

**EARLY WARNING REPORT UNDER
NATIONAL INSTRUMENT 62-103 -**

THE EARLY WARNING SYSTEM AND RELATED TAKE-OVER BID AND INSIDER REPORTING ISSUES

1. Name of the relevant reporting issuer

Shamrock Enterprises Inc. (the "**Issuer**")

2. Name and address of Offeror

Brian Cameron McIntosh (the "**Offeror**")

3. Designation and number, or principal amount, of securities and the offeror's securityholding percentage in the class of securities of which the offeror acquired ownership or control in the transaction or occurrence giving rise to the obligation to file the news release, and whether it was ownership or control that was acquired in those circumstances.

Pursuant to a private placement conducted by the Issuer, the Offeror has acquired (the "**Acquisition**") ownership and control of 1,000,000 units (the "**Units**"), each Unit consisting of one common share of the Issuer and one common share purchase warrant of the Issuer. Following the Acquisition, the Offeror has ownership and control over 15.85% of the Issuer's outstanding common shares.

4. Designation and number, or principal amount, of securities and the offeror's securityholding percentage in the class of securities immediately after the transaction or occurrence giving rise to obligations to file a news release.

Following the Acquisition, the Offeror has ownership or control over an aggregate of 2,535,000 common shares and 1,600,000 common share purchase warrants of the Issuer, representing 15.85% of the Issuer's outstanding common shares (or 23.5% of the Issuer's outstanding common shares assuming exercise of the warrants held by the Offeror).

5. Designation and number, or principal amount of securities, and the percentage of outstanding securities of the class of securities referred to in paragraph 4 over which:

- (a) The offeror, either alone or together with joint actors, has ownership and control,

Following the Acquisition, the Offeror has ownership or control over an aggregate of 2,535,000 common shares and 1,600,000 common share purchase warrants of the Issuer, representing 15.85% of the Issuer's outstanding common shares (or 23.5% of the Issuer's outstanding common shares assuming exercise of the warrants held by the Offeror).

- (b) The offeror, either alone or together with joint actors, has ownership but control is held by other persons or companies other than the offeror or any joint actor,

Not applicable.

(c) The offeror, either alone or together with joint actors, has exclusive or shared control but does not have ownership.

Not applicable.

6. The name of the market in which the transaction or occurrence that gave rise to the news release took place.

The Units have been acquired pursuant to a private placement.

7. The value, in Canadian dollars, of any consideration offered per security if the offeror acquired ownership of a security in the transaction or occurrence giving rise to the obligation to file a news release.

Purchase price of Cdn\$0.05 per Unit, for aggregate consideration of Cdn\$50,000.

8. The purpose of the offeror and any joint actors in effecting the transaction or occurrence that gave rise to the news release, including any future intention to acquire ownership of, or control over, additional securities of the reporting issuer.

The Offeror has acquired the Units for investment purposes. The Offeror may in the future acquire or dispose of securities of the Issuer through the market, privately or otherwise, as circumstances or market conditions warrant.

9. The general nature and the material terms of any agreement, other than lending arrangements, with respect to securities of the reporting issuer, entered into by the offeror, or any joint actor, and the issuer of the securities or any other entity in connection with the transaction or occurrence giving rise to the news release, including agreements with respect to the acquisition, holding, disposition or voting of any securities.

The Offeror and the Issuer have entered into a subscription agreement, pursuant to which the Offeror has acquired the Units.

10. The names of any joint actors in connection with the disclosure required above.

Not applicable.

11. Nature and value of consideration paid by the offeror, if the transaction or occurrence disclosed in this report did not take place on a stock exchange or other published market for the securities.

Treasury issuance. Purchase price of Cdn\$0.05 per Unit, for aggregate consideration of Cdn\$50,000.

12. When applicable, a description of any change in any material facts set out in a previous report under the legislation stated above.

Not applicable.

13. When applicable, a description of the exemption from securities legislation being relied on by the offeror and the facts supporting that reliance.

Section 2.3 of National Instrument 45-106.

Dated this 4th day of June, 2014.

“Brian C. McIntosh”

Brian Cameron McIntosh