around various areas of the Omui mine. At the Honpi ("Main Vein" in English) occurrence, rock chip samples collected from float boulders of vein material returned high-grade assays including 480 gpt gold ("Au") and 9,660 gpt silver ("Ag"), 143.5 gpt Au and 2,090 gpt Ag, 67.6 gpt Au and 1,060 gpt Ag, 55.6 gpt Au and 290 gpt Ag, and 48.2 gpt Au and 1,030 gpt Ag. A further 14 samples assayed >10 gpt Au and 13 samples assayed >200 gpt Ag.

Many high-grade samples originate from areas north of the Main Vein. The Main Vein is an E-W trending epithermal quartz vein that was exploited during the 1920's by a 70 m deep shaft and four working levels including several stopes, now collapsed to surface. Approximately 0.4 tonne of Au and 9 tonnes of Ag were mined at Omui during that time. Irving believes the boulders it sampled originate from subcropping veins that were neither recognized nor exploited during that early period of mining. Further work including drilling is needed to evaluate this possibility.

At Nanko, approximately one km south of Honpi, Irving collected float and subcrop samples of siliceous material thought to be sinter, a hard material deposited from hydrothermal fluids in shallow hot spring pools. Sinter typically contains low level gold whereas fractures, or feeders, below hot springs can host high grade gold, deposited there by boiling fluids. Most samples of sinter from Nanko are anomalous in Au up to 1 gpt. Two samples of breccia contain notable high grades, 29.6 gpt Au and 73.8 gpt Ag, and 21.2 gpt Au and 154 gpt Ag, respectively. These high-grade samples appear to originate from subcropping feeder structures that may indicate the presence of high grades at depth. Further work including drilling is needed to test this potential.

Four select samples of vein material collected from a mine dump adjacent to the uppermost workings of the Hokuryu mine returned 58.9 gpt Au and 495 gpt Ag, 51.4 gpt Au and 637 gpt Ag, 37.0 gpt Au and 378 gpt Ag, and 22.8 gpt Au and 321 gpt Ag. Another two select samples of vein material from the main Hokuryu mine dump assayed 31.4 gpt Au and 201 gpt Ag, and 11.4 gpt Au and 38.2 gpt Ag. One sample of silicified and pyritized rhyolite wallrock taken from the main dump assayed 2.2 gpt Au and 245 gpt Ag.

Hokuryu mine produced approximately 2.8 tonnes Au and 11.5 tonnes Ag prior to 1943 when it was abruptly closed due to the Gold Mine Closure Act near the end of World War II. Irving believes exploration potential around Hokuryu is very good, particularly along a major NE-trending graben-bounding fault that extends about 12 km to the coast. Irving has also discovered new, extensive sinter deposits along this structure. Such sinter indicates this fault was a focus for hydrothermal activity.

High-grade samples from Omui and Hokuryu are predominantly comprised of silica with less than 100 ppm arsenic ("As") and antimony ("Sb") and less than 0.02% sulfur ("S"). Because of the clean, high-silica nature of this material, it could potentially be used as smelter flux in many of the base metal smelters throughout Japan. In smelters, recovery of precious metals occurs during the smelting and refining process. As an example, Sumitomo Metal Mining Co., Ltd. treats ores from its high grade Hishikari epithermal vein deposit by utilizing them as smelter flux in its copper smelter. Irving is focused on identifying similar high-silica, high-grade epithermal vein deposits in Japan.

## **IRVING RESOURCES INC.**

Management's Discussion and Analysis

For the six months ended August 31, 2017

---

In December, 2016, the Company announced that its subsidiary, Irving GK, purchased from an arm's length party 0.33 sq km (33 hectares) of surface rights covering a core area near the Omui mine for the purchase price of JPY14,500,000 cash (approximately CAD \$177,000).

In February, 2017, the Company's subsidiary, Irving GK entered into a long-term lease of surface rights covering the high-grade Honpi vein and surrounding areas where Irving geologists collected samples of vein material grading up to 480 gpt Au and 9,660 gpt Ag (*please refer to Irving's news release dated December 13, 2016 for further details*). According to the terms of the lease, Irving has paid approximately JPY1,800,000 cash (approximately CAD \$22,000) for access to 0.15 sq km (15 hectares) for the initial five years. The lease is a five-year term and can be extended for up to three additional five-year periods.

