Form 45-106F1 Report of Exempt Distribution

IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN THIS REPORT

ITEM 1 - REPORT TYPE							
New report							
Amended report If amended, p	rovide filing date of report that is	s being amended (YYYY-MM-DD)					
ITEM 2 - PARTY CERTIFYING THE REPO	RT						
Indicate the party certifying the report (select only one). For guidance regarding whether an issuer is an investment fund, refer to section 1.1 of National Instrument 81-106 Investment Fund Continuous Disclosure and the companion policy to NI 81-106.							
Investment fund issuer							
☑ Issuer (other than an investment	fund)						
ITEM 3 - ISSUER NAME AND OTHER ID	ENITIEIEDC						
Provide the following information about the issuer,		out the fund					
	shield Capital Corp.						
Previous full legal name	12 months provide most recent provider						
	12 months, provide most recent previous l						
Website www.rockshield.ca (if applicable)							
If the issuer has a legal entity identifier, provide belo Legal entity identifier	ow. Refer to Part B of the Instructions for t	the definition of "legal entity identifier".					
ITEM 4 - UNDERWRITER INFORMATION	I						
If an underwriter is completing the report, provide th	he underwriter's full legal name and firm	National Registration Database (NRD) number.					
Full legal name							
Firm NRD number	(if any	oplicable)					
If the underwriter does not have a firm NRD number, provide the head office contact information of the underwriter.							
Street address							
Municipality	Prov	vince/State					
Country	Postal code	e/Zip code					
Telephone number		Website (if applicable)					

ITEM 5 - ISSUER INFORMATION						
If the issuer is an investment fund, do not complete Item 5. Proceed to Item 6.						
a) Primary industry						
Provide the issuer's North American Industry Classification Standard (NAICS) code (6 digits only) that corresponds to the issuer's primary business activity. For more information on finding the NAICS industry code go to Statistics Canada's NAICS industry search tool.						
NAICS industry code 5 2 3 9 9 0						
If the issuer is in the mining industry , indicate the stage of operations. This does not apply to issuers that provide services to issuers operating in the mining industry. Select the category that best describes the issuer's stage of operations.						
Mortgages Real estate Commerial/business debt Consumer debt Private companies						
b) Number of employees						
Number of employees: 🔽 0 - 49 🗌 50 - 99 🗌 100 - 499 🗌 500 or more						
c) SEDAR profile number						
Does the issuer have a SEDAR profile? No Yes If yes, provide SEDAR profile number 0 0 0 2 6 5 6 7 If the issuer does not have SEDAR profile complete item 5(d) - (h).						
d) Head office address						
Street address Province/State						
Municipality Postal code/Zip code						
Country Telephone number						
e) Date of formation and financial year-end						
Date of formation						
f) Reporting issuer status						
Is the issuer a reporting issuer in any jurisdication of Canada? 🔲 No 🗌 Yes						
If yes, select the jurisdictions of Canada in which the issuer is a reporting issuer.						
g) Public listing status						
If the issuer has a CUSIP number, provide below (first 6 digits only) CUSIP number						
If the issuer is publicly listed, provide the names of all exchanges on which its securities are listed. Include only the names of exchanges for which the issuer						
has applied for and received a listing, which excludes, for example, automated trading systems.						
Exchange name(s):						
h) Size of issuer's assets						
Select the size of the issuer's assets for its most recent financial year-end (Canadian \$). If the issuer has not existed for a full financial year, provide the size of the issuer's assets at the distribution end date.						
\$0 to under \$5M \$5M to under \$25M \$25M to under \$100M						
□ \$100M to under \$500M □ \$500M to under \$1B □ \$1B or over						

