

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

July 7, 2023

Item 3. News Release

News release dated July 7, 2023 was disseminated through Globe Newswire.com.

Item 4. Summary of Material Change

The Company closed a common share private placement raising gross proceeds of US\$1,094,353 (the “Private Placement”).

Item 5.1 Full Description of Material Change

The Company closed the Private Placement under which Newmont Corporation invested US\$1,094,353 in consideration for 1,429,573 common shares of the Company at a price of C\$1.0351 per share. The shares are subject to a hold period in Canada expiring on November 8, 2023.

Proceeds from the 2023 Newmont Placement will be allocated towards exploration on the Company’s Omu project in Hokkaido, Japan.

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, Chief Executive Officer and President

Telephone: (604) 682-3234

Item 9. Date of Report

July 14, 2023