In May, 2017, the Company announced that Irving GK entered into a long-term lease of surface rights. The Company incurred a total cost of JPY8,888,000 cash (CAD \$107,000) for access to 0.87 sq km (86.90 hectares) for the initial five years. The lease is a five-year term and can automatically be extended for up to three additional five-year periods.

In June, 2017, the Company's subsidiary, Irving GK purchased 0.2908 sq km (29.08 hectares) of surface rights for the purchase price of JPY6,000,000 (CAD\$73,000).

In July, 2017, the Company's subsidiary, Irving GK entered into a long-term lease of surface rights. The Company incurred a total cost of JPY1,500,000 cash (CAD \$17,295) for access to 0.1653 sq km (16.53 hectares) for the initial five years. The lease is a five-year term and can automatically be extended for up to three additional five-year periods.

In August, 2017, the Company's subsidiary, Irving GK purchased 0.049 sq km (4.94 hectares) of surface rights for the purchase price of JPY1,500,000 (CAD\$17,295).

Securing ownership and long-term lease agreements of these key properties puts the Company in a strong position to advance the Omui gold-silver project. These surface rights are considered critical for Irving to proceed with mining work.

In August, 2017 the Company provided an update on the summer exploration program at the Omui property. Detailed geologic data and mineralized rock chip samples have been collected along with soil samples. A close spaced gravity survey was undertaken to help better evaluate the position of potential mineralized faults. Upon completion of the gravity survey, a magnetic survey was undertaken to identify areas of hydrothermal alteration that is potentially associated with mineralization. Data collected during the 2017 summer program will be used to develop a drill program at Omu for 2018.

Across the greater Omu gold project area, stream sediment sampling was also completed. A total of 100 bulk leach extractable gold ("BLEG") samples, specialized samples consisting of fine silt and clay, were collected and shipped to ALS Global in Vancouver, BC for analysis. Gold and pathfinder elements are analyzed by ultra-high sensitivity means allowing for effective evaluation of stream catchments for potential outcropping mineralization. Upon receipt of BLEG data, the Company is planning follow-up prospecting activities to identify mineralized outcrops in prospective stream catchments.

## **IRVING RESOURCES INC.**

Management's Discussion and Analysis

For the six months ended August 31, 2017

---

Also in August, 2017, the Company opened an office in the town of Omu in Hokkaido. The office will serve as a permanent base from which Irving plans to explore and develop the Omu Gold Project and its other gold projects in the region.

In September, 2017, the Company announced it has received high grade gold and silver grade assays from surface samples from its summary exploration program.

At the Honpi ("Main Vein" in English) prospect, recent rock float samples have returned 186.5 gpt Au and 353 gpt Ag, 11.75 gpt Au and 71.1 gpt Ag, 6.77 gpt Au and 33.3 gpt Ag, and 5.27 gpt Au and 177 gpt Ag. In addition, a new vein was encountered in a hand dug trench and a chip channel sample returned 203 gpt Au and 5,310 gpt Ag over a true width of 0.8 m. Irving believes mineralized float material is derived from underlying weathered bedrock and that these new results indicate potential for multiple sub-parallel east-west trending veins across a 200-meter wide corridor surrounding Honpi.

At the Nanko prospect, recent rock float samples have greatly expanded the area of known mineralization. Notable samples include 691 gpt Au and 515 gpt Ag, 42.5 gpt Au and 539 gpt Ag, 3.98 gpt Au and 3.92 gpt Ag in areas south of Nanko. Northeast of Nanko, notable samples include 39.3 gpt Au and 20.2 gpt Ag, 16.55 gpt Au and 40.9 gpt Ag and 7.09 gpt Au and 10 gpt Ag. Like Honpi, Irving believes mineralized float material is derived from underlying weathered bedrock and that these results indicate potential for multiple sub-parallel east-west trending veins across a 350-meter wide corridor at Nanko.

