

# NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF THE SHAREHOLDERS

**NOTICE IS HEREBY GIVEN THAT** an Annual General and Special Meeting (the “Meeting”) of the shareholders of **SHAMROCK ENTERPRISES INC.** (the “Corporation”) will be held at 11:00 am (Pacific Time) on March 16, 2018 at Suite 500, 666 Burrard Street, Vancouver, BC, V6C 3P6, for the following purposes:

1. to receive the financial statements of the Corporation for the years ended May 31, 2014, 2015, 2016, 2017, together with the report of the auditors thereon;
2. to fix the number of directors of the Corporation to be elected at the Meeting at **three**;
3. to elect the board of directors of the Corporation to serve until the next annual meeting of the shareholders or until their successors are duly elected or appointed;
4. to appoint the auditors of the Corporation for the ensuing year and to authorize the directors of the Corporation to determine the remuneration to be paid to the auditors;
5. to consider, and if thought fit, to pass an ordinary resolution to re-approve the Corporation's Incentive Stock Option Plan;
6. to approve an amendment to the Company's Articles to change the Company's name as the Board of Directors deems in the best interests of the Company; and
7. to transact such other business as may properly come before the Meeting.

Accompanying this Notice are the Company's Management Information Circular, a Form of Proxy or Voting Instruction Form and a request card for use by Shareholders who wish to receive our financial statements. The accompanying Management Information Circular provides information relating to the matters to be addressed at the meeting and is incorporated into this Notice. Shareholders of record as at the close of business on February 9, 2018 (the “Record Date”) will be entitled to receive notice of and vote at the Meeting.

Shareholders are entitled to vote at the Meeting either in person or by proxy. Those unable to attend are requested to read, complete, date, sign and return the enclosed Form of Proxy or Voting Instruction Form to Computershare Investor Services Inc., at 8th Floor, 100 University Avenue, Toronto, Canada M5J 2Y1 on or before 10:00 a.m. (Vancouver time) on March 14, 2018. If you are a non-registered Shareholder of Common Shares of the Company and a non-objecting beneficial owner, and receive a voting instruction form from our transfer agent, Computershare, please complete and return the form in accordance with the instructions of Computershare. If you do not complete and return the form in accordance with such instructions, you may lose your right to vote at the meeting.

If you are a non-registered Shareholder of Common Shares of the Corporation and an objecting beneficial owner and receive these materials through your broker or through another intermediary, please complete and return the materials in accordance with the instructions provided to you by your broker or such other intermediary. If you do not complete and return the materials in accordance with such instructions, you may lose your right to vote at the Meeting.

DATED at Vancouver B.C. as of the 9th day of February 2018

**BY ORDER OF THE BOARD OF DIRECTORS**

*“Bob Faris”*

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Bob Faris  
Chairman of the Board and Director