

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

**Item 1. Name and Address of Company**

SHAMROCK ENTERPRISES INC.  
Suite 1100, 1111 Melville Street  
Vancouver, B.C. V6C3P6

**Item 2. Date of Material Change**

July 29, 2019

**Item 3. News Release**

News release was disseminated on July 29, 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 first tranche of its previously announced private placement.

**Item 5. Full Description of Material Change**

See schedule attached – press release on July 29, 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 July 29, 2019

## SCHEDULE 1



News Release CSE: SRS  
July 29, 2019

### **SHAMROCK ENTERPRISES INC. ANNOUNCES PRIVATE PLACEMENT AND DEBT SETTLEMENT**

**Shamrock Enterprises Inc.** ("Shamrock" or the "Company"), a Canadian mineral exploration company, announces that pursuant to the private placement announced July 8<sup>th</sup> it has closed a first tranche of a non – Flow through offer and will issue 4,750,000 units for aggregate proceeds of \$95,000. The Units offered at \$0.02 consists of one common share and one share purchase warrant for \$0.04 for two years. The Company has also issued 1,500,000 common shares for the settlement of on outstanding debt of \$52,500.

Shamrock will continue to seek up to \$55,000 in additional funding through its \$0.02 per Unit non flow through offering as noted above.

In addition, the Company notes it will also continue with its Flow-Through offering of up to \$100,000 through the issuance of 2,500,000 Flow-Through units at \$0.04 per unit. Each Flow Through Unit will consist of one Flow-Through share and one common share purchase warrant exercisable at \$0.05 per share for two years from the date of issuance. Shamrock shall, pursuant to the provisions in the *Income Tax Act* (Canada), incur eligible CEE (the "Qualifying Expenditures") after the closing date and prior to December 31, 2019 in the aggregate amount of not less than the total amount of the gross proceeds raised from the issue of the subject flow-through common shares.

Both the Flow through and the Non Flow Through offerings are open, subject to certain limitations discussed below, to existing shareholders of the Company who, as of the close of business on July 5, 2019, held common shares of the Company (and who continue to hold common shares of the Company at the time of closing) pursuant to the prospectus exemption set out in Multilateral CSA Notice 45-313 and the various corresponding blanket orders and rules of participating jurisdictions (the existing shareholder exemption is not available in Newfoundland and Labrador). The total acquisition cost to a subscriber under the existing shareholder exemption cannot exceed \$15,000 within the last 12 months, unless that subscriber has obtained advice from a registered investment dealer regarding the suitability of the investment. Any existing shareholders interested in participating in the offering should contact the Company.

**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 laws.*