The Company is awaiting return of other data sets to more fully evaluate potential drill targets at Omui. Soil sampling is nearing completion, and analytical results are expected back over the next few weeks. A detailed gravity survey has recently been completed and data is currently being processed. Lastly, a detailed drone-based magnetic survey is soon to commence and should be completed within this quarter.

Late in 2016, Irving personnel discovered a large terrace of laminated silica sinter, remnants of a fossil hot spring, approximately 10 km north of Omui mine. In a news release dated December 15, 2016, Irving discussed the significance of one sample of sulfide-bearing silica (3.8 gpt Au and 14 gpt Ag) collected near the base of the terrace. Recently, a second sample of similar sulfide-bearing sinter was collected from the base of the terrace approximately 300 meters northeast of the previous sample (Figure 3). This new sample grades 14.6 gpt Au and 50.8 gpt Ag along with strongly elevated arsenic (676 ppm), mercury (>100 ppm), antimony (1,675 ppm) and selenium (93 ppm), all elements indicative of hot spring mineralization. Irving considers results encouraging and may indicate the structural feeder system for this hot spring may contain appreciable precious metals. Given this sinter terrace is at least 1 km along strike, very large for such a deposit, Irving considers the Omu sinter terrace a very important target.

### *Utanobori Property*

In December, 2016, the Company filed 26 mineral prospecting licenses covering 88.14 sq km of the Utanobori mining centre and in February, 2017, a further 12 prospecting licenses covering 33.41 sq km were filed. A total of 38 mineral prospecting licenses totaling 121.55 sq km have been accepted by the METI and a multi-step review has started for the final approval.

## **IRVING RESOURCES INC.**

Management's Discussion and Analysis  
For the six months ended August 31, 2017

---

Utanobori is approximately 30 km northwest of the Omui project. Geologically, Utanobori is similar to Omui, a classic volcanic rock-hosted epithermal vein system. Irving is particularly interested in a remote area near the town of Utanobori where historic surface samples taken from veins reportedly contain very high-grade silver and lesser gold. Irving geologists also collected one vein sample from this area that carries 231 gpt Ag and 0.4 gpt Au. Irving plans follow up reconnaissance work including sampling in 2017.

### *Rubeshibe Property*

In 2016, the Company filed 56 mineral prospecting licenses to explore for gold and other metals in an area called Rubeshibe on the island of Hokkaido, Japan. All 56 applications totaling 188.8 sq km have been accepted by the METI and a multi-step review has started for the final approval.

The Rubeshibe Property covers parts of a broad Tertiary-aged graben filled with intermediate to felsic volcanic rocks overlying a thick sequence of Mesozoic-aged sedimentary rocks. Hot spring alteration and silicification are evident in multiple areas and may be related to late-stage rhyolitic domes that have emerged along graben faults. Several small epithermal Au-Ag veins were mined in the region, mostly prior to the middle of the last century.

### *Sado Island Gold Project*

In May, 2017, the Company announced that Irving GK filed applications for 25 mineral prospecting licenses totaling 86.53 sq km (8,653 hectares) covering a prospective area on Sado Island, a small island west of Honshu Island, Japan. All applications have been accepted by the METI and a multi-step review has started for the final approval.

Sado Island is host to the Sado Kinzan gold mine (Mitsubishi Materials Corporation) and around 30 smaller mines. Gold was discovered at Sado Kinzan in 1601 and was mined continuously for 388 years making it one of the longest lived gold mines on earth. Recorded production totals 2.51 million oz Au (average grade 5.2 gpt) and 74 million oz Ag (average grade 153 gpt). Veins at Sado Kinzan are classed as epithermal but are unusual because they were productive over vertical distances of several hundred meters. Such vertical continuity is typical of some alkaline gold deposits. Extensive potassic alteration in the form of adularia, potassium-rich feldspar, is common at Sado Kinzan, and gold and silver telluride minerals are present. Adularia and tellurides are common to alkaline gold deposits. Such attributes form Irving's view that Sado Kinzan is a hybrid epithermal-alkaline gold deposit.

