

**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

February 25, 2019

Item 3. News Release

News release was disseminated on February 25, 2019 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 second tranche of its previously announced private placement.

Item 5. Full Description of Material Change

See schedule attached – press release on February 25, 2019

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 February 26, 2019

SCHEDULE 1



News Release

CSE: SRS

February 25, 2019

SHAMROCK COMPLETES AIRBORNE GEOPHYSICAL SURVEY OVER ITS STELLAR PROJECT

Shamrock Enterprises Inc. ("Shamrock" or the "Company"), CSE: SRS) is pleased to announce that it has completed an airborne magnetic geophysical survey over its 18,546 ha (>18.5 km²) Stellar Project. The property lies north of and partially surrounds ML Gold's Stars porphyry copper-gold-silver-molybdenum discovery. Shamrock contracted Peter E. Walcott and Associates Ltd., to fly a total of 1370 km on east-west lines at a line spacing of 200 m. The area surveyed includes the northern end of a prospective aeromagnetic high that encompasses the Stars discovery and its host intrusive rocks, as well as a north-trending magnetic high to the northeast (Figure 1 – Note: Figure represents Quest West Residual Magnetics, not 2019 preliminary airborne magnetic data) <https://www.shamrockresources.com/index.php/projects/stellar-claims>. The survey is intended to provide the geological framework for ground-based exploration, with a focus on porphyry and vein style mineralization. Preliminary results have been received, and once a thorough interpretation of the geophysical data is completed, priority areas will be selected to guide 2019 exploration.

The Stellar property and Stars discovery lie along the northwestern margin of the Nechako Plateau, where it borders the east side of the Coast Mountains in west-central B.C., approximately 25 km southwest of the town of Houston, B.C. The Stars discovery represents an important early-stage porphyry discovery and the Stellar property now covers a large and nearby area with excellent exploration potential and access and infrastructure to match. The mineral tenures can be accessed via Highway #16 and an extensive network of Forest Service Roads, many of which are open year-round.

The contents of this news release have been reviewed and approved by Charles J. Greig P.Geo., a Qualified Person as defined in National Policy 43-101.

The Company also announces it has completed its second tranche of its previously announced private placement for 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 1,243,257 NFT Units in the second tranche for a total gross aggregate proceeds of \$122,898.00 and will continue to seek funding for the remaining amounts as noted above.

About Shamrock: Shamrock Enterprises Inc. is a Canadian-based junior mining exploration company focused on the procurement, exploration and development of precious and base 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 law