ROCKSHIELD CAPITAL CORP.

MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE SIX MONTHS ENDED MAY 31, 2017

This discussion and analysis of financial position and results of operation is prepared as at July 25, 2017 and should be read in conjunction with the unaudited condensed consolidated interim financial statements and the accompanying notes for the six months ended May 31, 2017, of Rockshield Capital Corp. ("Rockshield" or the "Company"). The following disclosure and associated financial statements are presented in accordance with International Financial Reporting Standards ("IFRS"). Except as otherwise disclosed, all dollar figures included therein and in the following management's discussion and analysis ("MD&A") are quoted in Canadian dollars. Additional information relevant to the Company's activities can be found on SEDAR at www.sedar.com.

Forward Looking Statements

This report includes certain statements that may be deemed "forward looking statements" within the meaning of applicable securities legislation. All statements, other than statements of historical facts that address such matters as future events or developments that the Company expects, are forward looking statements and, as such, are subject to risks, uncertainties and other factors of which are beyond the reasonable control of the Company. Such statements are not guarantees of future performance and actual results or developments may differ materially from those expressed in, or implied by, this forward looking information. With respect to forward looking statements and information contained herein, we have made numerous assumptions including among other things, assumptions about economics and competition surrounding the services provided by the Company, anticipated costs and expenditures and the Company's ability to achieve its goals. Although management believes that the assumptions made and the expectations represented by such statements or information are reasonable, there can be no assurance that a forward looking statement or information herein will prove to be accurate. Forward looking statements and information by their nature are based on assumptions and involve known and unknown risks, uncertainties and other factors which may cause our actual results, performance or achievements, or industry results, to be materially different from any future results, performance or achievements expressed or implied by such forward looking statements or information. Factors that could cause actual results to differ materially from those in forward looking statements include such matters as continued availability of capital and financing and general economic, market or business conditions. Although the Company has attempted to identify factors that would cause actual actions, events or results to differ materially from those disclosed in the forward looking statements or information, there may be other factors that cause actual results, performances, achievements or events not to be anticipated, estimated or intended. Accordingly, readers should not place undue reliance on forward looking statements or information. Any forward looking statements are expressly qualified in their entirety by this cautionary statement. The information contained herein is stated as of the current date and subject to change after that date and the Company does not undertake any obligation to update publicly or to revise any of the forward looking statements, whether as a result of new information, future events or otherwise, except as may be required by applicable securities laws.

Company Overview

The Company was incorporated under the provisions of the B.C. Business Company Act on October 23, 2007. The Company's common shares trade on the Canadian Securities Exchange ("CSE") with the trading symbol of "RKS". The Company is a reporting issuer in British Columbia and Alberta. The Company's principal office is located at #1305 - 1090 West Georgia Street, Vancouver, British Columbia, V6E 3V7.

The Company had been solely engaged in the acquisition and exploration of resource properties in Colombia. On May 6, 2014 the Company announced its intention to become a diversified company and carried on business both as an investment company and a resource company. At the end of fiscal 2015 the Company determined it would not follow-up on the application process on the two concessions (the "Pelaya Project") in Colombia and, as a result, at this time, the Company has no continuing resource activities or interests.

Investment Portfolio

In fiscal 2014 the Company determined to diversify its business and seek opportunities in the investment sector with a particular focus on investments in early stage, high growth companies at all stages of development, including pre-initial public offering and /or early stage companies requiring start-up or development capital. The Company's investments in marketable securities include common shares and other equity instruments of Canadian and U.S. companies that are listed on various Canadian stock exchanges or the OTCBB in the United States of America. The majority of the marketable securities instruments are shares of companies in the mining, energy, media technology and medical technology industries.

Management has designated its investments in common shares and warrants of publicly traded companies as "investments in equity instruments" with the change in fair value recognized in profit or loss. The carrying values of the common shares have been directly referenced to published price quotations in an active market. The carrying values of the warrants are valued at fair value using the Black-Scholes option pricing model.