### *Eniwa Gold Project*

In May, 2017, the Company announced that Irving GK filed applications for 20 mineral prospecting licenses totaling 56.15 sq km (5,615 hectares) covering a prospective area approximately 20 km south of Sapporo, Hokkaido, Japan. All applications have been accepted by the METI and a multi-step review has started for the final approval.

The Eniwa Gold Project encompasses areas in or around the historic Koryu and Eniwa mines, both of which exploited high-grade epithermal Au-Ag veins on a limited basis. Both mines closed abruptly due to the Gold Mine Closure Act in 1943. Koryu mine saw brief periods of mining and exploration activity in the 1950's, 1960's and 1970-80's, but Eniwa mine remained closed. Veins at both mines are hosted

## **IRVING RESOURCES INC.**

Management's Discussion and Analysis

For the six months ended August 31, 2017

---

by Miocene and Neogene volcanic and sedimentary rocks and are associated with local structural doming believed related to underlying magmatic intrusions, a possible source of mineralization. Banded quartz-adularia veins with ginguuro, a Japanese term for dark grey bands of fine-grained silver and gold-rich minerals, characterize mineralization. Precious metal-rich, silica-rich veins are the focus of Irving's exploration strategy in Japan where such material is routinely utilized as smelter flux by the numerous base metals smelters throughout the country.

### **Tanzania Project**

In 2015, the Company, through its wholly-owned subsidiary, STL, was granted two Prospecting Licences ("PLs") by the Ministry of Energy and Minerals in the United Republic of Tanzania, Africa. The two PLs, Kimagai and Mlali, are located in the Mpwapwa District of the Dodoma Region in east-central Tanzania, approximately 300 km WNW of Dar es Salaam and 100 km ESE of Dodoma. Under the Joint Exploration Agreement ("JEA"), the participating interest and contributions of each of the joint venture partners is 67% Japan Oil, Gas and Metals National Corporation ("JOGMEC") and 33% the Company.

In November and December, 2015, JOGMEC undertook systematic laterite soil sampling, rock chip sampling and reconnaissance scale mapping at Kimagai and Mlali. Soil samples from Kimagai define a copper anomaly covering about three sq km with values ranging from 70-577 ppm.

The Tanzanian Ministry of Energy and Metals approved two additional PLs in the spring of 2016. The two PLs are in the same area as the existing Kimagai and Mlali licenses and bring the total number of concessions subject to the Mpwapwa Joint Venture to four for a total land area of approximately 198 square km. In September 2016, the Company met with local regional mines offices and various land owners and townspeople and through the fall, the Company conducted geological mapping and magnetic surveys in these two new PL areas. In April 2017, the Company elected to not participate in the 2017 exploration program and will dilute its 33% interest as further costs are incurred.

### **Malawi Property**

The Company has an interest in a Rare Earth Element ("REE") Property in Malawi, Africa through its JEA with its joint venture participant, JOGMEC. The Company's wholly-owned subsidiary, SSL, currently holds one Exclusive Prospecting Licences ("EPL") granted by the Malawi Ministry of Natural Resources, Energy Environment for the Mulanje Project. Under the JEA, the participating interest and contributions of each of the joint venture partners is 67% JOGMEC and 33% the Company.

Exploration work was completed across the Chambe Basin of the Mulanje Project in 2012. The Company and JOGMEC evaluated the metallurgy of clay samples and determined high leachability of REE's and the quality and composition of resulting REE carbonate concentrates. Although the leaching tests proved highly successful, data from drilling indicated that a potential resource at the Chambe Basin is too small to be considered economic. No further exploration is anticipated at this time; however, the Company is keeping the license in good standing. Effective April 1, 2016, the Company elected to dilute its participation by not contributing further funds to the project.

## **IRVING RESOURCES INC.**

Management's Discussion and Analysis  
For the six months ended August 31, 2017

---

### **Results of Operations**

#### **For the six months ended August 31, 2017**

During the six months ended August 31, 2017, the Company's general and administration expenses were \$683,765 before other items of interest income of \$17,102 and management fee income of \$22,824. These were offset with a loss on the sale of office equipment in the amount of \$4,043 for a total comprehensive loss of \$647,882.

