

FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

Shamrock Enterprises Inc. (the "Company")
891 Baycrest Drive, North Vancouver, BC V7G 1N7

Item 2. Date of Material Change

July 11, 2014

Item 3. News Release

The news release was disseminated through Canada Stockwatch and MarketNews on July 11, 2014.

Item 4. Summary of Material Change

Debt settlement and cancellation of incentive stock options.

Item 5. Full Description of Material Change

5.1 Full Description of Material Change

The Company has entered into an agreement with Gordon Osinchuk, the President and a director of the Company, to settle debt of \$41,250 by the issuance of 750,000 common shares at \$0.055 per share. The shares will be subject to a four month hold period.

In accordance with its Stock Option Plan and the policies of the Canadian Securities Exchange, the Company has cancelled 750,000 stock options exercisable at \$0.25 per share and 335,000 stock options exercisable at \$0.18 per share. Following the cancellation there are 100,000 stock options outstanding to acquire shares at \$0.05 per share until April 25, 2016 and 254,000 stock options outstanding to acquire shares at \$0.05 per share until May 28, 2019.

5.2 Disclosure for 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) or (3) of National Instrument 51-102 state the reasons for such reliance.

Not Applicable

Item 7. Omitted Information

Not Applicable

Item 8. Executive Officer

Gordon Osinchuk, President
Tel: 778-340-1934
Email: president@shamrockresource.com

Item 9. Date of Report

Dated at the City of Vancouver, in the Province of British Columbia this 14th day of July, 2014.