The Company has been actively managing its investment portfolio. During the six months ended May 31, 2017 the Company made investment purchases totalling $1,286,267 and sold certain of its investment portfolio for proceeds of $2,844,779, recognizing a realized gain of $1,468,838. The carrying values of the common shares have been directly referenced to published price quotations in an active market. The carrying values of the warrants are valued at fair values using the Black-Scholes option pricing model. As at May 31, 2017 the carrying value of the investment portfolio was $5,478,067, with an accumulated unrealized holding gain of $2,748,125 from its cost basis of $2,729,940.

As at May 31, 2017 the Company's investment in Helius Medical Technologies Inc. common shares and warrants was valued at $3,206,385, representing approximately 58% of the Company's investment portfolio and poor performance in the market price of this investment could adversely affect the Company's results.

Investment in REWP

In fiscal 2014 the Company, together with a third-party industry management and investment group, identified a business opportunity in northern Ontario, Canada, to purchase the assets of a previously operating hardwood plywood mill. The mill went into bankruptcy in May 2014 and the Company and the third party group worked to purchase the key mill equipment to enable operations to resume. As at November 30, 2014 the Company had advanced or incurred $1,240,935 in deposits, equipment and costs towards its investment in the newly formed company, Rockshield Engineered Wood Products ULC ("REWP"). During fiscal 2015 the Company incurred $240,972 additional amounts on behalf of REWP and advanced a total of $400,000 to REWP. On February 18, 2015 REWP issued 2,076,079 Class A common shares, representing an initial 59.32% ownership, for $1,500,000, and an initial note for the principal amount of $381,907 to the Company. During fiscal 2015, additional advances were made by the Company and REWP issued additional notes for $216,596. A further $300,000 was advanced by the Company during March 2017.

Although the Company owned an initial 59.32% interest in REWP upon its initial capitalization the Company held a minority position on the Board of REWP and did not control operational decisions. Furthermore, REWP subsequently completed a number of equity financings which have diluted the Company's ownership interest in REWP to 33.72% as at May 31, 2017 and 2016. The Company anticipates that it will receive distributions of net income and the Company also anticipates to realize proceeds from the ultimate disposition of its ownership interest in REWP. The Company's judgment is that it has significant influence, but not control of REWP and, accordingly, the investment in REWP is accounted for under the equity method.

REWP's business is to produce aspen core hardwood plywood for domestic and international markets. The core blanks of the products are made with aspen logs from sustainably managed forests in Northern Ontario. The majority of the panels will be hardwood plywood to which REWP adds a hardwood veneer, such as oak, cherry, maple, birch, etc., as an overlay to produce ready-to-use panels.

Since its formation REWP management has diligently worked towards raising debt financing and equity capital, obtaining government assistance, securing log supply and start-up of the plywood mill. Operating permits were obtained in February 2015 and operations commenced in late April 2015. REWP management reported significant improvements in Q1 of fiscal 2016. However, there was a softening in sales prices experienced in the spring of 2016, which was compounded by a significant drop in production during May 2016 and June 2016 caused by the failure of a chipper in May 2016. A replacement chipper was installed in July 2016 and production resumed to a one-shift level. REWP is in the process of completing the installation of a 4' lathe which is expected to improve its long-term competitiveness. With increasing production and sales orders, combined with forecasted strong prices, REWP anticipated achieving profitability in fiscal 2017. However, due to unfavorable spring weather conditions the Company's ability to secure log supplies were significantly compromised. The resulting log shortage negatively impacted on the mill's efficiency. As a result, during the three months ended May 31, 2017 the Company recorded an equity loss of $126,606 compared to the equity income of $66,091 for the prior three months ended February 28, 2017. REWP management has taken steps to supplement supplies through purchases in Quebec. This will enable production and sales to increase and improve order fulfilment.

Selected Financial Data

The following selected financial information is derived from the unaudited condensed consolidated interim financial statements of the Company.