ITEM 6 - INVESTMENT FUND ISSUER INFORMATION						
If the issuer is an investi	If the issuer is an investment fund, provide the following information.					
a) Investment fund manager information						
Full legal name						
Firm NRD number	(if applicable)					
If the investment fund man	ager does not have a firm NRD number, provide the head office contact information of the investment fund manager.					
Street address						
Municipality	Province/State					
Country	Postal code/Zip code					
Telephone number	Website (if applicable)					
b) Type of investment	fund					
Type of investment fund that	most accurately identifies the issuer (select only one) .					
Money market	Equity Fixed income					
Balanced	Alternative strategies Other (describe)					
Indicate whether one or both	of the following apply to the investment fund .					
Invests primarily in	other investment fund issuers					
Is a UCITs Fund ¹						
¹ Undertaking for the Collectiv directives that allow collective	re Investment of Transferable Securities funds (UCITs Funds) are investment funds regulated by the European Union (EU) e investment schemes to operate throughout the EU on a passport basis on authorization from one member state.					
	nd financial year-end of the investment fund					
Date of formation Financial year-end						
YYYY MM DD MM DD						
d) Reporting issuer sta	atus of the investment fund					
	orting issuer in any jurisdication of Canada? 🔲 No 🗌 Yes					
If yes, select the jurisdictions of All	of Canada in which the investment fund is a reporting issuer. AB BC MB NL NT					
e) Public listing status	NU ON PE QC SK YT of the investment fund					
	CUSIP number, provide below (first 6 digits only)					
CUSIP number						
If the investment fund is publicly listed, provide the names of all exchanges on which its securities are listed. Include only the names of exchanges for						
which the issuer has applied for and received a listing, which excludes, for example, automated trading systems.						
Exchange name						
f) Net asset value (NAV) of the investment fund						
Select the NAV range of the investment fund as of the date of the most recent NAV calculation (Canadian \$).						
\$0 to under \$5M	S5M to under \$25M \$25M to under \$100M					
\$100M to under \$500						
	YYYY MM DD					

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Select the currency or currencies in which the distribution was made. All dollar amounts provided in the report must be in Canadian dollars.	purchasers resident in that jurisdiction of Canada only. Do not include in Item 7 securities issued as payment of commissions or finder's fees, which								
Canadian dollar US dollar □ Lun ○ Other (describe) D) Distribution date(s) Stars the distribution start and end dates. If the report is being filed for securities distributed an any one distribution date, provide the distribution date provide the distribution period covered by the report. Start date 2018 02 06 VYY MM 02 06 U Disclose 04 04 04 U Disclose 04 04 04 U Disclose 04 04 04 04 04 U Disclose 04 04 04	a) Currency								
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f) Summary of the distribution by jurisdiction and exemption State the total dollar amount of securities distributed and the number of purchasers for each jurisdiction of Canada and foreign jurisdiction where a purchaser resides and for each exemption relied on in Canada for that distribution. However, if an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include distributions to purchaser resides, (i) each purchaser resides, (i) each jurisdiction of Canada, and (iii) each exemption relied on in the jurisdiction where a purchaser resides, if a purchaser resides in a jurisdiction of Canada, and (iii) each exemption relied on in Canada, if a purchaser resides in a foreign jurisdiction. For jurisdictions within Canada, state the province or territory, otherwise state the country. Province or country Exemption relied on investor] Australia NI 45-106 2.3 [Accredited investor] Number of Ontario NI 45-106 2.3 [Accredited investor] Number of NI 45-106 2.5 [Family, friends and business 1 Ontario NI 45-106 2.5 [Family, friends and business Québec NI 45-106 2.3 [Accredited investor]	code security code		(YYYY	- MM-DD)	ratio	Descri	ibe other items (if	applicable)	
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countryExemption relied onpurchasersTotal amount (Canadian s)AustraliaNI 45-106 2.3 [Accredited investor]1240,000.00British ColumbiaNI 45-106 2.3 [Accredited investor]13440,480.16OntarioNI 45-106 2.3 [Accredited investor]119,999.68OntarioNI 45-106 2.5 [Family, friends and business associates]119,999.68QuébecNI 45-106 2.3 [Accredited investor]124,960.00	For jurisdictions within Canada, state the province or territory, otherwise state the country.							_	
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OntarioNI 45-106 2.5 [Family, friends and business associates]119,999.68QuébecNI 45-106 2.3 [Accredited investor]124,960.00	British Columbia	NI 45-106 2.3 [Accredit	NI 45-106 2.3 [Accredited investor]			13		440,480.1	6
Ontario associates] Québec NI 45-106 2.3 [Accredited investor]	Ontario	NI 45-106 2.3 [Accredit	NI 45-106 2.3 [Accredited investor]			1		19,999.6	8
	Ontario					1		19,999.6	8
Chile NI 45-106 2.3 [Accredited investor] 2 417,600.00	Québec	NI 45-106 2.3 [Accredit	ted inve	estor]		1		24,960.0	0
	Chile	NI 45-106 2.3 [Accredit	ted inve	estor]		2		417,600.0	0

Monaco	NI 45-106 2.3 [Accredited investor]	1	24,000.00		
	Total dollar amount of securities distributed				
a calculating the total number of unique nurchasers to which the issuer distributed securities, count each nurchaser only once, regardless of whether					

²In calculating the total number of unique purchasers to which the issuer distributed securities, count each purchaser only once, regardless of whether the issuer distributed multiple types of securities to, and relied on multiple exemptions for, that purchaser.

g) Net proceeds to the investment fund by jurisdiction

If the issuer is an investment fund, provide the net proceeds to the investment fund for each jurisdiction of Canada and foreign jurisdiction where a purchaser resides.³ If an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include net proceeds for that jurisdiction of Canada only. For jurisdictions within Canada, state the province or territory, otherwise state the country.

