

**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**

June 25, 2024

**Item 3. News Release**

News release dated June 25, 2024 was disseminated through Accesswire.com.

**Item 4. Summary of Material Change**

The Company announced the closing of its oversubscribed non-brokered private placement (the "Private Placement").

**Item 5.1 Full Description of Material Change**

The Company issued 2,740,000 units (each, a "Unit") under the Private Placement at a price of \$0.40 per Unit to raise gross proceeds of \$1,096,000. Each Unit is comprised of one common share of the Company (each, a "Share") and one-half of one transferable Share purchase warrant, with each whole Share purchase warrant entitling the holder to purchase one Share for a period of three years at a price of \$0.55 per Share. All securities issued under the Private Placement are subject to a hold period expiring on October 26, 2024. Cash finder's fees in the aggregate amount of \$3,600 were paid in respect of some of the subscriptions received under the Private Placement.

Ms. Akiko Levinson, a director of the Company and its president and chief executive officer, and Dr. Quinton Hennigh, a director of the Company, subscribed for Units offered under the Private Placement pursuant to the same form of subscription agreement as entered into by the other Private Placement subscribers. The amounts of their respective investments have not materially changed their percentage holdings in the Company's issued and outstanding common shares. Their subscriptions were approved by the Company's directors, with Ms. Levinson and Dr. Hennigh abstaining from voting.

**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**

June 28, 2024