## (Unaudited – expressed in Canadian dollars)

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#### 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. CONDENSED INTERIM STATEMENTS OF FINANCIAL POSITION (Unaudited – expressed in Canadian dollars)

	Notes	August 31, 2015	May 31, 2015
		\$	\$
ASSETS			
Current assets			
Cash		22,130	1,301
Sales tax receivable		9,156	8,971
	-	31,286	10,272
Long term assets	-		
Restricted investment	6	7,000	7,000
Exploration and evaluation asset	7	1,119,583	1,119,583
		1,126,583	1,126,583
TOTAL ASSETS		1,157,869	1,136,855
LIABILITIES			
Current liabilities			
Accounts payable and accrued liabilities		38,217	40,437
Loans payable	8	27,548	27,200
Due to related parties	11	227,875	240,050
		293,640	307,687
SHAREHOLDERS' EQUITY			
Share capital	9	2,414,112	2,388,403
Reserves	9	324,057	307,314
Accumulated deficit		(1,873,940)	(1,866,549)
		864,229	829,168
TOTAL LIABILITIES & SHAREHOLDERS' EQUITY		1,157,869	1,136,855

Nature and continuance of operation (Note 1) Commitments (Note 10) Subsequent events (Note 12)

The accompanying notes are an integral part of these condensed interim financial statements.

## Approved on behalf of the Board of Directors

/s/ Melvin P. Dickson

/s/ Bob Faris

Director

Director

	Share Ca	apital	Reserves			
	Number of	<b>A</b>	Equity settled		Accumulated	<b>T</b> - (-1
	Shares	Amount \$	benefits \$	Warrants \$	deficit \$	Total \$
		Φ	Φ	Φ	φ	φ
Balance, May 31, 2014	15,991,300	2,314,653	214,498	83,348	(1,662,915)	949,584
Option vesting	-	-	5,064	-	-	5,064
Shares for debt conversion	1,400,000	73,750	-	-	-	73,750
Loss for the period	-	-	-	-	(78,546)	(78,546)
Balance, August 31, 2014	17,391,300	2,388,403	219,562	83,348	(1,741,461)	949,852
Balance, May 31, 2015	17,391,300	2,388,403	223,966	83,348	(1,866,549)	829,168
Private Placement	1,336,866	26,739	-	13,367	-	40,106
Share issue costs- cash	-	(771)	-	-	-	(771)
Share issue costs - warrants	-	(259)	-	259	-	-
Option vesting	-	-	3,117	-	-	3,117
Loss for the period	-	-	-	-	(7,391)	(7,391)
Balance, August 31, 2015	18,728,166	2,414,112	227,083	96,974	(1,873,940)	864,229

The accompanying notes are an integral part of these condensed interim financial statements.

## SHAMROCK ENTERPRISES INC. CONDENSED INTERIM STATEMENTS OF LOSS AND COMPREHENSIVE LOSS (Unaudited – expressed in Canadian dollars)

		For the Three M Augus	
	Notes	2015	2014
		\$	\$
EXPENSES			
Investor relations		-	4,065
Management fees	11	-	17,241
Office and general	11	1,090	8,533
Professional fees	11	-	35,623
Regulatory and filing		3,184	8,020
Share-based compensation	9	3,117	5,064
Loss and Comprehensive Loss for the Period		(7,391)	(78,546)
Basic and diluted loss per common share		(\$0.00)	(\$0.00)
Weighted average number of shares outstanding		17,856,297	16,392,948

The accompanying notes are an integral part of these condensed interim financial statements.

## SHAMROCK ENTERPRISES INC. CONDENSED INTERIM STATEMENTS OF CASH FLOWS (Unaudited – expressed in Canadian dollars)

	For the Three Months Endeo August 31		
	2015	2014	
	\$	\$	
CASH FLOWS USED IN OPERATING ACTIVITIES			
Loss for the period	(7,391)	(78,546)	
Items not involving cash:			
Accrued interest	348	-	
Share-based compensation	3,117	5,064	
Changes in non-cash working capital items:			
GST receivable	(185)	(718)	
Accounts payable and accrued liabilities	(2,220)	(23,511)	
Due to related parties	(12,175)	79,250	
	(18,506)	(18,461)	
CASH FLOWS USED IN INVESTING ACTIVITIES			
Exploration and evaluation assets	-	(12,031)	
	-	(12,031)	
CASH FLOWS FROM FINANCING ACTIVITIES			
Private placement proceeds	40,106	-	
Share issue costs	(771)	-	
	39,335	-	
Change in cash	20,829	(30,492)	
Cash, beginning of the period	1,301	55,155	
Cash, end of the period	22,130	24,663	
Supplemental information:			
Interest paid	-	-	
Income taxes paid	-	_	

The accompanying notes are an integral part of these condensed interim financial statements.

## 1. NATURE AND CONTINUANCE 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 August 31, 2015, the Company had cash and liquid cash investments of \$22,130 and negative working capital of \$262,354.

## 2. BASIS OF PRESENTATION

## Statement of compliance

These condensed interim financial statements have been prepared in accordance with the International Financial Reporting Standard ("IFRS") issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC").applicable to the preparation of interim financial statements, specifically IAS 34, *Interim Financial Reporting*.