Province or country	Net proceeds (Canadian \$)
Total net proceeds to the investment fund	

³"Net proceeds" means the gross proceeds realized in the jurisdiction from the distributions for which the report is being filed, less the gross redemptions that occurred during the distribution period covered by the report.

h) Offering materials - This section applies only in Saskatchewan, Ontario, Québec, New Brunswick and Nova Scotia.

If a distribution has occurred in Saskatchewan, Ontario, Québec, New Brunswick or Nova Scotia, complete the table below by listing the offering materials that are required under the prospectus exemption relied on to be filed with or delivered to the securities regulatory authority or regulator in those jurisdictions.

In Ontario, if the offering materials listed in the table are required to be filed with or delivered to the Ontario Securities Commission (OSC), attach an electronic version of the offering materials that have not been previously filed with or delivered to the OSC.

Description	Date of document or other material (YYYY-MM-DD)	Previously filed with or delivered to regulator? (Y/N)	Date previously filed or delivered (YYYY-MM-DD)	

ITEM 8 - COMPENSATIO	N INFORMATION					
	Provide information for each person (as defined in NI 45-106) to whom the issuer directly provides, or will provide, any compensation in connection with the distribution. Complete additional copies of this page if more than one person was, or will be, compensated.					
Indicate whether any compense	ation was paid, or will be paid, in connection with the distribution.					
🗌 No 🗹 Yes	If yes, indicate number of persons compensated.					
a) Name of person comp	ensated and registration status					
Indicate whether the persor	n compensated is a registrant. 🔲 No 🗹 Yes					
If the person compensated is a	an individual, provide the name of the individual.					
Full legal name of indiv	idual					
	Family name First given name Secondary given names					
If the person compensated is	not an individual, provide the following information.					
Full legal name	of non-individual Canaccord Genuity Corp.					
Fi	rm NRD number 9 0 0 (if applicable)					
Indicate whether the person	compensated facilitated the distribution through a funding portal or an internet-based portal. Ves					
b) Business contact infor						
If a firm NRD number is not p	rovided in Item 8 (a), provide the business contact information of the person being compensated.					
Street address						
Municipality	Province/State					
Country	Postal code/Zip code					
Email address	Telephone number					
c) Relationship to issuer or investment fund manager						
Indicate the person's relations	hip with the issuer or investment fund manager (select all that apply). Refer to the meaning of "connected" in Part e meaning of "control" in section 1.4 of NI 45-106 for the purposes of completing this section.					
Connect with the issue	er or investment fund manager Insider of the issuer (other than an investment fund)					
Director or officer of th	ne investment fund or investment fund manager Employee of the issuer or investment fund manager					
None of the above						
d) Compensation details						
Canadian dollars. Include cash services incidental to the distri	ation paid, or to be paid, to the person identified in Item 8(a) in connection with the distribution. Provide all amounts in commissions, securities-based compensation, gifts, discounts or other compensation. Do not report payments for bution, such as clerical, printing, legal or accounting services. An issuer is not required to ask for details about, or report ements with the directors, officers or employees of a non-individual compensated by the issuer.					
Cash commissions pa	id 67,485.60 Security code 1 Security code 2 Security code 3					
Value of all securitie distributed a compensation	s s					
Describe te	erms of warrants, options or other rights					
Other compensation	n ⁵ Describe					
Total compensation pa	id 67,485.60					
Check box if the per	rson will or may receive any deferred compensation (describe the terms below)					
	e of all securities distributed as compensation, <u>excluding</u> options, warrants or other rights exercisable to acquire suer. Indicate the security codes for all securities distributed as compensation, <u>including</u> options, warrants or other					
	additional securities of the issuer.					

⁵Do not include deferred compensation.

