

FORM 51-102F3

MATERIAL CHANGE REPORT

1. Name and Address of Company

ROCKSHIELD CAPITAL CORP. (formerly Cuoro Resources Corp.) (the "Issuer")
#1305 - 1090 W. Georgia Street
Vancouver, BC, V6E 3V7
Phone: (604) 685-9316

2. Date of Material Change

June 3, 2014

3. Press Release

The press release was released on June 3, 2014 through various approved public media and filed with the TSX Venture Exchange and the British Columbia, Alberta and Ontario Securities Commissions.

4. Summary of Material Change(s)

See attached press release for details.

5. Full Description of Material Change

See attached press release for details.

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

Not applicable

7. Omitted Information

Not applicable

8. Executive Officer

Nick DeMare, Chief Financial Officer
Phone: (604) 685-9316

9. Date of Report

June 4, 2014



ROCKSHIELD APPOINTS NEW PRESIDENT AND CEO

VANCOUVER, BRITISH COLUMBIA – June 3, 2014 – Rockshield Capital Corp. (CSE: RKS) (“Rockshield” or the “Company”) is pleased to announce the appointment of Mr. Frank Taggart as President and CEO of Rockshield Capital Corp. The Company would like to thank Mr. Marc Cernovitch for his work over the past year as President and CEO. Mr. Cernovitch will maintain his position as a Director of the Company.

Since 1996 Mr. Taggart has been engaged in various capacities in the capital markets and has extensive experience in public and private funding, business development, consulting and advisory services to early stage and development companies. Mr. Taggart has served as an advisor to several companies to effectively optimize their capital markets and business development strategies. Additionally, Mr. Taggart has managed a private equity fund specializing in funding micro-cap companies since 2007. Mr. Taggart will now be working full time for the Company and has resigned all his other company positions, other than being a director of Saber Capital Corp., so that he may focus all of his time executing the Rockshield business plan. Finally, Mr. Taggart has been a long term shareholder of Rockshield holding a current position of approx. 4.7 percent.

Rockshield Capital is a diversified investment firm focused on, but not limited to, investing in early stage, high growth companies offering capital appreciation potential. Such investee companies may be private or public companies and there will be no bias to sector based on economic, financial and market conditions. The Company expects its investments will include companies at all stages of development.

Rockshield is also pleased to provide an update on the current investments it has made to date. Rockshield has invested a total of \$1,185,000 in 3 companies.

ROCKSHIELD CAPITAL CORP.

For further information regarding Rockshield, see Rockshield’s disclosure documents on SEDAR at www.sedar.com.

For further information contact:

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President and CEO
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The Canadian Securities Exchange has neither approved nor disapproved the information contained herein and does not accept responsibility for the adequacy or accuracy of this news release.