FORM 5

QUARTERLY LISTING STATEMENT

Name of Listed Issuer: **ROCKSHIELD CAPITAL CORP.** (the Issuer").

Trading Symbol: **RKS**

This Quarterly Listing Statement must be posted on or before the day on which the Issuer's unaudited interim financial statements are to be filed under the *Securities* Act, or, if no interim statements are required to be filed for the quarter, within 60 days of the end of the Issuer's first, second and third fiscal quarters. This statement is not intended to replace the Issuer's obligation to separately report material information forthwith upon the information becoming known to management or to post the forms required by the Exchange Policies. If material information became known and was reported during the preceding quarter to which this statement relates, management is encouraged to also make reference in this statement to the material information, the news release date and the posting date on the Exchange website.

General Instructions

(a) Prepare this Quarterly Listing Statement using the format set out below. The sequence of questions must not be altered nor should questions be omitted or left unanswered. The answers to the following items must be in narrative form. When the answer to any item is negative or not applicable to the Issuer, state it in a sentence. The title to each item must precede the answer.

(b) The term "Issuer" includes the Listed Issuer and any of its subsidiaries.

(c) Terms used and not defined in this form are defined or interpreted in Policy 1 – Interpretation and General Provisions.

There are three schedules which must be attached to this report as follows:

SCHEDULE A: FINANCIAL STATEMENTS

Financial statements for the interim period ended August 31, 2019 are attached as Schedule A.

Financial statements are required as follows:

For the first, second and third financial quarters interim financial statements prepared in accordance with the requirements under Ontario securities law must be attached.

If the Issuer is exempt from filing certain interim financial statements, give the date of the exempting order.

SCHEDULE B: SUPPLEMENTARY INFORMATION

The supplementary information set out below must be provided when not included in Schedule A.

1. Related party transactions

All related party transactions have been disclosed in the Issuer's financial statements and MD&A for the interim period ended August 31, 2019. (Note 8.)

Provide disclosure of all transactions with a Related Person, including those previously disclosed on Form 10. Include in the disclosure the following information about the transactions with Related Persons:

(a) A description of the relationship between the transacting parties. Be as precise as possible in this description of the relationship. Terms such as affiliate, associate or related company without further clarifying details are not sufficient.
(b) A description of the transaction(s), including those for which no amount has been recorded.
(c) The recorded amount of the transactions classified by financial statement category.
(d) The amounts due to or from Related Persons and the terms and conditions relating thereto.
(e) Contractual obligations with Related Persons, separate from other contractual obligations.
(f) Contingencies involving Related Persons, separate from other contingencies.

2. Summary of securities issued and options granted during the period.

All securities issued and options granted by the Issuer have been disclosed in the Issuer's financial statement notes for the interim period ended August 31, 2019. (Note 7)

Provide the following information for the period beginning on the date of the last Listing Statement (Form 2A):

(a) summary of securities issued during the period,

Date of Issue	Type of Security (common shares, convertible debentures, etc.)	Type of Issue (private placement, public offering, exercise of warrants, etc.)	Number	Price	Total Proceeds	Type of Consideration (cash, property, etc.)	Describe relationship of Person with Issuer (indicate if Related Person)	Commission Paid

(b) summary of options granted during the period,

Date	Number	Name of Optionee if Related Person and relationship	Generic description of other Optionees	Exercise Price	Expiry Date	Market Price on date of Grant

3. Summary of securities as at the end of the reporting period.

A summary of securities has been provided in the financial statements for the interim period ended August 31, 2019. (on Page 5 and Note 7)

Provide the following information in tabular format as at the end of the reporting period:

(a) description of authorized share capital including number of shares for each class, dividend rates on preferred shares and whether or not cumulative, redemption and conversion provisions,

(b) number and recorded value for shares issued and outstanding,

(c) description of options, warrants and convertible securities outstanding, including number or amount, exercise or conversion price and expiry date, and any recorded value, and

(d) number of shares in each class of shares subject to escrow or pooling agreements or any other restriction on transfer.

4. List the names of the directors and officers, with an indication of the position(s) held, as at the date this report is signed and filed.

Dave Doherty	Director / CEO / President
Nick DeMare	Director / CFO / Corporate Secretary
Marc Cernovitch	Director
Daniel Sorger	Director

SCHEDULE C: MANAGEMENT DISCUSSION AND ANALYSIS

Provide Interim MD&A if required by applicable securities legislation.

