

FORM 51-102F3 MATERIAL CHANGE REPORT UNDER NATIONAL
INSTRUMENT 51-102

Item 1. Name and Address of Company

SHAMROCK ENTERPRISES INC.
Suite 500, 666 Burrard
Street Vancouver, B.C.
V6C3P6

Item 2. Date of Material Change

December 28, 2018

Item 3. News Release

News release was disseminated on December 28th, 2018 through newswire services and subsequently posted on the CSE at thecse.com and SEDAR with the securities commissions of British Columbia, Alberta, and Ontario.

Item 4. Summary of Material Change

The Company announces closing of the first tranche of its previously announced private placement.

Item 5. Full Description of Material Change

See schedule attached – press release on December 28, 2018

Item 6. Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

Not applicable.

Item 7. Omitted Information

Not applicable.

Item 8. Executive Officer

The following senior officer of the Company is knowledgeable about the material change and this report:

Bob Faris
Director and CEO
(604) 880-2121

Item 9. Date of Report

DATED as of January 3, 2019

SCHEDULE 1



News Release
CSE: SRS
December 28, 2018

SHAMROCK ENTERPRISES INC. ANNOUNCES PRIVATE PLACEMENT

Shamrock Enterprises Inc. (“Shamrock” or the “Company”), a Canadian mineral exploration company is pleased to announce that it has closed the first tranche of its private placement financing (the “Financing”). The placement will consist of up to \$250,000 in non-flow through units priced at \$0.03 per Non-Flow Through unit (“NFT-Unit”) and up to \$250,000 in flow-through shares priced at \$0.05 per share (“FT-Share”). Each NFT-Unit will consist of one common share in the Company and one half of a share purchase warrant. Each full warrant of the NFT-Units is exercisable to purchase one common share at \$0.05 for two years from the date of closing.

The Company has issued 1,770,000 NFT Units and 650,000 FT-shares for gross aggregate proceeds of \$85,600 for the first tranche of the place and will continue to seek funding for the remaining amounts as noted above.

In connection with the closing of the first tranche of the Financing, the Company will pay finder’s fees totaling \$2,805 in cash, and 93,500 in finder’s warrants, with the warrants having the terms described above. All the securities issued are subject to a four month hold period from the date of closing.

About Shamrock: Shamrock Enterprises Inc. is a Canadian-based junior mining exploration company focused on the procurement, exploration and development of silver and other precious metal properties in North America. The Company’s common shares are listed and posted for trading on the Canadian Securities Exchange (“CSE”) under the symbol “SRS”.

On behalf of the Board,

“Bob Faris”

CEO

For further information, please contact:

Shamrock Enterprises Inc.

Bob Faris, Chief Executive Officer

Phone: (604) 880-2121

*Neither the Canadian Securities Exchange nor its Regulation Services Provider
accepts responsibility for the adequacy or accuracy of this release.*

Statements included in this announcement, including statements concerning our plans, intentions and expectations, which are not historical in nature are intended to be, and are hereby identified as “forward-looking statements”. Forward looking statements may be identified by words including “anticipates”, “believes”, “intends”, “estimates”, “expects” and similar expressions. The Company cautions readers that forward-looking statements, including without limitation those relating to the Company’s future operations and business prospects, are subject to certain risks and uncertainties that could cause actual results to differ materially from those indicated in the forward-looking statements. Readers are advised to rely on their own evaluation of such risks and uncertainties and should not place undue reliance on forward-looking statements. Any forward-looking statements are made as of the date of this news release, and the Company assumes no obligation to update the forward-looking statements, except in accordance with the applicable laws.