	Fiscal 2017		Fiscal 2016				Fiscal 2015	
Three Months Ended	**May 31, 2017 $**	**Feb. 28, 2017 $**	**Nov. 30, 2016 $**	**Aug. 31, 2016 $**	**May 31, 2016 $**	**Feb. 29, 2016 $**	**Nov. 30, 2015 $**	**Aug. 31, 2015 $**
Operations:								
Revenues	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Expenses	(61,791)	(91,671)	(83,983)	(74,303)	(127,069)	(133,200)	(146,537)	(125,225)
Equity income (loss)in associated company	(128,606)	66,091	(115,680)	(165,902)	31,354	39,452	(275,397)	(287,859)
Equity gain on associated company share issuances	Nil	Nil	Nil	Nil	Nil	Nil	105,792	470,045
Net income (loss)	(1,432,706)	3,204,108	1,442,476	92,919	(201,876)	(885,848)	538,221	(3,831,764)
Dividend per share	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Balance Sheet								
Working capital	7,285,512	8,939,350	5,838,192	4,315,289	4,090,177	4,365,577	5,301,649	4,573,327
Total assets	8,626,847	10,095,854	6,857,734	5,405,521	5,342,537	5,521,772	6,453,400	5,884,720
Total long-term liabilities	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil

Results of Operations

Three Months Ended May 31, 2017 Compared to Three Months Ended February 28, 2017

During the three months ended May 31, 2017 ("Q2") the Company reported a net loss of $1,432,706 compared to a net income of $3,204,108 for the three months ended February 28, 2017 ("Q1"). The primary factors for the fluctuation were:

(i) during Q1 the Company recorded a realized gain of $1,216,734 on investments sold and an unrealized gain of $1,973,367 on investments held compared to a realized gain of $252,104 on investments sold and an unrealized loss of $1,547,580 (reversing previously unrealized gains recognized) on investments held during Q2. See also "Investment Portfolio"; and

(ii) during Q1 the Company recorded a $66,091 equity income in REWP compared to a $128,606 equity loss in REWP during Q2. See "Investment in REWP".

Six Months Ended May 31, 2017 Compared to the Six Months Ended May 31, 2016

Operations

During the six months ended May 31, 2017 (the "2017 period") the Company reported a net income of $1,771,402 compared to a net loss of $1,087,724 for the six months ended May 31, 2016 (the "2016 period"), an improvement of $2,859,126. The fluctuation was primarily attributed to the following:

(i) during the 2017 period the Company sold certain of its investments for proceeds of $2,844,779 (2016 $192,659) recognizing a gain of $1,468,838 (2016 - a loss of $157,422). The Company also recorded an unrealized gain of $425,787 on investments held compared to unrealized loss of $817,466 on investments held during the 2016 period; and

(ii) during the 2017 period the Company recorded an equity loss $62,515 in REWP compared to an equity gain of $70,806 in REWP during the 2016 period. See "Investment in REWP".

Expenses decreased by $106,807, from $260,269 during the 2016 period to $153,462 during the 2017 period. Specific expenses of note during the 2017 period are as follows:

(i) $79,001 (2016 - $104,406) for officer and director compensation. Specifics of officer and director compensation amounts have been disclosed in "Related Party Disclosures";
(ii) $32,500 (2016 - $38,250) for audit fees;
(iii) $19,836 (2016 - $30,611) was incurred for accounting and administration of which $17,950 (2016 - $25,850) was incurred with Chase Management Ltd. ("Chase"), a private corporation owned by Mr. Nick DeMare, a director and the CFO of the Company for bookkeeping, accounting, administration and corporate filing services provided by Chase personnel, and $1,886 (2016 - $4,761) was incurred by third parties for additional tax and accounting services;
(iv) the Company incurred $7,017 (2016 - $16,687) for general administrative expenses, a decrease of $9,670. During the 2016 period the Company incurred $16,687 for general administrative expenses of which $7,229 was attributed to office costs in Panama;
(v) during the 2016 period the Company reimbursed Mr. Taggart, the Company's former CEO, a total of $4,745 for rent of office premises in Panama until February 2016; and
(vi) during the 2016 period the Company incurred $23,610 for salaries and benefits. The Company did not have any employees since April 1, 2016.

