

**Form 51-102F3**  
**Material Change Report**

**Item 1.        Name and Address of Company**

Irving Resources Inc. (the “**Company**”)  
999 Canada Place, Suite 404  
Vancouver, BC V6C 3E2

**Item 2.        Date of Material Change**

November 26, 2018

**Item 3.        News Release**

News releases dated November 20, 2018 and November 27, 2018 were disseminated through Globe Newswire.com.

**Item 4.        Summary of Material Change**

The Company completed a non-brokered private placement which raised \$2,083,802 by the issuance of 1,894,365 units (the “**Units**”) at a price of \$1.10 per Unit (the “**Private Placement**”).

**Item 5.1      Full Description of Material Change**

The Company completed the Private Placement. 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 \$1.75 per share for a period of two years from the date of issue, subject to an accelerated expiry provision.

The Company plans to use the net proceeds of the Private Placement to fund matters related to property exploration 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**

Lisa Sharp, Chief Financial Officer

Telephone: (604) 682-3234

**Item 9. Date of Report**

November 28, 2018