SHAMROCK ENTERPRISES INC.

FINANCIAL STATEMENTS

FOR THE PERIOD ENDED FEBRUARY 28, 2015

NOTICE OF NO AUDITOR REVIEW OF INTERIM FINANCIAL STATEMENTS

Under National Instrument 51-102, Part 4, subsection 4.3 (3) (a), if an auditor has not performed a review of the interim financial statements, they must be accompanied by a notice indicating that an auditor has not reviewed the financial statements.

The accompanying unaudited interim financial statements of the Company have been prepared by and are the responsibility of the Company's management.

The Company's independent auditor has not performed a review of these financial statements in accordance with standards established by the Canadian Institute of Chartered Accountants for a review of interim financial statements by an entity's auditor.

SHAMROCK ENTERPRISES INC.
STATEMENTS OF FINANCIAL POSITION

	Notes	**February 28, 2015 (unaudited)**	May 31, 2014
		$	$
ASSETS			
Current assets			
Cash		**2,874**	42,405
Short-term investments	6	**7,000**	12,750
Sales tax receivable		**3,725**	804
		13,599	55,959
Exploration and evaluation asset	7	**1,120,582**	1,108,507
TOTAL ASSETS		**1,134,181**	1,164,466
LIABILITIES			
Current liabilities			
Accounts payable and accrued liabilities		**30,404**	53,471
Loans payable	8	**26,000**	-
Due to related parties	11	**217,400**	161,411
		273,804	214,882
SHAREHOLDERS' EQUITY			
Share capital	9	**2,388,403**	2,314,653
Reserves	9	**307,694**	297,846
Accumulated deficit		**(1,835,720)**	(1,662,915)
		860,377	949,584
TOTAL LIABILITIES & SHAREHOLDERS' EQUITY		**1,134,181**	1,164,466

Nature of operation (Note 1)
Commitments (Note 10)
Subsequent Events (Note 12)

The accompanying notes are integral to the interim financial statements.

Approved on behalf of the Board of Directors

/s/ Gordon Osinchuk — Director

/s/ Bob Faris — Director

SHAMROCK ENTERPRISES INC.
STATEMENT OF CHANGES IN EQUITY

	Share Capital		Reserves			
	Number of Shares	Amount	Equity settled benefits	Warrants	Accumulated deficit	Total
		$	$	$	$	$
Balance, May 31, 2013	**13,001,300**	**2,170,407**	**213,580**	**80,094**	**(1,375,923)**	**1,088,158**
Private Placement	900,000	45,000	-	-	-	45,000
Property option payment	350,000	16,500	-	-	-	16,500
Loss for the period	-	-	-	-	(193,729)	(193,729)
Balance, February 28, 2014	**14,251,300**	**2,231,907**	**213,580**	**80,094**	**(1,569,652)**	**955,929**
Balance May 31, 2014	**15,991,300**	**2,314,653**	**214,498**	**83,348**	**(1,662,915)**	**949,584**
Option vesting	-	-	9,848	-	-	9,848
Shares for debt conversion	1,400,000	73,750	-	-	-	73,750
Loss for the period	-	-	-	-	(172,805)	(172,805)
Balance, February 28, 2015	**17,391,300**	**2,388,403**	**224,346**	**83,348**	**(1,835,720)**	**860,377**

The accompanying notes are integral to the interim financial statements.

	Notes	For the Three Months Ended February 28 **2015**	2014	For the Nine Months Ended February 28 **2015**	2014
		$	$	**$**	$
EXPENSES					
Investor relations		**(1,250)**	-	**2,815**	-
Management fees	11	**-**	19,500	**36,741**	58,500
Office and general	11	**9,626**	4,400	**19,347**	21,196
Professional fees	11	**14,300**	33,000	**86,784**	99,000
Regulatory and filing		**4,894**	3,427	**17,270**	15,033
Share-based compensation	9	**1,676**	-	**9,848**	-
Loss and Comprehensive Loss for the Period		**(29,246)**	(60,327)	**(172,805)**	(193,729)
Basic and diluted loss per share		**($0.00)**	($0.00)	**($0.01)**	($0.01)
Weighted average number of shares outstanding		**17,391,000**	13,610,124	**17,053,388**	13,267,660

The accompanying notes are integral to the interim financial statements.