The policies applied in these condensed interim financial statements are consistent with the policies disclosed in Note 3 of the financial statements for the year ended May 31, 2015. These condensed interim financial statements should be read in conjunction with the Company's financial statements for the year ended May 31, 2015.

These condensed interim financial statements were authorized for issue by the Board of Directors on October 30, 2015.

## 3. FUTURE ACCOUNTING POLICY CHANGES

#### New accounting standards issued but not yet effective

Certain new financial reporting standards, interpretations, amendments and improvements to existing standards are issued from time to time by the IASB or IFRIC that are mandatory for future accounting periods. The following have not yet been adopted by the Company and are being evaluated to determine their impact. Unless otherwise indicated, the Company intends to adopt new standards as of the mandatory effective dates.

• IFRS 9, "Financial Instruments": New standard that replaces IAS 39 for classification and measurement of financial instruments, effective for annual periods beginning on or after January 1, 2018. Early adoption is permitted and the standard is required to be applied retrospectively.

## 4. FINANCIAL INSTRUMENTS

		August 31, 2015	May 31, 2015
		\$	\$
FVTPL financial assets	а	24,663	1,301
Other financial liabilities	с	293,640	307,687

a. Comprises cash, and short-term investments.

b. Comprises 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 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 HST recoverable. Risk associated with cash is managed through the use of major Canadian bank. The Company's HST recoverable is due from the Government of Canada; therefore, the credit risk exposure is low.

## 4. FINANCIAL INSTRUMENTS (continued)

## 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 comes from 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 quarter ended August 31, 2015. The Company is not subject to externally imposed capital requirements.

## 6. **RESTRICTED INVESTMENT**

As at August 31, 2015, the Company had invested \$7,000 (May 31, 2015 - \$7,000) into Guaranteed Investment Certificates ("GICs") with a Canadian financial institution. These GICs yield 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 Company's 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 ASSET

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:

	<b>Fireweed Property</b>
	\$
Balance, May 31, 2014	1,108,507
Exploration costs incurred:	
Administration and legal	3,975
Geologist fees	3,000
Travel	4,101
Balance, May 31, 2015	1,119,583
Exploration costs incurred:	
Administration and legal	-
Geologist fees	-
Travel	-
Balance, August 31, 2015	1,119,583

## 7. EXPLORATION AND EVALUATION ASSET (continued)

## **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 near Smithers, in British Columbia, Canada. On 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.

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

Year Ended On	Annual Work Expenditure	Cumulative Total
1 <sup>st</sup> Anniversary of Effective Date (completed fiscal 2011)	\$200,000	\$200,000
2 <sup>nd</sup> Anniversary of Effective Date (completed fiscal 2012)	\$450,000	\$650,000
August 17, 2014 (completed fiscal 2015)	\$200,000	\$850,000
5 <sup>th</sup> Anniversary of Effective Date (amended as of February 11,		
2015 to be due August 17, 2015 and further amended as of August		
17, 2015 to be due November 17, 2015)	\$450,000	\$1,300,000
6 <sup>th</sup> Anniversary of Effective Date (due February 17, 2016)	\$1,250,000	\$2,550,000
Total	\$2,550,000	

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

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

Due Date	<b>Cash Payments</b>
Upon execution of option agreement (paid fiscal 2011)	\$50,000
1 <sup>st</sup> Anniversary of the Effective Date (paid fiscal 2011)	\$50,000
2 <sup>nd</sup> Anniversary of the Effective Date (paid fiscal 2012)	\$100,000
5 <sup>th</sup> Anniversary of the Effective Date (amended as of February 11, 2015 to be	
due August 17, 2015 and further amended as of August 17, 2015 to be due	
November 17, 2015)	\$200,000
6 <sup>th</sup> Anniversary of the Effective Date (due February 17, 2016)	\$250,000
Total	\$650,000

## 7. EXPLORATION AND EVALUATION ASSET (continued)

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 must also issue and deliver the following shares of its capital stock to Regulus to maintain and exercise the option:

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

## 8. LOANS PAYABLE

At August 31, 2015 the Company had the following loans payable:

- \$5,000 (May 31, 2015: \$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.
- \$1,200 (May 31, 2015: \$1,200): unsecured, with interest accruing at 12% per annum from the issue date of May 28, 2015, and maturing on May 28, 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 (May 31, 2015: \$21,000): unsecured, non-interest bearing and with no specific terms of repayment, due to a director and acting CFO

As of August 31, 2015, interest totaling \$348 (May 31, 2015 - \$Nil) was accrued on the above loan amounts.

## 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 August 31, 2015

On July 30, 2015, the Company completed a private placement of 1,336,866 Units at \$0.03 per Unit for gross proceeds of \$40,106. Each Unit comprised one common share without par value in the capital of the Company and one common share purchase warrant. Each such warrant entitles 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 \$0.05 per share in the first year, and an exercise price of \$0.07 per share in the second year. The allocation of the proceeds was \$26,739 to common shares and \$13,367 to the warrant reserve, determined using the residual value method, with the fair value of the common shares being estimated at \$0.02 per share. The Company paid \$771 in cash finder's fees.

