

ROCKSHIELD CAPITAL CORP.

#1305 - 1090 West Georgia Street
Vancouver, British Columbia Canada V6E 3V7
Telephone No. 604 685-9316 Fax No. 604 683-1585

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the Annual General and Special Meeting of the Shareholders (the "**Meeting**") of Rockshield Capital Corp. (the "**Company**") will be held at Suite 1305, 1090 West Georgia Street, Vancouver, British Columbia Canada on Friday, November 14, 2014 at 10:00 a.m. (Pacific time), for the following purposes:

1. to table the audited financial statements of the Company for financial year ended November 30, 2013, the report of the auditor thereon and the related management discussion and analysis;
2. to re-appoint Davidson & Company LLP, Chartered Accountants, as the auditor of the Company for the ensuing year at a remuneration to be set by the directors;
3. to elect directors; and
4. to consider and, if thought advisable, to approve an ordinary resolution authorizing an alteration of the Company's Articles to include advance notice provisions, as more particularly set out in the accompanying Information Circular.

An Information Circular accompanies this Notice. The Information Circular contains details of matters to be considered at the Meeting. No other matters are contemplated; however, any permitted amendment to or variation of any matter identified in this Notice may properly be considered at the Meeting. The Meeting may also consider the transaction of such other business as may properly come before the Meeting or any adjournment thereof.

The Company's audited financial statements for the financial year ended November 30, 2013, the report of the auditor thereon, and the related management discussion and analysis will be made available at the Meeting and are available at www.sedar.com

Registered shareholders who are unable to attend the Meeting in person and who wish to ensure that their shares are voted at the Meeting are requested to complete, date and execute the enclosed form of proxy and deliver it in accordance with the instructions set out in the form of proxy and in the Information Circular.

Beneficial (non-registered) shareholders who plan to attend the Meeting must follow the instructions set out in the form of proxy or voting instruction form and in the Information Circular to ensure that their shares will be voted at the Meeting. If you hold your shares in a brokerage account you are a beneficial (non-registered) shareholder.

DATED at Vancouver, British Columbia, this 3rd day of October, 2014.

BY ORDER OF THE BOARD

"Frank Taggart"

Frank Taggart,
President and CEO