

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

April 23, 2019 and April 24, 2019

Item 3. News Release

News releases dated April 23, 2019 and April 24, 2019 were disseminated through Globe Newswire.com.

Item 4. Summary of Material Change

The Company reported that it had entered into an investment agreement and an alliance agreement with Newmont Goldcorp Corporation (“**Newmont Goldcorp**”) and an affiliate of Newmont Goldcorp, and reported the subsequent completion of a non-brokered equity private placement which raised US\$6,000,000 by the issuance of 3,715,630 common shares of the Company at a price of US\$1.6148 (approx. CDN\$2.16) per common share (the “**Financing**”).

Item 5.1 Full Description of Material Change

The Company has completed the Financing.

The proceeds from the Financing will be used as follows: 1) US\$5,400,000 for exploration on the Company’s Omu Project in Hokkaido, Japan, and 2) US\$600,000 for the formation of an alliance between the Company, its Japanese subsidiary Irving Resources Japan GK (“**Irving Japan**”) and Newmont Exploration Pty Ltd. (“**Newmont Goldcorp Australia**”), pursuant to which the parties have agreed to work together to identify and, if designated by Newmont Goldcorp Australia, jointly exploit mineral exploration opportunities throughout Japan.

Under the subscription agreement for the Financing, Newmont Goldcorp has been granted a right of first refusal over any disposition by the Company of an interest in its Omu gold project or of Irving Japan. In addition, Newmont Goldcorp has been granted the right (exercisable at any time and at its sole discretion) to undertake two additional private placements in the Company, each in the amount of US\$3,000,000 at a cost per share to be determined at the time of each private placement in accordance with a formula specified in the subscription agreement. Newmont Goldcorp has also been granted pre-emptive rights under the subscription agreement entitling Newmont Goldcorp to maintain its proportionate equity interest in 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**

Lisa Sharp, Chief Financial Officer

Telephone: (604) 682-3234

Item 9. **Date of Report**

April 24, 2019