Key items included \$35,155 in consulting fees, \$155,924 in foreign exchange loss, \$7,296 in insurance expense, \$33,886 in investor relations, \$30,000 in management fees, \$37,239 in office expenses, \$65,387 in professional fees, \$42,864 in property investigation, \$56,610 in salaries and benefits, \$13,383 in shareholder costs, \$123,667 in share-based compensation expense and \$67,976 in travel and promotion.

The Company's comparative year's general and administrative costs are considerably less, some of these costs include: consulting fees of \$23,588, foreign exchange loss of \$19,625, management fees of \$24,000, professional fees of \$37,178, office and miscellaneous of \$19,527, salaries and benefits of \$53,538, shareholder costs of \$17,452, share-based compensation of \$23,611, travel and promotion of \$33,637, offset by interest income of \$1,591 and management income of \$5,739 resulting in a total comprehensive loss of \$271,807.

Additional costs have been incurred for consulting fees, professional fees, salaries and management fees, investor relations and travel and most of these costs have been incurred as a result of the growth in Japan. There was a substantial loss on foreign exchange primarily as a result of the CAD dollar strengthening.

Without the significant variance of foreign exchange loss and share-based compensation, the variance for the comparative year is \$196,286. And the main increases, such as investor relations, office and miscellaneous, professional fees, property investigation and travel & promotion, all relate to the growth of the Company.

#### **For the three months ended August 31, 2017**

During the three months ended August 31, 2017, the Company's general and administration expenses were \$454,032 before other items of interest income of \$7,778 and management fee income of \$14,103 for a total comprehensive loss of \$432,151.

In the same period in the prior year, the Company's general and administrative expenses were \$171,007 before other items of interest income of \$856 and management fee income of \$1,250 for a total comprehensive loss of \$168,901.

Without the significant variance of foreign exchange loss and share-based compensation, the variance for the comparative period is \$51,971.

## **IRVING RESOURCES INC.**

Management's Discussion and Analysis

For the six months ended August 31, 2017

---

### **Events and transactions during the six months ended August 31, 2017**

- a) The Company applied for 25 mineral prospecting licenses totaling 86.53 sq km covering a prospective area on Sado Island, a small island west of Honshu Island, Japan.
- b) The Company announced it applied for 20 mineral prospecting licenses totaling 56.15 sq km covering a prospective area approximately 20 km south of Sapporo, Hokkaido, Japan called the Eniwa Gold Project.
- c) The Company entered into a long-term lease of surface rights covering an area of 0.87 sq km by incurring a total cost of JPY8,888,295 cash (CAD \$107,090) for the initial five years with an automatic extension for up to three additional five-year periods.
- d) The Company purchased 0.29 sq km of surface rights for the purchase price of JPY6,000,000. The Company's total cost in relation to the acquisition is \$70,213.
- e) The Company held the Annual General Meeting of shareholders was held on August 29, 2017. All the incumbent directors of the Company standing for re-election, being Akiko Levinson, Quinton Hennigh, Kevin Box and Dr. Kuang Ine Lu were all re-elected as directors of Irving for the coming year.
- f) The Company appointed the following individuals: Mr. Toshiyuki Goto (B.Sc. Geology and Mining Engineering, Akita University) as General Manager of Irving Japan; Mr. Hidetoshi Takaoka, to serve as Irving Japan's Chief Mining Engineer; and Mr. Douglas B. Buchanan, Q.C. as a strategic advisor to provide independent business and strategic advice to the Company and its subsidiaries.
- g) The Company purchased 0.049 sq km of surface rights for the purchase price of JPY1,500,000. The Company's total cost in relation to the acquisition is \$17,395.
- h) The Company entered into a long-term lease of surface rights covering an area of 0.165 sq km by incurring a total cost of JPY1,500,000 cash (CAD \$17,295) for the initial five years with an automatic extension for up to three additional five-year periods.
- i) There were 213,334 stock options were exercised for gross proceeds of \$73,500 and 288,333 warrants were exercised for gross proceeds of \$122,750.

