

SHAMROCK ENTERPRISES INC.
484 Beachview Drive
North Vancouver, BC V7G 1P7
TEL: 604.722.1877 FAX: 604.637.5624
www.shamrockresources.ca

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING

Notice is hereby given that the Annual General and Special Meeting (the "Meeting") of the Shareholders of Shamrock Enterprises Inc. (hereinafter called the "Company") will be held on **Thursday, December 13, 2012 at Suite 202 – 750 West Pender Street, Vancouver, British Columbia, at the hour of 1:00 p.m (PST)** for the following purposes:

1. To receive and consider the financial statements of the Company for the fiscal year ended May 31, 2012 and the Auditor's Report thereon;
2. To receive the report of the directors;
3. To fix the number of directors at four (4);
4. To elect directors for the ensuing year;
5. To appoint Charlton & Company, Chartered Accountants for the ensuing year and to authorize the Directors to fix the remuneration to be paid to the Auditors;
6. To approve the Company's 2013 Stock Option Plan;
7. To transact such other business as may properly come before the Meeting.

A Shareholder unable to attend the Meeting in person is entitled to appoint a proxyholder to attend and vote in his stead. If you are unable to attend the Meeting in person, please refer to the notes accompanying the enclosed Proxy, then complete and return the Proxy to Olympia Trust Company within the time set out in the notes.

Accompanying this Notice of Meeting is an Information Circular and a Form of Proxy. The Information Circular provides additional information relating to the matters to be dealt with at the Meeting and is deemed to form part of this Notice.

In accordance with the requirements of National Instrument 54-101, these securityholder materials are being sent to both registered and non-registered owners of the securities. If you are a non-registered owner, and the Company or its agent has sent these materials directly to you, your name and address and information about your holdings of securities, have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding on your behalf.

By choosing to send these materials to you directly, the Company (and not the intermediary holding on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. Please return your voting instructions as specified in the request for voting instructions.

DATED at Vancouver, British Columbia, this 13th day of November, 2012.

BY ORDER OF THE BOARD OF DIRECTORS

"Gordon Osinchuk"

Gordon R. Osinchuk, President and CEO