



ROCKSHIELD CAPITAL ANNOUNCES PROPOSED SPINOUTS AND SPECIAL MEETING OF SHAREHOLDERS

Vancouver, British Columbia, March 28, 2018 – Rockshield Capital Corp. (CSE:RKS), (US: RKSCF), (FSE: 6BC) (the “Company” or “Rockshield”) is pleased to announce that, pursuant to the terms of an arrangement agreement dated March 13, 2018 (the “Arrangement Agreement”), among the Company, Rockshield Acquisition Corp. (“AcquiCo”) and Rockshield Opportunities Corp. (“OppCo”), both private British Columbia companies, Rockshield is proposing to complete a corporate reorganization in the form of an arrangement (the “Arrangement”) under the *Business Corporations Act* (British Columbia).

Pursuant to the Arrangement, the Company will spin out a portion of its interest in Plus Products Holdings Inc. (“Plus Products”), a medical cannabis company (or a company in the Cannabis sector), to AcquiCo, and a portion of its interest in Helius Medical Technologies Inc. (“Helius Medical”), a medical device company (a company in the life sciences industry), to OppCo, and will distribute the AcquiCo Shares (as defined below) and OppCo Shares (as defined below), respectively, to the Company’s shareholders. As a result of the Arrangement, each Rockshield shareholder will hold one Rockshield share and its pro-rata share of the common shares of AcquiCo and OppCo to be distributed under the Arrangement for each Rockshield share held as of April 4, 2018. Pursuant to the terms of the Arrangement Agreement, the Company will transfer 130,000 common shares in the capital of Plus Products (the “AcquiCo Assets”) to AcquiCo in exchange for 3,000,000 common shares in the capital of AcquiCo (the “AcquiCo Shares”) and will transfer 13,000 common shares in the capital of Helius Medical (the “OppCo Assets” and, together with the AcquiCo Assets, the “Assets”) to OppCo in exchange for 3,000,000 common shares in the capital of OppCo (the “OppCo Shares”).

In order to effect the proposed spin-out, the Company will enter into asset purchase agreements with each of AcquiCo and OppCo. The terms and conditions of such asset purchase agreements have not been finalized and the sale of the Assets will be subject to completion of the Arrangement. It should be noted that the Company’s Information Circular dated March 19, 2018 contains an error on page 16, where it is stated that in addition to the transfer of the AcquiCo Assets and OppCo Assets, the Company will transfer \$500,000 in cash to each of AcquiCo and OppCo. This disclosure was made in error as no cash is being transferred as part of this transaction.

It is also anticipated that completion of the Arrangement will be subject to standard closing conditions, including requisite corporate and regulatory approvals, financing and due diligence. The Company has scheduled a special meeting of its shareholders for April 17, 2018, where shareholders of the Company as of March 13, 2018 (the “Record Date”) will be asked to approve the Arrangement by a special resolution, which, to be passed, requires affirmative votes of at least a two-thirds majority of the votes cast thereon, either in person or by proxy.

Following completion of the Arrangement, the Company will continue to carry on its primary business activities and will continue to diversify its investment portfolio. The Rockshield shares will continue to be listed on the CSE. Each Rockshield shareholder will continue to be a shareholder of the Company. Each Rockshield shareholder as of April 4, 2018 (the “**Share Distribution Record Date**”) will also receive, for each Rockshield share held, one AcquiCo share multiplied by 0.0653 (subject to certain adjustments, as set out in the Arrangement Agreement) and one OppCo share, multiplied by 0.0653 (subject to certain adjustments, as set out in the Arrangement Agreement).

Subsequent to completion of the Arrangement, it is intended that each of AcquiCo and OppCo will apply to become a reporting issuer. Rockshield shareholders as of the Share Distribution Record Date will hold, via their interest in AcquiCo and OppCo, all of Rockshield’s interest in the AcquiCo Assets and OppCo Assets.

For further information regarding Rockshield, see Rockshield’s disclosure documents on SEDAR at 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

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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.

Some of the statements contained in this news release are forward-looking statements and information within the meaning of applicable securities laws. Forward-looking statements and information can be identified by the use of words such as “plans”, “expects”, “expected”, “intends”, “is expected”, “potential”, “suggests” or variations of such words or phrases, or statements that certain actions, events or results “may”, “could”, “should”, “would”, “might” or “will” be taken, occur or be achieved.

Forward-looking statements include, without limitation, statements regarding the completion of the Arrangement and other forward-looking statements that are not facts. Forward-looking statements are based on a number of assumptions and estimates that, while considered reasonable by management based on the business and markets in which the Company operates, are inherently subject to important risks and uncertainties, including, without limitation, Canadian Securities Exchange approval, the satisfaction or

waiver of the conditions set out in the Arrangement Agreement, and changes in applicable laws or regulations, which could cause actual results to differ materially from future results expressed, projected or implied by the forward-looking statements.

Although the Company has attempted to identify important factors that could cause actual results, performance or achievements to differ materially from those contained in the forward-looking statements, there can be other factors that cause results, performance or achievements not to be as anticipated, estimated or intended. There can be no assurance that such information will prove to be accurate or that management's expectations or estimates of future developments, circumstances or results will materialize.

Accordingly, readers should not place undue reliance on forward-looking statements. The Company disclaims any intention or obligation to update or revise such information, except as required by applicable law, and the Company does not assume any liability for disclosure relating to any other company herein.