TEM 9 - DIRECTORS, EXECUTIVE OFFICERS AND PROMOTERS OF THE ISSUER								
If the issuer is an investment fund,	do not complete It	em 9. Procced to	o Item 10.					
Indicate whether the issuer is any of th	e following (select o	all that apply).						
Reporting issuer in any jurisdie	ction of Canada							
Foreign public issuer								
Wholly owned subsidiary of a	reporting issuer in a	any jurisdiction of	f Canada ⁶					
Provide name	of reporting issuer							
Wholly owned subsidiary of a	oreign public issue	r ⁶						
Provide name of fo	reign public issuer							
Issuer distributing eligible fore	gn securities only t	o permitted clien	ts ⁷					
If the issuer is at least one of the al	oove, do not comp	lete Item 9(a) –	(c). Proceed to Ite	<i>m 10</i> .				
⁶ An issuer is a wholly owned subsidiar securities that are required by law to b ⁷ Check this box if it applies to the curre clients. Refer to the definitions of "eligi	e owned by its direc ent distribution even ble foreign security	ctors, are benefic n if the issuer ma " and "permitted of	ially owned by the de previous distrib client" in Part B(1)	reporting issuer utions of other ty	or the foreign pes of securit	public	c issuer, respec	
If the issuer is none of the ab			ltem 9(a) - (c).					
a) Directors, executive officers a	and promoters of	the issuer						
Provide the following information for territory; otherwise state the country.						a, state	e the province o	or
Organization or company name	Organization or company nameFamily nameFirst given nameSecondary given nameBusiness location of non-individual or residentail jurisdiction of individualRelationship to issuer (select all that apply)							
				Province o	r country	D	O P	
b) Promoter information								
If the promoter listed above is not an individual, provide the following information for each director and executive officer of the promoter. For locations within Canada, state the province or territory; otherwise state the country. For "Relationship to promoter", "D" – Director, "O" – Executive Officer.								
Organization or company name Family name First given name Secondary given names Residential jurisdiction of individual Relationship to promoter (select one or both if applicable)								
				Province or country	D		0	
c) Residential address of each individual								

Complete Schedule 2 of this form providing the full residential address for each individual listed in Item 9(a) and (b) and attach to the completed report. Schedule 2 also requires information to be provided about control persons.

ITEM 10 - CERTIFICATION

Provide the following certification and business contact information of an officer or director of the issuer or underwriter. If the issuer or underwriter is not a company, an individual who performs functions similar to that of a director or officer may certify the report. For example, if the issuer is a trust, the report may be certified by the issuer's trustee. If the issuer is an investment fund, a director or officer of the investment fund manager (or, if the investment fund manager is not a company, an individual who performs similar functions) may certify the report if the director or officer has been authorized to do so by the investment fund.

The certification may not be delegated to an agent or other individual preparing the report on behalf of the issuer or underwriter. If the individual completing and filing the report is different from the individual certifying the report, provide their name and contact details in Item 11.

The signature on the report must be in typed form rather than handwritten form. The report may include an electronic signature provided the name of the signatory is also in typed form.

IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN THIS REPORT

By completing the information below, I certify to the securities regulatory authority or regulator that:

- I have read and understand this report; and
- all of the information provided in this report is true.

Full legal name DeMare		Nick		
	Family name	First given name	Secondary give	en names
Title	Chief Financial Officer			
Name of issuer/underwriter/ investment fund manager	Rockshield Capital Corp.			
Telephone number	6046859316	Email address ndema	are@chasemgt.co	om
Signature	"Nick DeMare"	Date 201	8 02	14
		YYY	Y MM	DD

ITEM 11- CONTACT PERSON

Provide the following business contact information for the individual that the securities regulatory authority or regulator may contact with any questions regarding the contents of this report, if different than the individual certifying the report in Item 10.

Same as individual certifying the report

Full legal name				Title
	Family name	First given name	Secondary given names	
Name of company				
Telephone number		E	mail address	

Notice - Collection and use of personal information

The personal information required under this form is collected on behalf of and used by the securities regulatory authority or regulator under the authority granted in securities legislation for the purposes of the administration and enforcement of the securities legislation.

If you have any questions about the collection and use of this information, contact the securities regulatory authority or regulator in the local jurisdiction(s) where the report is filed, at the address(es) listed at the end of this form.

The attached Schedules 1 and 2 may contain personal information of individuals and details of the distribution(s). The information in Schedules 1 and 2 will not be placed on the public file of any securities regulatory authority or regulator. However, freedom of information legislation may require the securities regulatory authority or regulator to make this information available if requested.

By signing this report, the issuer/underwriter confirms that each individual listed in Schedule 1 or 2 of the report who is resident in a jurisdiction of Canada:

- a) has been notified by the issuer/underwriter of the delivery to the securities regulatory authority or regulator of the information pertaining to the individual as set out in Schedules 1 or 2, that this information is being collected by the securities regulatory authority or regulator under the authority granted in securities legislation, that this information is being collected for the purposes of the administration and enforcement of the securities legislation of the local jurisdiction, and of the title, business address and business telephone number of the public official in the local jurisdiction, as set out in this form, who can answer questions about the security regulatory authority's or regulator's indirect collection of the information, and
- b) has authorized the indirect collection of the information by the securities regulatory authority or regulator.