

NOTICE AND ACCESS NOTIFICATION

ANNUAL GENERAL MEETING OF SHAREHOLDERS OF IRVING RESOURCES INC. TO BE HELD ON AUGUST 21, 2024

This notification is being provided to the shareholders of **IRVING RESOURCES INC.** (the “**Company**”) under the notice-and-access provisions for the delivery of meeting materials in respect of its annual general meeting of shareholders to be held on August 21, 2024 (the “**Meeting**”). Under notice-and-access, instead of receiving printed copies of the Company’s information circular (the “**Circular**”) and, if requested, the consolidated financial statements for the year ended February 29, 2024 and management’s discussion and analysis thereon, the Company is providing shareholders this notice with information on how they may access the Meeting materials electronically. However, together with this notification, shareholders continue to receive a proxy or voting instruction form, as applicable, enabling them to vote at the Meeting. The use of this alternative means of delivery will help reduce paper use, printing and mailing costs.

DATE, TIME AND LOCATION OF MEETING

Date: Wednesday, August 21, 2024

Time: 2:00 p.m. (Pacific Time)

Location: Owen Bird Law Corporation, 733 Seymour Street, Suite 2900, Vancouver, B.C. V6B 0S6

MATTERS TO BE CONSIDERED AND/OR VOTED UPON AT THE MEETING

1. To receive the consolidated financial statements of the Company for the financial year ended February 29, 2024, together with the auditor's report thereon. ***For further details see the section of the Circular entitled “Particulars of Matters to be Acted Upon – Presentation of the Financial Statements”.**
2. To set the number of directors at five. ***For further details see the section of the Circular entitled “Particulars of Matters to be Acted Upon – Election of Directors”.**
3. To elect directors for the ensuing year. ***For further details see the section of the Circular entitled “Particulars of Matters to be Acted Upon – Election of Directors”.**
4. To appoint the auditor for the Company and to authorize the directors to fix the auditor’s remuneration. ***For further details see the section of the Circular entitled “Particulars of Matters to be Acted Upon – Appointment of Auditor”.**
5. To transact such other business as may be brought before the Meeting and any adjournments thereof.

WEBSITES WHERE MEETING MATERIALS ARE POSTED

Meeting materials can be viewed online under the Company's profile at www.sedarplus.ca and also at <http://www.irvresources.com/s/AGM.asp>.

Shareholders are reminded to review the Circular prior to voting.

HOW TO OBTAIN PAPER COPIES OF THE MEETING MATERIALS

Shareholders may request that paper copies of the Meeting materials be sent to them by postal delivery at no cost to them. Requests for paper copies of the Meeting materials should be received by the Company no later than 4:00 p.m. (Pacific Time) on August 5, 2024, being 12 business days in advance of the proxy deposit date and time set out in the accompanying proxy or voting instruction form, in order to receive the Meeting materials in advance of the proxy deposit date and Meeting date. Shareholders who wish to receive paper copies of the Meeting materials may request copies by calling the Company at (604) 682-3234 or toll free at 1-888-242-3234.

VOTING

PLEASE NOTE – YOU CANNOT VOTE BY RETURNING THIS NOTICE. To vote your securities you must vote online, by telephone or by mailing the enclosed proxy/voting instruction form for receipt before August 19, 2024 at 2:00 p.m. (Pacific Time) using the enclosed business reply envelope.

Registered Holders are asked to return your proxies using the following methods by the proxy deposit date noted on your proxy, which is 2:00 p.m. (Pacific Time) on August 19, 2024:

INTERNET: Go to www.investorvote.com and follow the instructions. You will need the 15-digit control number located on the bottom of the proxy/voting instruction form.

TELEPHONE: Call the telephone number indicated on the proxy from a touch tone phone. You will need the 15-digit control number located on the bottom of the proxy.

MAIL: Computershare Investor Services Inc.
100 University Avenue, 8th Floor
Toronto, Ontario M5J 2Y1

Beneficial Holders are asked to return voting instructions by 2:00 p.m. (Pacific Time) on August 19, 2024 using the following methods:

INTERNET: Go to www.proxyvote.com and follow the instructions.

TELEPHONE: You may enter your voting instructions by touch tone telephone at: 1-866-734-8683. You will need the control number located on the bottom of the voting instruction form.

MAIL: Complete the voting instruction form, sign it and mail it in the envelope provided.

Shareholders with questions about the notice-and-access provisions may contact the Company at telephone (604) 682-3234 or toll-free at 1-888-242-3234