

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

June 25, 2015

3. Press Release

The press release was released on June 25, 2015 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)

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) 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 10, 2015



ROCKSHIELD APPOINTS LUKE NORMAN

VANCOUVER, Canada, June 25, 2015 – Rockshield Capital Corp. (“Rockshield” or the “Company”) (CSE: RKS) is pleased to announce that it has appointed Luke Norman on its board of directors effective immediately.

Luke Norman is a seasoned growth executive with over 15 years of experience in the venture capital markets. He has been responsible for the direct capital raises in excess of \$300M. Mr. Norman began his capital markets career at Ord O’Connor Grieve, New Zealand then worked for 4 years with Canaccord Capital Corp before moving on to the private investment industry. In recent years, Mr. Norman has operated a consultancy company to the metals and mining industry as well as co-founding Gold Standard Ventures Corp. - a NYSE Market listed gold exploration company.

ROCKSHIELD CAPITAL CORP.

Rockshield Capital Corp. makes early stage seed investments of dollars and human capital with the expectation of superior rates of return. We search for opportunities where we can unlock value as a partner. We do not operate businesses; rather we strive to complement management as active participants. We assist with financings, identify acquisition targets, develop strategic plans, support operations and implement exit strategies.

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

For further information contact:

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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.