SHAMROCK ENTERPRISES INC.
STATEMENTS OF CASH FLOWS

	For the Nine Months Ended February 28 2015	2014
	$	**$**
CASH FLOWS USED IN OPERATING ACTIVITIES		
Loss for the period	**(172,805)**	(193,729)
Items not involving cash:		
Share-based compensation	**9,848**	-
Shares issued for debt conversion	**73,750**	-
Changes in non-cash working capital items:		
Sales tax receivable	**(2,921)**	2,469
Accounts payable and accrued liabilities	**(23,067)**	20,518
Due to related parties	**55,989**	102,633
	(59,206)	(68,109)
CASH FLOWS FROM INVESTING ACTIVITIES		
Loan proceeds	**26,000**	-
Short term investments	**5,750**	-
Exploration and evaluation assets	**(12,075)**	(2,500)
	19,675	(2,500)
CASH FLOWS FROM FINANCING ACTIVITIES		
Private placement proceeds	**-**	45,000
Change in cash	**(39,531)**	(25,609)
Cash, beginning of the period	**42,405**	43,943
Cash, end of the period	**2,874**	18,334
Supplemental information:		
Interest paid	**$Nil**	$Nil
Income taxes paid	**$Nil**	$Nil

The accompanying notes are integral to the interim financial statements.

1. NATURE OF OPERATIONS

Shamrock Enterprises Inc. (the "Company") was incorporated pursuant to the provisions of the *Business Corporations Act* (British Columbia) on April 17, 2008. The BC Securities Commission issued a receipt for the Company's final IPO prospectus on September 15, 2010. On November 10, 2010, the Company completed its Initial Public Offering of securities and commenced trading on the Canadian National Stock Exchange, now known as the Canadian Securities Exchange under stock symbol SRS. The Company's registered corporate address is Suite 1100, 1111 Melville Street, Vancouver, BC V6E 3V6.

The Company's interim financial statements have been prepared on a going concern basis, which contemplates the realization of assets and settlement of liabilities in the normal course of business as they become due. Several conditions discussed below indicate the existence of a material uncertainty that may cast substantial doubt regarding this assumption. The Company's ability to continue as a going concern is however dependent upon its ability to obtain additional funding from loans or equity financings, option agreements or through other arrangements. There is no assurance that these activities will be successful. These financial statements do not contain any adjustments to the amounts and classifications of assets and liabilities, which might be necessary should the Company be unable to continue in business. The Company is in the process of exploring its mineral property and has not yet determined whether the property contains reserves that are economically recoverable. The recoverability of amounts shown for mineral property is dependent upon the discovery of economically recoverable reserves, confirmation of the Company's interest in the underlying mineral property in accordance with industry practice, the ability of the Company to obtain necessary financing to complete the development, and upon future profitable production. At February 28, 2015, the Company had cash and cash investments of $9,874 and negative working capital of $260,205.

2. BASIS OF PRESENTATION

Statement of compliance

These condensed interim financial statements have been prepared in accordance with IFRS applicable to the preparation of interim financial statements, including IAS 34, Interim Financial Reporting ("IAS 34").

The policies applied in these condensed interim consolidated financial statements are consistent with the policies disclosed in Notes 2 and 3 of the Company's financial statements for the year ended May 31, 2014. These condensed interim financial statements should be read in conjunction with the Company's financial statements for the year ended May 31, 2014.

The financial statements were authorized for issue by the Board of Directors on April 23, 2015.

3. FUTURE ACCOUNTING POLICY CHANGES ISSUED BUT NOT YET IN EFFECT

New standard IFRS 9 "Financial Instruments"

The final version of IFRS 9 brings together the classification and measurement, impairment and hedge accounting phases of the IASB's project to replace IAS 39 *Financial Instruments: Recognition and Measurement.*

IFRS 9 is built on a logical, single classification and measurement approach for financial assets that reflects the business model in which they are managed and their cash flow characteristics. Built upon this is a forward-looking expected credit loss model that will result in more timely recognition of loan losses and is a single model that is applicable to all financial instruments subject to impairment accounting. In addition, IFRS 9 addresses the so-called 'own credit' issue, whereby banks and others book gains through profit or loss as a result of the value of their own debt falling due to a decrease in credit worthiness when they have elected to measure that debt at fair value. The Standard also includes an improved hedge accounting model to better link the economics of risk management with its accounting treatment.