MD&A for the interim period ended August 31, 2019 is attached as Schedule C.

Certificate Of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Quarterly Listing Statement.

2. As of the date hereof there is no material information concerning the Issuer which has not been publicly disclosed.

3. The undersigned hereby certifies to the Exchange that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in CNSX Policy 1).

4. All of the information in this Form 5 Quarterly Listing Statement is true.

Dated October 23, 2019

Nick DeMare
Name of Director or Senior Officer

"*Nick DeMare*"
Signature

CFO
Official Capacity

Issuer Details Name of Issuer **ROCKSHIELD CAPITAL CORP**.	For Quarter Ended **August 31, 2019**	Date of Report YY/MM/D **October 23, 2019**
Issuer Address **#1305 - 1090 West Georgia Street**		
City/Province/Postal Code **Vancouver, BC V6E 3V7**	Issuer Fax No. ( ) **604-683-1585**	Issuer Telephone No. ( ) **604-685-9316**
Contact Name **Nick DeMare**	Contact Position **CFO**	Contact Telephone No. **604-685-9316**
Contact Email Address **ndemare@chasemgt.com**	Web Site Address www.rockshield.ca	

Schedule "A"

Financial Statements

CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

FOR THE NINE MONTHS ENDED AUGUST 31, 2019

(inserted as following pages)

ROCKSHIELD CAPITAL CORP.

CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
FOR THE NINE MONTHS ENDED
AUGUST 31, 2019

(Unaudited - Expressed in Canadian Dollars)

NOTICE OF NO AUDITOR REVIEW OF
CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

In accordance with National Instrument 51-102 Part 4, subsection 4.3(3)(a), if an auditor has not performed a review of these condensed consolidated interim financial statements they must be accompanied by a notice indicating that the condensed consolidated interim financial statements have not been reviewed by an auditor.

The accompanying unaudited condensed consolidated interim financial statements of the Company have been prepared by and are the responsibility of the Company's management.

The Company's auditors have not performed a review of these condensed consolidated interim financial statements in accordance with the standards established by the Chartered Professional Accountants of Canada for a review of interim financial statements by an entity's auditor.

ROCKSHIELD CAPITAL CORP.

CONDENSED CONSOLIDATED INTERIM STATEMENTS OF FINANCIAL POSITION

(Unaudited - Expressed in Canadian Dollars)

	Note	August 31, 2019 $	November 30, 2018 $
ASSETS			
Current assets			
Cash		3,720,422	2,278,777
Amounts receivable	8(b)	27,500	97,410
Prepaid expenses		7,046	13,667
Investments	5	3,205,009	8,429,047
Total current assets		6,959,977	10,818,901
Non-current assets			
Investment in and advances to REWP	6	1	1
Total non-current assets		1	1
TOTAL ASSETS		6,959,978	10,818,902
LIABILITIES			
Current liabilities			
Accounts payable and accrued liabilities		22,124	8,513
TOTAL LIABILITIES		22,124	8,513
SHAREHOLDERS' EQUITY			
Share capital	7	24,898,109	26,003,283
Share-based payments reserve		4,065,338	3,900,933
Deficit		(22,025,593)	(19,093,827)
TOTAL SHAREHOLDERS' EQUITY		6,937,854	10,810,389
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY		6,959,978	10,818,902

Nature of Operations - Note 1

These condensed consolidated interim financial statements were approved for issue by the Board of Directors on October 23, 2019 and are signed on its behalf by:

*/s/ **Dave Doherty***	*/s/ **Nick DeMare***
Dave Doherty	Nick DeMare
Director	Director

The accompanying notes are an integral part of these condensed consolidated interim financial statements.

ROCKSHIELD CAPITAL CORP.
CONDENSED CONSOLIDATED INTERIM STATEMENTS OF NET INCOME (LOSS) AND COMPREHENSIVE INCOME (LOSS)
(Unaudited - Expressed in Canadian Dollars)

