

ROCKSHIELD CAPITAL CORP.

**Suite 1305, 1090 West Georgia Street
Vancouver, British Columbia V6E 3V7
Tel: (604) 315-1237
Fax: (604) 683-1585
website: www.rockshield.ca**

March 1, 2018

**Re: Special Meeting of Shareholders of Rockshield Capital Corp.
to be held on April 17, 2018 (the “Meeting”)**

I, David Doherty, President and Chief Executive Officer of Rockshield Capital Corp. (the “Company”), hereby certify that:

- (a) arrangements have been made to have proxy related materials for the Meeting sent in compliance with National Instrument 54-101 (the “Instrument”), to all beneficial owners at least 21 days before the date fixed for the Meeting;
- (b) arrangements have been made to carry out all of the requirements of the Instrument in addition to those described in subparagraph (a); and
- (c) the Company is relying on section 2.20 of the Instrument to abridge the time prescribed in subsections 2.1(b), 2.2(1) and 2.5(1) of the Instrument.

Rockshield Capital Corp.

Per:

/s/ “David Doherty”

David Doherty,
President and Chief Executive Officer