IFRS 9 is now to be effective for annual periods beginning on or after January 1, 2018. The Company has not early adopted this revised standard and is currently assessing the impact that it will have on its financial statements.

Accounting Standards Adopted during the Year

Amendments to IAS 32 "Financial Instruments: Presentation"
These amendments address inconsistencies when applying the offsetting requirements.
The amendments were applied starting June 1, 2014 and do not have any impact on the financial statements.

Other accounting standards or amendments to existing accounting standards that have been issued but have future effective dates are either not applicable or are not expected to have a significant impact on the Company's financial statements.

4. FINANCIAL INSTRUMENTS

		February 28,2015	May 31, 2014
		$	$
FVTPL financial assets	a	**9,874**	55,155
Other financial liabilities	b	**273,804**	214,882

a. Comprised of cash and short-term investments.
b. Comprised of accounts payable, accrued liabilities, loans payable, and due to related parties.

The Company has determined the estimated fair values of its financial instruments based on appropriate valuation methodologies; however, considerable judgment is required to develop these estimates. Cash and short-term investments are carried at fair value using a level 1 fair value measurement. The fair values of accounts payable, accrued liabilities, loans payable, and due to related parties approximate their carrying values due to the short-term nature of these instruments.

Management of Industry and Financial Risk

The Company is engaged primarily in mineral exploration and manages related industry risk issues directly. The Company may be at risk for environmental issues and fluctuations in commodity pricing. Management is not aware of and does not anticipate any significant environmental remediation costs or liabilities in respect of its current operations.

The Company's financial instruments are exposed to certain financial risks, which include the following:

Credit risk

Credit risk is the risk of loss due to the counterparty's inability to meet its obligations. The Company's exposure to credit risk is on its cash and GST recoverable. Risk associated with cash is managed through the use of major Canadian bank. The Company's GST recoverable is due from the Government of Canada; therefore, the credit risk exposure is low.

Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulties in meeting obligations when they become due. The Company ensures that there is sufficient capital in order to meet short-term operating requirements, after taking into account the Company's cash. The Company's cash is held in corporate bank accounts available on demand.

Market Risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: currency risk, interest rate risk and price risk.

Currency Risk

The Company's functional currency is the Canadian dollar and major purchases are transacted in Canadian dollars; therefore, currency risk is minimal.

Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is not exposed to significant interest rate risk.

Price Risk

The Company is exposed to price risk with respect to equity prices. Price risk as it relates to the Company is defined as the potential adverse impact on the Company's ability to finance due to movements in individual equity prices or general movements in the level of the stock market. The Company closely monitors individual equity movements and the stock market to determine the appropriate course of action to be taken by the Company.

5. CAPITAL MANAGEMENT

The Company's primary source of funds is the issuance of share capital. The Company defines its capital as all components of shareholders equity. Capital requirements are driven by the Company's planned exploration and evaluation activities and general and administrative expenses. To effectively manage the Company's capital requirements, the Company has a planning and budgeting process in place to ensure that adequate funds are available to meet its strategic goals. The Company monitors actual expenses to budget on all exploration projects and overhead to manage costs, commitments and exploration activities. Although the Company has been successful at raising funds in the past through the issuance of share capital, there can be no assurance that it will continue to be able to do so in the future. There were no changes in the Company's approach to capital management during the period ended February 28, 2015. The Company is not subject to externally imposed capital requirements.

6. SHORT-TERM INVESTMENTS

As at February 28, 2015, the Company had $7,000 (May 31, 2014 - $12,750) invested in a Guaranteed Investment Certificate ("GIC") with a major Canadian financial institution, yielding interest at prime minus 1.95%, with a maturity date of October 20, 2015. The availability of the GIC to the Company is restricted, as it serves as the security required to be posted in connection with its Reclamation permit issued by the British Columbia Ministry of Energy, Mines and Petroleum Resources for the Fireweed Property.

