

FORM 51-102F3

MATERIAL CHANGE REPORT

1. Name and Address of Company

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

2. Date of Material Change

July 14, 2014

3. Press Release

The press release was released on July 15, 2014 through various approved public media and filed with the Canadian Securities Exchange and the British Columbia, Alberta and Ontario Securities Commissions.

4. Summary of Material Change(s)

On July 14, 2014, the Issuer completed the final tranche of its C\$1,275,000 private placement by issuing a total of 1,647,053 units (the "Units"), at a price of C\$0.085 per Unit, for gross proceeds of C\$139,995.50.

5. Full Description of Material Change

On July 15, 2014, the Issuer announced that it has issued the remaining 1,647,053 Units of its 15,000,000 Unit, C\$1,275,000 private placement (the "Offering"). The Units were issued at a price of C\$0.085 per Unit. Each Unit consists of one common share of the Company (a "Share") and one common share purchase warrant (a "Warrant"). Each Warrant is exercisable for one common share of the Company at an exercise price of C\$0.11 until July 10, 2017.

In connection with the closing of this portion of the Offering, one finder received a cash finder's fee of C\$8,399.97 and 98,823 finder's warrants, each of which is exercisable to acquire one common share of the Company at a price of C\$0.11 until July 10, 2016 (the "Finder's Warrants").

The above Shares, Warrants and Finder's Warrants are subject to a four month hold period expiring November 11, 2014.

The net proceeds of the Offering will be used by the Company to fund ongoing investments, in accordance with the Company's previously announced business plan.

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

July 16, 2014