During the 2017 period the Company recorded $92,817 (2016 - $77,492) interest and other income of which $6,219 (2016 - $14,001) was attributed to interest from demand deposits held and $86,597 (2016 - $52,942) was from interest earned on the promissory notes issued by REWP. In addition during the 2016 period the Company earned $10,549 other income on certain investments.

Financing Activities

No financing activities were conducted by the Company during the 2017 and 2016 periods.

Investment Activities

During the 2017 period the Company made investment purchases totalling $1,286,267 (2016 - $383,883) and sold certain of its investments for $2,844,779 (2016 - $192,659). See also "Investments".

Financial Condition / Capital Resources

As at May 31, 2017 the Company had a cash balance of $1,812,951. The Company also has investments carried at $5,478,067 and reported working capital of $7,285,512. Any investment decision made by the Company will be dependent on its cash, investment portfolio and working capital situation at the time. The Company anticipates that it has sufficient funds to manage its investments and make additional investments over the next twelve months as opportunities arise. In addition, any other opportunities completed by the Company may entail significant expenditures and, as a result, the Company may be required to obtain additional financing or sell its investments as required. However, the investments are comprised of common shares in early stage development and the share prices are often volatile and there may be limited liquidity. Management considers the Company has adequate resources to maintain operations, investment activities and planned exploration activities on its exploration and evaluation assets for the next twelve months.

Subsequent to May 31, 2017 the Company issued 385,000 common shares on the exercise of warrants for $42,350.

Off-Balance Sheet Arrangements

The Company has no off-balance sheet arrangements.

Proposed Transactions

The Company does not have any proposed transactions.

Financial Instruments and Risk Management

Categories of Financial Assets and Financial Liabilities

Financial instruments are classified into one of the following categories: FVTPL; held-to-maturity investments; loans and receivables; available-for-sale; and other financial liabilities. The carrying values of the Company's financial instruments are classified into the following categories:

Financial Instrument	**Category**	**May 31, 2017 $**	**November 30, 2016 $**
Cash	FVTPL	1,812,951	701,987
Amounts receivable	Loans and receivables	2,190	6,989
Investments	FVTPL	5,478,067	5,141,954
Advances	Loans and receivables	1,193,530	806,933
Accounts payable and accrued liabilities	Other financial liabilities	(17,799)	(20,088)

The Company's risk exposures and the impact on the Company's financial instruments are summarized below:

Fair Value

The fair values of the Company's financial assets and liabilities approximates the carrying amounts either due to their short-term nature or because the interest rates applied to measure their carrying amount approximate current market rates.

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

Level 1 - Unadjusted quoted prices in active markets for identical assets or liabilities;
Level 2 - Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and
Level 3 - Inputs that are not based on observable market data.

The following is an analysis of the Company's financial assets measured at fair value as at May 31, 2017 and November 30, 2016:

	As at May 31, 2017		
	Level 1 $	**Level 2 $**	**Level 3 $**
Cash	1,812,951	-	-
Investments	5,240,728	237,339	-
	7,053,679	237,339	-

	As at November 30, 2016		
	Level 1 $	**Level 2 $**	**Level 3 $**
Cash	701,987	-	-
Investments	4,991,974	149,980	-
	5,693,961	149,980	-

Credit Risk

Credit risk is the risk of loss associated with a counterparty's inability to fulfill its payment obligations. The Company's credit risk is primarily attributable to cash and amounts receivable. Management believes that the credit risk concentration with respect to financial instruments included in cash and amounts receivable is remote.