All short-term investments have been classified as financial assets measured at fair value through profit or loss. Their fair values approximate their carrying values due to their short-term nature.

7. EXPLORATION AND EVALUATION ASSETS

Title to mineral properties involves certain inherent risks due to difficulties of determining the validity of certain claims as well as potential for problems arising from the frequently ambiguous conveyancing history, characteristic of many mineral properties. The Company has investigated title to mineral properties optioned or otherwise, and to the best of its knowledge, the vendor's titles to all of its properties are in good standing.

Summary of exploration and evaluation expenditures:

	Fireweed Property
	$
Balance, May 31, 2013	**1,089,296**
Acquisition incurred	16,500
Exploration costs incurred:	
Administration and legal	211
Geological data processing	2,500
Balance, May 31, 2014	**1,108,507**
Exploration costs incurred:	
Administration and legal	7,830
Geologist fees	3,000
Travel	1,245
Balance, February 28, 2015	**1,120,582**

Fireweed Property, British Columbia

On February 17, 2010 ("Effective Date"), the Company entered into an option agreement with Regulus Resources Inc.("Regulus") (formerly Pachamama Resources Ltd.) to acquire an initial 50% interest, with an option to earn up to 70% in 8 mineral property claims located in the Omineca Mining Division in British Columbia, Canada. On November 15, 2013 and January 21, 2013, the option agreement was re-negotiated to extend the expenditure commitment due dates and cash payment. This extension was further re-negotiated on November 25, 2013 revising the commitments as disclosed below. Under the terms of the option agreement extension, the Company issued an additional 100,000 shares with a fair value of

$7,000 for the January 21, 2013 extension, and issued an additional 100,000 shares valued at $4,000 on November 26, 2013 for the second extension.

On February 13, 2015, the Company negotiated an additional extension to its property option agreement whereby the cash payment and minimum work expenditure commitments due on February 17, 2015 are now due on August 17, 2015.

The following is a schedule of the current work expenditure and share issuance commitments:

Year Ended On	**Annual Work Expenditure**	**Cumulative Total**
	$	**$**
1st Anniversary of Effective Date (completed fiscal 2011)	200,000	200,000
2nd Anniversary of Effective Date (completed fiscal 2012)	450,000	650,000
August 17, 2014 (completed fiscal 2015)	200,000	850,000
5th Anniversary of Effective Date (amended – now due August 17, 2015)	450,000	1,300,000
6th Anniversary of Effective Date (due February 17, 2016)	1,250,000	2,550,000
Total	2,550,000	

In addition to the work expenditures, Shamrock must also make the following cash payments to Regulus to maintain and exercise the Option:

Due Date	**Cash Payments**
	$
Upon execution of option agreement (paid fiscal 2011)	50,000
1st Anniversary of the Effective Date (paid fiscal 2011)	50,000
2nd Anniversary of the Effective Date (paid fiscal 2012)	100,000
5th Anniversary of the Effective Date (amended – now due August 17, 2015)	200,000
6th Anniversary of the Effective Date (due February 17, 2016)	250,000
Total	650,000

The Company is also committed to making land tenure payments to keep the property in good standing during the term of the option.

In addition to the work expenditures and cash, Shamrock was required to issue and deliver the following shares of its capital stock to Regulus to maintain and exercise the option:

Due Date	**Share Issuances**	**Amount $**
Within 5 business days of listing of the Company's shares on the Canadian National Stock Exchange (issued fiscal 2011)	100,000	35,000
1st Anniversary of the Effective Date (issued fiscal 2011)	200,000	66,000
2nd Anniversary of the Effective Date (issued fiscal 2012)	200,000	34,000
3rd Anniversary of the Effective Date (issued fiscal 2013)	250,000	15,000
4th Anniversary of the Effective Date (issued fiscal 2014)	250,000	12,500
Total	1,000,000	162,500

Further to the extension negotiated on February 13, 2015, the Company and Regulus have agreed to work towards amending the terms of the original Fireweed Letter of Understanding dated February 17, 2010, in order to establish a new agreement which will be reflective of current market conditions.

