

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

April 27, 2018

3. Press Release

The press release was released on April 27, 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

May 1, 2018



ROCKSHIELD RECEIVES SHAREHOLDER AND COURT APPROVAL OF SPIN-OUT TRANSACTION

Vancouver, British Columbia, April 27, 2018 – Rockshield Capital Corp. (CSE:RKS), (US: RKSCF), (FSE: 6BC) (the “Company” or “Rockshield”) is pleased to announce that its shareholders (the “Shareholders”) have voted at its special meeting of Shareholders held on April 17, 2018 (the “Meeting”) to approve the previously announced arrangement (the “Arrangement”) pursuant to an arrangement agreement dated March 13, 2018 among the Company, Rockshield Acquisition Corp. (“AcquiCo”) and Rockshield Opportunities Corp. (“OppCo”).

Additionally, on April 19, 2018, Rockshield obtained the final order of the Supreme Court of British Columbia approving the Arrangement. The Company anticipates that the Arrangement will close in early May, 2018. Pursuant to the Arrangement, each Shareholder will receive such number of common shares in the capital of AcquiCo and OppCo equal to the number of Rockshield shares held by such Shareholder on April 4, 2018 (the “Share Distribution Record Date”) multiplied by 0.0653. DRS Registration statements representing an appropriate number of AcquiCo and OppCo shares will be sent to all Shareholders as of the Share Distribution Record Date, which is expected to occur no more than five business days after the date of closing.

For more information on the matters voted on at the Meeting and for details of the Arrangement, please see Rockshield’s management information circular dated March 19, 2018 and subsequent press release dated March 28, 2018, which have been filed on Rockshield’s profile 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

1305 - 1090 West Georgia Street, Vancouver BC, V6E 3V7
T: 604.315.1237 F: 604.683.1585
W: www.rockshield.ca



For further information contact:

Dan Sorger, Director
dan@rockshield.ca
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.

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.

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