Liquidity Risk

Liquidity risk is the risk that the Company will not have the resources to meet its obligations as they fall due. The Company manages this risk by closely monitoring cash forecasts and managing resources to ensure that it will have sufficient liquidity to meet its obligations. All of the Company's financial liabilities are classified as current and are anticipated to mature within the next fiscal period. The following table is based on the contractual maturity dates of financial assets and the earliest date on which the Company can be required to settle financial liabilities.

	Contractual Maturity Analysis at May 31, 2017				
	Less than 3 Months $	**3 - 12 Months $**	**1 - 5 Years $**	**Over 5 Years $**	**Total $**
Cash	1,812,951	-	-	-	1,812,951
Amounts receivable	2,190	-	-	-	2,190
Investments	5,478,067	-	-	-	5,478,067
Investment in and advances to associated company	-	-	1,323,536	-	1,323,536
Accounts payable and accrued liabilities	(17,799)	-	-	-	(17,799)

	Contractual Maturity Analysis at November 30, 2016				
	Less than 3 Months $	**3 - 12 Months $**	**1 - 5 Years $**	**Over 5 Years $**	**Total $**
Cash	701,987	-	-	-	701,987
Amounts receivable	6,989	-	-	-	6,989
Investments	5,141,954	-	-	-	5,141,954
Investment in and advances to associated company	-	-	999,454	-	999,454
Accounts payable and accrued liabilities	(20,088)	-	-	-	(20,088)

Market Risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates and commodity and equity prices. These fluctuations may be significant.

(a) Interest Rate Risk

The Company is exposed to interest rate risk to the extent that the cash and demand deposits bear floating rates of interest. The interest rate risk on cash and subscription held in trust and on the Company's obligations are not considered significant.

(b) Equity Price Risk

The Company holds investments in publicly traded equity securities. Market prices for equity securities are subject to fluctuation and consequently the amount realized in the subsequent sale of an investment may significantly differ from the reported market value.

(c) Concentration Risk

As at May 31, 2017, $3,206,385 of the Company's portfolio of investments was held in one company. This investment represents 58% of the Company's investment portfolio and poor performance in the market price of this investment could adversely affect the Company's results. See also "Investments".

Capital Management

The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support its investment and resource activities. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business. The Company defines capital that it manages as share capital. The Company will continue to assess new investment and property acquisition opportunities as opportunities arise and if it has adequate financial resources to do so. Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable.

There have been no changes to the Company's approach to capital management during the six months ended May 31, 2017. The Company is not subject to any externally imposed capital requirements.

Changes in Accounting Policies

There are no changes in accounting policies.

Related Party Disclosures

Key management personnel include those persons having authority and responsibility for planning, directing and controlling the activities of the Company as a whole. The Company has determined that key management personnel consists of members of the Company's Board of Directors and executive officers.

(i) During the 2017 and 2016 periods the following compensation amounts were incurred:

	2017 $	**2016 $**
Mr. Dave Doherty, CEO and Director	28,001	22,470
Mr. Nick DeMare, CFO and Director	15,000	15,000
Mr. Frank Taggart, Director (and former CEO)	15,000	39,936
Mr. Marc Cernovitch, Director	15,000	15,000
Mr. Luke Norman, Director	6,000	12,000
	79,001	104,406

As at May 31, 2017, $10,500 (November 30, 2016 - $7,000) remained unpaid.

(ii) During the 2017 period the Company incurred a total of $17,950 (2016 - $25,850) by Chase Management Ltd. ("Chase"), a private corporation owned by Mr. DeMare, for accounting and administration services provided by Chase personnel, excluding Mr. DeMare. As at May 31, 2017, $4,700 (November 30, 2016 - $5,750) remained unpaid.

(iii) During the 2016 period the Company was billed $4,756 by Mr. Taggart for office rent in Panama.

Outstanding Share Data

The Company's authorized share capital is unlimited common shares without par value. As at July 25, 2017 there were 45,912,855 issued and outstanding common shares.