	Note	Three Months Ended August 31, 2019 $	Three Months Ended August 31, 2018 $	Nine Months Ended August 31, 2019 $	Nine Months Ended August 31, 2018 $
Expenses					
Accounting and administration	8(a)	7,800	8,100	37,450	37,700
Audit		-	-	27,836	28,050
Corporate development		2,525	6,214	2,525	24,273
Director and officer compensation	8(a)	27,654	27,255	129,954	81,416
Insurance		2,917	3,213	11,667	8,463
Legal		-	18,995	-	31,831
Office		1,294	4,580	4,080	12,649
Professional fees		3,575	-	8,250	-
Regulatory		2,450	1,950	9,423	10,751
Share-based compensation	7(e)	47,468	105,110	164,405	271,916
Shareholder costs		135	3,651	2,597	15,097
Transfer agent		3,062	930	4,390	10,303
Travel		4,673	2,013	16,183	2,860
Website		660	630	1,980	12,840
		104,213	182,641	420,740	548,149
Loss before other items		(104,213)	(182,641)	(420,740)	(548,149)
Other items					
Realized gain on sale of investments	5	797,562	30,927	1,473,467	439,100
Unrealized (loss) gain on investments	5	(1,740,868)	(535,653)	(5,142,792)	962,010
Gain on spin-out of investments	4	-	181,862	-	181,862
Impairment provision in associated company	6	-	-	-	(179,207)
Interest income		10,244	4,155	25,043	10,581
Other income	8(b)	27,000	-	207,000	-
Foreign exchange		(815)	(2,059)	1,709	578
		(906,877)	(320,768)	(3,435,573)	1,414,924
Net (loss) income and comprehensive (loss) income for the period		(1,011,090)	(503,409)	(3,856,313)	866,775
(Loss) income per share - basic and diluted		$(0.02)	$(0.01)	$(0.08)	$0.02
Weighted average number of common shares outstanding - basic and diluted		46,054,021	48,385,584	46,538,550	47,790,502

The accompanying notes are an integral part of these condensed consolidated interim financial statements.

ROCKSHIELD CAPITAL CORP.
CONDENSED CONSOLIDATED INTERIM STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY
(Unaudited - Expressed in Canadian Dollars)

	Nine Months Ended August 31, 2019				
	Share Capital				
	Number of Shares	Amount $	Share-Based Payments Reserve $	Deficit $	Total Equity $
Balance at November 30, 2018	47,680,854	26,003,283	3,900,933	(19,093,827)	10,810,389
Repurchase of common shares	(2,026,500)	(1,105,174)	-	924,547	(180,627)
Share-based compensation	-	-	164,405	-	164,405
Net loss for the period	-	-	-	(3,856,313)	(3,856,313)
Balance at August 31, 2019	45,654,354	24,898,109	4,065,338	(22,025,593)	6,937,854

	Nine Months Ended August 31, 2018				
	Share Capital				
	Number of Shares	Amount $	Share-Based Payments Reserve $	Deficit $	Total Equity $
Balance at November 30, 2017	45,912,855	25,269,145	3,525,049	(20,129,368)	8,664,826
Common shares issued for cash:					
- private placement	2,472,999	1,187,040	-	-	1,187,040
Share issue costs	-	(68,422)	-	-	(68,422)
Share-based compensation	-	-	271,916	-	271,916
Distribution to shareholders per Arrangement	-	-	-	(379,600)	(379,600)
Net income for the period	-	-	-	866,775	866,775
Balance at August 31, 2018	48,385,854	26,387,763	3,796,965	(19,642,193)	10,542,535

The accompanying notes are an integral part of these condensed consolidated interim financial statements.

ROCKSHIELD CAPITAL CORP.

CONDENSED CONSOLIDATED INTERIM STATEMENTS OF CASH FLOWS

(Unaudited - Expressed in Canadian Dollars)

	Nine Months Ended August 31	
	2019	2018
	$	$
Operating activities		
Net (loss) income for the period	(3,856,313)	866,775
Adjustments for:		
Realized gain on sale of investments	(1,473,467)	(439,100)
Unrealized loss (gain) on investments held	5,142,792	(962,010)
Gain on spin-out of investments	-	(181,862)
Impairment provision	-	179,207
Share-based compensation	164,405	271,916
Changes in non-cash working capital items:		
Amounts receivable	69,910	(8,220)
GST receivable	-	(5,072)
Prepaid expenses	6,621	(12,792)
Accounts payable and accrued liabilities	13,611	(51,961)
Net cash provided by (used in) operating activities	67,559	(343,119)
Investing activities		
Proceeds from sale of investments	3,417,610	2,632,481
Investment purchases	(1,862,897)	(2,812,449)
Advances to associated company	-	(179,207)
Net cash provided by (used in) provided by investing activities	1,554,713	(359,175)
Financing activities		
Issuance of common shares	-	1,187,040
Share issue costs	-	(68,422)
Repurchase of common shares	(180,627)	-
Net cash (used in) provided by financing activities	(180,627)	1,118,618
Net change in cash	1,441,645	416,324
Cash at beginning of period	2,278,777	802,973
Cash at end of period	3,720,422	1,219,297

The accompanying notes are an integral part of these condensed consolidated interim financial statements.

