

IRVING RESOURCES INC.

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NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN THAT an annual general and special meeting (the “**Meeting**”) of the shareholders of Irving Resources Inc. (the “**Company**”) will be held at the offices of Owen Bird Law Corporation at 595 Burrard Street, Suite 2900, Vancouver, British Columbia, at 2:00 p.m. (Pacific Time) on Wednesday, August 26, 2020, for the following purposes:

1. to receive the consolidated financial statements of the Company for the financial year ended February 29, 2020, together with the auditor’s report thereon;
2. to set the number of directors at five;
3. to elect directors for the ensuing year;
4. to appoint the auditor for the Company and to authorize the directors to fix the auditor’s remuneration;
5. to approve the adoption of new articles of the Company; and
6. to transact such other business as may properly come before the Meeting and any adjournments thereof.

Due to the COVID-19 public health emergency and in consideration of the health and safety of our shareholders and colleagues and the broader community, the Company asks that shareholders not attend the Meeting in person and instead requests that shareholders vote by proxy using the enclosed instrument of proxy. No management presentation will be made at the Meeting. However, if you wish to attend the Meeting in person despite this request, please contact Diane Barley (dbarley@owenbird.com) in advance so that safety protocols may be sent to you. No shareholder who is experiencing any symptoms of COVID-19, including fever, cough or difficulty breathing, will be permitted to attend the Meeting.

Please read the notes to the accompanying instrument of proxy and then complete and return it within the time set out in the notes. The enclosed instrument of proxy is solicited by management but you may amend it, if you so desire, by striking out the names listed therein and inserting in the space provided the name of the person you wish to represent you at the Meeting.

The Company may take additional precautionary measures in relation to the Meeting in response to further developments with respect to the COVID-19 pandemic. In the event it is not possible or advisable to hold the Meeting in person, the Company will announce alternative arrangements for the Meeting as promptly as practicable, which may including holding the Meeting entirely by electronic, telephone or other communication facilities.

DATED the 13th day of July, 2020.

BY ORDER OF THE BOARD

“Akiko Levinson”

**Akiko Levinson
President, CEO & Director**