### **Subsequent Events**

- a) Subsequent to August 31, 2017, the Company granted incentive stock options to its directors, officers, employees and consultants to purchase an aggregate of 1,175,000 common shares at an exercise price of \$1.00 per share. The stock options have a term of three (3) years, subject to one-third of the grant vesting every six (6) months from grant day with full vesting in the first 18 months of the term.
- b) Subsequent to August 31, 2017, 108,333 stock options exercised for gross proceeds of \$23,833.

**IRVING RESOURCES INC.**

Management's Discussion and Analysis

For the six months ended August 31, 2017

**Summary of Quarterly Results**

The following financial information is for the most recently completed quarters of the Company.

	<b>August 31, 2017</b>	<b>May 31, 2017</b>	<b>February 28, 2017</b>	<b>November 30, 2016</b>
Total assets	\$ 8,724,621	\$ 9,093,438	\$ 9,099,233	\$ 9,218,936
Mineral property costs	3,118,595	2,693,307	2,473,195	2,047,172
Working capital	5,477,464	6,110,005	6,446,094	7,064,602
Equity in net assets	8,596,817	8,804,137	8,924,782	9,117,645
Total comprehensive loss	(432,151)	(215,731)	(313,362)	(163,001)
Loss per share	(0.01)	(0.01)	(0.01)	(0.01)
	<b>August 31, 2016</b>	<b>May 31, 2016</b>	<b>February 29, 2016</b>	<b>November 30, 2015</b>
Total assets	\$ 3,413,057	\$ 2,317,006	\$ 2,340,893	\$ 2,015,094
Mineral property costs	1,807,217	1,607,353	1,580,598	1,525,173
Working capital	1,490,324	589,000	705,645	454,445
Equity in net assets	3,303,794	2,202,993	2,293,269	2,002,695
Total comprehensive loss	(168,901)	(102,906)	(170,246)	(9,298)
Loss per share	(0.01)	(0.03)	(0.05)	(0.00)

The Company has been experiencing a substantial amount of growth since inception in August, 2015 and most recently during the last year. The Company's general and administration costs have been increasing with increased activity, primarily as a result of the growth in Japan. Some of the key costs that have increased as a result of the growth in Japan include property investigations, consulting fees, professional fees and travel. During the quarter ended August 31, 2017, there was a \$184,420 foreign exchange loss recorded as a result of the nearly 10% change in the closing CAD/USD rate between May 31, 2017 and August 31, 2017. In this same quarter, the Company also incurred higher costs associated with professional fees, share-based compensation, its AGM and investor relations.

The Company has incurred minimal expenditures on its mineral properties in Africa but increased expenditures on its acquired mining rights and exploration in Japan.

During the quarter ended November 30, 2016, the Company completing a non-brokered private placement raising gross proceeds of \$5,856,395. During the quarter ended August 31, 2016, the Company completed a non-brokered private placement raising gross proceeds of \$816,200. During the quarter ended February 29, 2016, the Company completed its first private placement raising gross proceeds of \$455,700. In addition to the exercise of stock options and warrants, these amounts have contributed to the increase in equity in net assets.

## IRVING RESOURCES INC.

Management's Discussion and Analysis

For the six months ended August 31, 2017

---

### Liquidity and Capital Resources

As at August 31, 2017, the Company had working capital of \$5,477,464. This consists of \$5,529,608 in cash, \$27,759 in accounts receivable, \$47,901 in prepaid expenses and \$127,804 in accounts payable and current liabilities.

The condensed interim consolidated financial statements have been prepared on a going concern basis which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. The Company has not generated revenues from operations. The continuing operations of the Company are dependent upon its ability to continue to raise adequate financing in the future. The Company will seek such additional financing through debt or equity offerings, but there can be no assurance that such financing will be available on terms acceptable to the Company or at all. Any equity offering will result in dilution to the ownership interests of the Company's shareholders and may result in dilution to the value of such interests.