The Company issued 25,860 warrants as a finder's fee in connection with the private placement, having the same terms and conditions as the Unit warrants. The warrants were valued at \$259 using the Black-Scholes option pricing model with an average risk-free rate of 0.45%, estimated life of 2 years, volatility of 109.4% and dividend yield of 0%.

## For the year ended May 31, 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 issuance of 750,000 and 650,000, respectively, of common shares of the Company.

## **Stock Options**

#### 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 Stock Option Plan are subject to the vesting schedule of the Stock Option Plan wherein 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 August 31, 2015

No stock options were granted in the current period but the Company incurred stock-based compensation expenses of \$3,117 related to options granted in previous periods. Those expenses were charged to the statement of loss and comprehensive loss and credited to equity settled benefits reserve.

#### 9. EQUITY AND RESERVES (continued)

## For the year ended May 31, 2015

The Company incurred stock-based compensation expenses of \$9,468, which were charged to the statement of loss and comprehensive loss and credited to contributed surplus. On May 11 2015, 900,000 stock options were granted to directors and advisors of the company exercisable at \$0.05 per share. The options have a five year expiry from the 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 1.10%, expected life of 5 years, volatility of 135.68% and dividend yield of 0%.

A summary of stock option activity in the prior year and current period is shown below. There was no stock option activity in the current period.

	Number of Options	Weighted Average Exercise Price	Weighted Average Life Remaining (Years)
		\$	
Balance, May 31, 2014	1,439,000	0.18	2.44
Cancelled	(1,189,000)	0.21	
Granted	900,000	0.05	
Balance, May 31, 2015	1,150,000	0.05	4.47
Balance August 31, 2015	1,150,000	0.05	4.22

A summary of the Company's outstanding and exercisable share options at August 31, 2015 is presented below:

	Outstanding Options		Exercisabl	le Options
		Weighted Average Life		Weighted Average
Exercise Price	Number of Options	Remaining (Years)	Number of Options	Exercise Price
\$0.05	100,000	0.63	100,000	\$0.05
\$0.05	150,000	3.74	150,000	\$0.05
\$0.05	900,000	4.70	225,000	\$0.05

#### 9. EQUITY AND RESERVES (continued)

Summary of stock options outstanding:

Options	<b>Exercise Price</b>	Expiry Date
100,000	\$0.05	April 15, 2016
150,000	\$0.05	May 28, 2019
900,000	\$0.05	May 11, 2020
1,150,000		

## <u>Warrants</u>

## For the period ended August 31, 2015

In connection with a private placement, the Company granted 1,336,866 share purchase warrants. Each warrant entitles 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 \$0.05 per share in the first year, and an exercise price of \$0.07 per share in the second year. The Company issued 25,860 warrants as a finder's fee in connection with the private placement, having the same terms and conditions as the share purchase warrants.

## For the year ended May 31, 2015

No share purchase warrants were issued during the year.

Summary of warrant activity:

	Number of Warrants	Weighted Average Exercise Price	Weighted Average Life Remaining (Years)
Balance, May 31, 2014	2,660,000	\$0.10	1.87
Expired	(1,040,000)		
Balance, May 31, 2015	1,620,000	\$0.14	0.97
Granted	1,362,726	\$0.06	
Balance, August 31, 2015	2,982,726	\$0.10	0.97

#### 9. EQUITY AND RESERVES (continued)

Summary of warrants outstanding at August 31, 2015:

Warrants	<b>Exercise Price</b>	<b>Expiry Date</b>
270,000	\$0.14	April 10, 2016
1,350,000	\$0.14	May 26, 2016
1,362,726	\$0.05 to July 30, 2016 then \$0.07 to July 30, 2017	July 30, 2017
2,982,726		

## **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 \$Nil (August 31, 2014 – \$17,241) in management fees provided by a director and interim Chief Financial Officer. In addition, the Company incurred \$Nil (August 31, 2014 – \$6,500) for office rent and storage costs from the director. As at August 31, 2015, the Company owed the director \$97,710 (May 31, 2015 - \$97,710) for expenses incurred on behalf of the Company, unpaid rent, and unpaid management fees, plus \$21,000 (May 31, 2015 - \$21,000) for loan advances.

The Company incurred \$Nil (August 31, 2014 - \$7,500) of professional fees from a company controlled by its Corporate Secretary for corporate secretarial services performed. As at August 31, 2015, the Company owed \$44,365 (May 31, 2015 - \$44,365) to the officer's company for corporate secretarial services performed.

The Company incurred \$Nil (August 31, 2014 – \$18,000) of fees from a company controlled by a director and Chief Executive Officer for business development and management services performed. As at August 31, 2015, the Company owed \$82,800 (May 31, 2015 - \$94,975) to the director's company.

The Company incurred \$Nil (August 31, 2014 - \$3,000) of geologist fees from a director. As at August 31, 2015, the Company owed \$3,000 (May 31, 2015 - \$3,000) to the director for geologist services performed.

Amounts due to related parties are unsecured, non-interest bearing and without specified repayment terms.

## **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.