8. LOANS PAYABLE

At February 28, 2015 the Company had the following loans payable:

- $5,000: unsecured, with interest accruing at 12% per annum from the issue date of February 23, 2015, and maturing on February 23, 2016. Interest may be paid on a quarterly basis or in arrears on the maturity date. At any time prior to the maturity date, the Company may elect to repay the loan upon 30 days' prior notice.

- $21,000: unsecured, non-interest bearing and with no specific terms of repayment, due to a director and former president of the Company

9. EQUITY AND RESERVES

Share Capital

The Company is authorized to issue an unlimited number of commons shares without par value.

For the period ended February 28, 2015

On July 15, 2014 and August 29, 2014, the Company settled $41,250 and $32,500 in related and non-related party debts by the issuance of 750,000 and 650,000 common shares, respectively, in the capital of the Company.

For the year ended May 31, 2014

The Company completed a non-brokered private placement of 2,640,000 Units at $0.05 per Unit for gross proceeds of $132,000. Each Unit comprises one common share without par value in the capital of the Company and one common share purchase warrant of the Issuer. Each Warrant shall entitle the holder to acquire an additional common share of the Company for a period of two years from the date of issuance of the Warrant with an exercise price of $0.10 per share in the first year, and an exercise price of $0.14 per share in the second year. The Company paid $1,000 in cash finder’s fees.

The Company issued 20,000 finder warrants in connection with the private placement. Each whole warrant entitled the holder to purchase an additional common share at $0.10 per share. The warrants were valued at $3,254 using the Black-Scholes option pricing model with an average risk-free rate of 1.07%, expected life of 2 years, volatility of 93.82% and dividend yield of 0%.

The Company issued 100,000 common shares with a fair value of $4,000 to Regulus to extend the terms of the option agreement. In addition, the Company issued 250,000 common shares with a fair value of $12,500 to Regulus in accordance with its February 17, 2010 option agreement.

<u>Stock Options</u>

Stock-Option Plan

The Company has a stock option plan in place. Under the stock option plan the Company can issue up to 10% of the issued and outstanding Shares as incentive stock options to directors, officers, insiders, employees and other service providers to the Company. The stock option plan limits the number of incentive stock options which may be granted to any one individual to not more than 5% of the total issued Shares of the Company in any 12 month period. The number of incentive stock options granted to any one consultant or a person employed to provide investor relations activities in any 12 month period must not exceed 2% of the total issued Shares of the Company. The options granted under the Stock Option Plan are subject to the vesting schedule of the Stock Option Plan wherein 25% of the options will vest on the day which is 3 months from the day of grant and 25% of the options will vest every 3 months thereafter for a period of 12 months after the day of grant.

For the period ended February 28, 2015

The Company incurred stock-based compensation expenses of $9,848 which were charged to the statement of comprehensive loss and credited to equity settled benefits reserve.

There were no stock options granted in the current period.

For the year ended May 31, 2014

The Company incurred stock-based compensation expenses of $918 which were charged to the statement of comprehensive loss and credited to equity settled benefits reserve. On April 15, 2014, 100,000 stock options were granted to a consultant of the company exercisable at $0.05 per share. The options have a two year expiry date from date of grant. On May 28, 2014, 254,000 stock options were granted to consultants of the company exercisable at $0.05 per share. The options have a five year expiry date from date of grant.

The fair value of the stock options granted were estimated using the Black-Scholes option pricing model with a risk-free rate of 1.07%, expected life of 2-5 years, volatility of 93.82% and dividend yield of 0%.

