

ROCKSHIELD CAPITAL CORP.
(the “Company”)

**Suite 1305, 1090 West Georgia Street
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NOTICE OF SPECIAL MEETING OF SHAREHOLDERS

The special meeting of Shareholders of **Rockshield Capital Corp.** (the “Company” or “**Rockshield**”) will be held at Suite 1500 – 1055 West Georgia Street, Vancouver, British Columbia, Canada, on Tuesday, April 17, 2018 at 10:00 a.m. (Pacific Time) (the “**Meeting**”) for the following purposes:

1. pursuant to an order (the “**Interim Order**”) dated March 16, 2018 of the British Columbia Supreme Court to consider and, if thought fit, to pass a special resolution (the “**Arrangement Resolution**”) to approve an arrangement (the “**Arrangement**”) by the Company under sections 288 to 291, inclusive, of the *Business Corporations Act* (British Columbia) (the “**Act**”) involving the Company, Rockshield Acquisition Corp. (“**AcquiCo**”) and Rockshield Opportunities Corp. (“**OppCo**”), and the full text of the Arrangement Resolution is set out in Schedule A hereto, and the Arrangement is more particularly described in, the Management Information Circular (the “**Circular**”) accompanying this Notice of Special Meeting (the “**Notice**”);
2. to consider, and if thought fit, to pass, with or without variation, an ordinary resolution to approve an alteration to the Articles of the Company, as described in the Circular (the “**Articles Amendment Resolution**”). The Articles Amendment Resolution is more particularly described in the Circular, and will be in substantially the form set out in Schedule F to the Circular with the text of the amendment which will be effected upon alteration of the Articles set out in Schedule G to the Circular; and
3. To consider other matters, including without limitation such amendments or variations to the foregoing resolution, as may properly come before the Meeting or any adjournment thereof.

The Circular has been prepared for the Meeting as a supplement to the Notice. The Circular contains details of matters to be considered at the Meeting. The texts of the Arrangement Resolution and the agreement in respect of the Arrangement are set forth in Schedules A and B, respectively, to the Circular.

AND TAKE NOTICE that Rockshield Shareholders who validly dissent from the Arrangement will be entitled to be paid the fair value of their Rockshield Shares subject to strict compliance with the provisions of the Interim Order (attached as Schedule C to the Circular), the Plan of Arrangement and sections 237 to 247 of the Act. The dissent rights are described in Schedule E to the Circular. Failure to strictly comply with the requirements set forth in the Plan of Arrangement sections 237 to 247 of the Act may result in the loss of any right of dissent.

The Circular provides additional information relating to the matters to be dealt with at the Meeting and is deemed to form part of this Notice. In addition to the Notice and the Circular is a form of proxy (the “**Proxy**”) for use at the Meeting. Any adjourned meeting resulting from an adjournment of the Meeting will be held at a time and place to be specified at the Meeting.

No other matters are contemplated, however any permitted amendment to or variation of any matter identified in this Notice may properly be considered at the Meeting. The Meeting may also consider the transaction of such other business as may properly come before the Meeting or any adjournment thereof.

The Board of Directors (the “**Board**”) of the Company has fixed March 13, 2018 as the record date for determining the shareholders who are entitled to receive notice of and to vote at the Meeting. Only holders of

record of Common Shares of the Company (“**Rockshield Shareholders**”) at the close of business on March 13, 2018 will be entitled to receive notice of and to vote at the Meeting or any adjournment thereof.

The Circular contains details of matters to be considered at the Meeting. **Please review the Circular before voting.**

Registered Rockshield Shareholders who are unable to attend the Meeting in person and who wish to ensure that their Common Shares will be voted at the Meeting are requested to complete, date and sign the enclosed Proxy, or another suitable form of proxy and deliver it in accordance with the instructions set out in the Proxy and in the Circular.

Beneficial (non-registered) Rockshield Shareholders who plan to attend the Meeting must follow the instructions set out in the Proxy or voting instruction form and in the Circular to ensure that their Common Shares will be voted at the Meeting. If you hold your Common Shares in a brokerage account you are a beneficial (non-registered) shareholder.

To be effective, the Proxy, or another suitable form of proxy, must be duly completed and signed and then deposited with either the Company or the Company’s registrar and transfer agent, Computershare Trust Company of Canada, at the 8th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1, by fax within North America at 1-866-249-7775, outside North America at 1-416-263-9524, or voted via telephone or internet (online) as specified in the Proxy, no later than 10:00 a.m. on April 13, 2018.

DATED at Vancouver, British Columbia, March 19, 2018.

BY ORDER OF THE BOARD OF DIRECTORS

“David J. Doherty”

David J. Doherty
President and Chief Executive Officer