### Related Party Transactions

The Company has recorded the following amounts in related party transactions:

	<b>Six Months Ended August 31, 2017</b>	<b>Six Months Ended August 31, 2016</b>
Management fees	\$ 78,540	\$ 61,740
Consulting fees	33,560	14,421
	<b>\$ 112,100</b>	<b>\$ 76,161</b>

- a) Included in the management fees were fees for services provided by the President and Chief Executive Officer and Chief Financial Officer.
- b) Included in consulting fees are amounts paid to independent directors for services other than their role as directors.
- c) Included in office and miscellaneous is \$8,528 (August 31, 2016 - \$13,657) paid for rent and associated costs to a company of which a former director is the president.
- d) During the period, nil (August 31, 2016 - nil) stock options were granted to directors and officers. The total vested share-based compensation allocated to directors and officers is \$62,735 (August 31, 2016 - \$21,126).
- e) Included in consulting fees is \$940 paid to a consultant who is a director of a subsidiary of the Company. The total amount paid is \$9,408 less recoveries of \$8,468 (August 31, 2016 - \$421; total amount \$4,205 less recoveries of \$3,785).

## **IRVING RESOURCES INC.**

Management's Discussion and Analysis  
For the six months ended August 31, 2017

---

### **Key Management Compensation**

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. Key management personnel include the Company's executive officers and Board of Director members.

Other than disclosed above, there was no other compensation paid to key management during the period ended August 31, 2017 and August 31, 2016.

### **Financial Instruments**

The Company has exposure to the following risks from its use of financial instruments: credit risk, liquidity risk and market risk. Management and the Board of Directors monitor risk management activities and review the adequacy of such activities.

#### *Credit risk*

Credit risk is the risk of potential loss to the Company if a customer or counter party to a financial instrument fails to meet its contractual obligations. The Company's credit risk is limited to the carrying amount on the statement of financial position and arises from the Company's cash and receivables.

The Company's cash is held with high-credit quality financial institutions. Receivables mainly consist of goods and services tax due from the Federal Government of Canada, amounts recoverable from the joint venture partner and interest accrued from investments.

#### *Liquidity risk*

Liquidity risk is the risk that the Company will not meet its financial obligations as they fall due. The Company manages its liquidity risk by forecasting cash flows from operations, and anticipating investing and financing activities. As at August 31, 2017, the Company had cash of \$5,529,608 to settle current liabilities of \$127,804 which have contractual maturities of less than 30 days and are subject to normal trade terms.

#### *Market risk*

Market risk is the risk of loss that may arise from changes in market prices, such as interest rates and foreign exchange rates.

#### i) Interest rate risk

The Company has cash balances and no interest-bearing debt. The Company's current policy is to invest excess cash in investment-grade short-term certificates of deposits issued by its banking institutions. The Company periodically monitors the investments it makes and is satisfied with the credit rating of its banks.

## **IRVING RESOURCES INC.**

Management's Discussion and Analysis  
For the six months ended August 31, 2017

---

### ii) Price risk

The Company is exposed to price risk with respect to commodity and equity prices. The ability of the Company to explore its mineral properties and future profitability of the Company are directly related to the market price of rare earth elements and other non-gold minerals. The Company monitors commodity prices to determine appropriate actions to be undertaken.

### iii) Foreign exchange rate risk

The Company's functional currency is the Canadian dollar and major purchases are transacted in Canadian dollars. The Company funds certain operations, exploration and administrative expenses by using US dollars and Japanese Yen converted from its Canadian bank accounts. Management is aware of the possibility of foreign exchange risk derived from currency conversions. The Company has not entered into any agreements or purchased any instruments to hedge possible foreign exchange rate risk at this time.

Based on management's knowledge of and experience in the financial markets, management does not believe that the Company's current financial instruments will be affected by credit risk, liquidity risk or market risk.

## **Commitments**

The Company has a two year office lease agreement expiring May 31, 2019. The lease payments will be as follows:

2018	\$ 8,711
2019	17,422
2020	4,355
	<u>\$ 30,488</u>

## **Contingency**

Not applicable.

## **Off-Balance Sheet Arrangements**

The Company does not have any off-balance sheet arrangements as at August 31, 2017.

## **Outstanding Share Data**

The following table summarizes the Company's outstanding share data as of the date of this Management Discussion and Analysis:

**IRVING RESOURCES INC.**

Management's Discussion and Analysis  
For the six months ended August 31, 2017

---

	<b>Number of shares issued or reserved for issuance</b>
Common shares	32,450,406
Stock options	2,591,667
Warrants	13,819,119

As at the date of this Management Discussion and Analysis, there are no common shares held in escrow.