Summary of stock option activity:

	Number of Options	Weighted Average Exercise Price	Weighted Average Life Remaining (Years)
		$	
Balance, May 31, 2013	**1,235,000**	0.24	3.65
Expired	**(150,000)**	0.30	-
Granted	**354,000**	0.05	4.11
Balance, May 31, 2014	**1,439,000**	0.18	2.44
Cancelled	**(1,085,000)**	0.30	-
Balance, February 28, 2015	**354,000**	0.05	3.36

A summary of the Company's outstanding and exercisable share options at February 28, 2015 is presented below:

Outstanding Options			**Exercisable Options**	
Exercise Price	**Number of Options**	**Weighted Average Life Remaining (Years)**	**Number of Options**	**Weighted Average Exercise Price**
$0.05	**354,000**	**3.36**	**354,000**	**$0.05**

Summary of stock options outstanding:

Options	Exercise Price	Expiry Date
	$	
100,000	0.05	April 15, 2016
254,000	0.05	May 28, 2019
354,000		

Warrants

For the period ended February 28, 2015

There was no warrant activity for the period.

For the year ended May 31, 2014

In connection with the private placement completed during the quarter, the Company granted 2,660,000 share purchase warrants. Each Warrant shall entitle the holder to acquire one common share of the Company for a period of two years from the date of issuance of the Warrant with an exercise price of

$0.10 per share in the first year, and an exercise price of $0.14 per share in the second year. The Company may pay a finder's fee to authorized persons.

Summary of warrant activity:

	Number of Warrants	Weighted Average Exercise Price	Weighted Average Life Remaining (Years)
Balance, May 31, 2013	2,906,120	$0.10	0.21
Granted	2,660,000	$0.10	1.81
Expired	(2,906,120)	-	-
Balance, May 31, 2014	2,660,000	$0.10	1.87
Expired	(1,040,000)	-	-
Balance, February 28, 2015	**1,620,000**		
Expiring April 10 and May 26, 2015		**$0.10**	**0.22**
Expiring April 10 and May 26, 2016		**$0.14**	**1.22**

Summary of warrants outstanding at February 28, 2015:

Warrants	Exercise Price	Expiry Date
270,000	$0.10 / $0.14	April 10, 2015 / April 10, 2016
1,350,000	$0.10 / $0.14	May 26, 2015 / May 26, 2016
1,620,000		

10. COMMITMENTS

The Company is committed to certain contractual obligations described in Note 7.

11. RELATED PARTY TRANSACTIONS

The value of transactions and outstanding balances relating to key officers and directors and entities over which they have control or significant influence were as follows:

The Company incurred $36,741 (February 28, 2014 – $58,500) in the current period for management fees and $6,500 (February 28, 2014 – $13,500) for office rent and storage costs from a director and former president. The Company owed that director $95,760 at February 28, 2015 (May 31, 2014 - $96,411) for expenses incurred on behalf of the Company, unpaid rent, and unpaid management fees. On July 15, 2014, the Company settled $41,250 in debt owed to the director and former president by the issuance of 750,000 common shares in the capital of the Company. See also Note 8 for this related party's loan amount.

The Company incurred $11,300 (February 28, 2014 – $22,500) of professional fees for corporate secretarial services from a company controlled by an officer. The Company owed $44,365 at February 28, 2015 (May 31, 2014 - $32,500), to the officer's company.

The Company incurred $54,000 (February 28, 2014 – $Nil) of professional fees for management services from a company controlled by the current president and director. The Company owed $74,275 at February 28, 2015 (May 31, 2014 - $35,500), to the officer's company.

The Company incurred $3,000 (February 28, 2014 – $Nil) of professional fees for consulting services from a director. The Company owed $3,000 at February 28, 2015 (May 31, 2014 - $Nil), to the director.

The Company incurred $6,000 (February 28, 2014 – $22,500) of professional fees for accounting and administrative services from a company controlled by a former officer. The Company owed $6,000 at February 28, 2015 (May 31, 2014 - $32,500) to the former officer's company. On August 29, 2014, the Company settled $32,500 in debt owed to the former officer's company by the issuance of 650,000 common shares in the capital of the Company. The officer resigned from his position with the Company in the current period and the amount owing is now included in Accounts payable and accrued liabilities.

Amounts due to related parties are unsecured, non-interest bearing and without specified repayment terms. All related party transactions are in the normal course of operations and are measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

12. SUBSEQUENT EVENTS

Management has evaluated subsequent events and the impact on the reported results and disclosures and has concluded that no other significant events require disclosure as of the date these financial statements were issued.