

**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**

February 8, 2018

**3. Press Release**

The press release was released on February 8, 2018 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**

February 8, 2018



**ROCKSHIELD CAPITAL CORP. ANNOUNCES CLOSE OF FIRST TRANCHE OF  
\$1.1 MILLION PRIVATE PLACEMENT**

**Vancouver, British Columbia, February 8, 2018** – Rockshield Capital Corp. (CSE:RKS) (the “Company”) is pleased to announce that it has issued 2,472,999 units (the “Units”) at a price of C\$0.48 per Unit for aggregate gross proceeds of approximately \$1,187,039 for a first closing of a private placement financing.

Each Unit issued in the Offering consists of one common share of the Company (a “Share”) and one-half of one Share purchase warrant (each whole Share purchase warrant, a “Warrant”). Each Warrant is exercisable for one Share until February 8, 2020 at an exercise price of \$0.80.

In connection with the Offering, one finder received a cash finder’s fee of \$67,485.60.

The Units issued in connection with the Offering are subject to a four month hold period expiring June 9, 2018.

The net proceeds of the Offering will be used by the Company to fund ongoing investments and general corporate purposes.

For further information regarding Rockshield, see Rockshield’s disclosure documents on SEDAR at [www.sedar.com](http://www.sedar.com)

**ROCKSHIELD CAPITAL CORP.**

Rockshield Capital 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.

On Behalf of the Board of Directors of Rockshield,

*“Dave Doherty”*

Dave Doherty, President and CEO

For further information contact:

Dan Sorger, Director  
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[www.rockshield.ca](http://www.rockshield.ca)

*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.*

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