**Critical Accounting Policies**

The financial statements have been prepared in accordance with accounting principles generally accepted in Canada and form the basis for the following discussion and analysis of critical accounting policies and estimates. The Company makes estimates and assumptions that affect the reported amounts of assets, liabilities and expenses and related disclosure of contingent assets and liabilities during the course of preparing these financial statements. On a regular basis, the Company evaluates estimates and assumptions including those related to the recognition of share-based compensation.

Estimates are based on historical experience and on various other assumptions that the Company believes to be reasonable. These estimates form the basis of judgments about the carrying value of assets and liabilities that are not readily apparent from other sources. Actual results may differ from those estimates.

**New Accounting Pronouncements for Adoption in Future Periods**

The Company has reviewed new and revised accounting pronouncements that have been issued but are not yet effective as of August 31, 2017. The Company has not early adopted any of these standards. The Company is in the process of evaluating these standards however, they are expected to have minimal or no impact on the Company's financial statements.

For complete details of the new accounting standards, refer to Note 4 of the interim consolidated financial statements for the period ended August 31, 2017:

IFRS 9, Financial Instruments – Classification and Measurement  
IFRS 16, Leases

**Outlook**

The Company is optimistic that its newly acquired mining right at the Omui Property in Japan, as well as the multiple prospecting licenses acquired at this property, the Utanobori Property, the Rubeshibe Property and most recently Sado Island and the Eniwa Gold Project, will merit positive results and lead to advanced exploration including drilling and possibly bulk sampling. The Company is maintaining a watchful eye on the markets, its budgets and managing to minimize cash outflows.

## **IRVING RESOURCES INC.**

Management's Discussion and Analysis  
For the six months ended August 31, 2017

---

### **Business Risks**

The Company is engaged in the exploration and evaluation of mineral properties. These activities involve a high degree of risk which, even with a combination of experience, knowledge and careful evaluation, may not be overcome. Consequently, no assurance can be given that commercial quantities of minerals will be successfully found or produced.

The Company has no profitable operations and its present business is at an early stage. As such, the Company is subject to many common risks to new and developing enterprises, including under capitalization, cash shortages and limitations with respect to personnel, financial and other resources and the lack of revenues. There is no assurance that the Company will be successful in achieving a positive return on shareholders' investment.

The Company has no source of operating cash flow and there can be no assurance that the Company will be able to obtain adequate financing in the future or that the terms of such financing will be favourable. Failure to obtain such additional financing could result in the delay or indefinite postponement of further exploration and evaluation of its properties.

The Company's property interests are located in remote, undeveloped areas and the availability of infrastructure such as surface access, skilled labour, fuel and power at an economic cost, cannot be assured. These are integral requirements for exploration, development and production facilities on mineral properties.

The Company is very dependent upon the personal efforts and commitment of its existing management. To the extent that management's services would be unavailable for any reason, a disruption to the operations of the Company could result, and other persons would be required to manage and operate the Company.

The Company competes with other junior mineral exploration companies, some of which have greater financial resources and technical facilities. The business of mineral exploration and extraction involves a high degree of risks and few properties that are explored are ultimately developed into production. In addition to specific risks disclosed throughout this discussion, other risks facing the Company include reliance on third parties, environmental and insurance risks, statutory and regulatory requirements, metal prices and foreign currency fluctuations, share price volatility and title risks.

### **Cautionary Statement and Forward Looking Statement Disclaimer**

Certain information included in this discussion may constitute forward-looking statements. These statements involve known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking statements. Such statements are based on a number of assumptions which may prove to be incorrect.

Investors should not place undue reliance on forward-looking statements as the plans, intentions or expectations upon which they are based might not occur. The Company cautions that the foregoing list of important factors is not exhaustive. Investors and others who base themselves on the Company's forward-looking statements should carefully consider the above factors as well as the ability of obtaining sufficient financial support.

**Approval**

The Company's Board of Directors of the Company has approved the disclosure contained in this MD&A.