(Unaudited - Expressed in Canadian Dollars)

1. Nature of Operations

Rockshield Capital Corp. (the "Company") is a publicly-traded Canadian based venture capital firm focused on investments in early stage companies with high growth potential. The Company's common shares trade on the Canadian Securities Exchange ("CSE") under the trading symbol "RKS". The Company's principal office is located at #1305 - 1090 West Georgia Street, Vancouver, British Columbia, V6E 3V7.

These condensed consolidated interim financial statements have been prepared on a going concern basis which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business operations for the foreseeable future. During the nine months ended August 31, 2019 the Company recorded a net loss of $3,856,313 and, as at August 31, 2019, had working capital of $6,937,853. The Company believes that it has adequate financial resources to cover current levels of corporate operations and expected investment purchases for the next twelve months. However, as a junior venture capital firm, the Company is subject to risks and challenges similar to other companies in a comparable stage. These risks include, but are not limited to, dependence on key individuals, investment risks, market risks, illiquid securities and the ability to maintain adequate cash flows and continuing as a going concern.

These condensed consolidated interim financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts nor to the amounts or classification of liabilities that might be necessary should the Company not be able to continue as a going concern or be unable to realize its assets or discharge its liabilities in the normal course of business. Such adjustments can be material.

2. Basis of Preparation

Statement of Compliance

These condensed consolidated interim financial statements have been prepared using accounting policies consistent with International Financial Reporting Standards ("IFRS"), and in accordance with International Accounting Standards ("IAS") 34, Interim Financial Reporting, as issued by the International Accounting Standards Board ("IASB"). These condensed consolidated interim financial statements should be read in conjunction with the audited consolidated financial statements for the year ended November 30, 2018, which have been prepared in accordance with IFRS as issued by the IASB. The accounting policies followed in these condensed consolidated interim financial statements are consistent with those applied in the Company's audited consolidated financial statements for the year ended November 30, 2018 other than the Company's adoption of IFRS 9 - *Financial Instruments* and IFRS 15 - *Revenue from Contracts with Customers*.

(i) IFRS 9 - *Financial Instruments* ("IFRS 9")

The Company adopted all of the requirements of IFRS 9 as of December 1, 2018. IFRS 9 replaces IAS 39 - *Financial Instruments: Recognition and Measurement* ("IAS 39"). IFRS 9 utilizes a revised model for recognition and measurement of financial instruments and a single, forward looking "expected loss" impairment model. Most of the requirements in IAS 39 for classification and measurement of financial liabilities were carried forward in IFRS 9, so the Company's accounting policy with respect to financial liabilities is unchanged. As a result of the adoption of IFRS 9 management has changed its accounting policy for financial assets retrospectively for assets that continued to be recognized at the date of initial application.

	Original Under IAS 39		New Under IFRS 9	
	Classification	Carrying Amount $	Classification	Carrying Amount $
Cash	FVTPL	2,278,777	FVTPL	2,278,777
Amounts receivable	Loans and receivables	97,410	Amortized cost	97,410
Investments	FVTPL	8,429,047	FVTPL	8,429,047
Investment and advances to REWP	Loans and receivables	1	Amortized cost	1
Accounts payable and accrued liabilities	Other financial liabilities	(8,513)	Amortized cost	(8,513)

2. Basis of Preparation (continued)

As the standard permits on transition to IFRS 9, the Company has not restated prior periods with respect to the new amortized cost measurement for financial assets and impairment requirements.

The adoption of IFRS 9 resulted in no impact to the opening accumulated deficit or to the opening deficit on December 1, 2018.

(ii) IFRS 15 - *Revenue from Contracts with Customers* ("IFRS 15")

The Company adopted all of the requirements of IFRS 15 as of December 1, 2018. This new accounting pronouncement establishes principles for reporting the nature, amount, timing and uncertainty of revenue and cash flows arising from an entity's contracts with customers.

There was no impact on the Company's condensed consolidated interim financial statements upon the adoption of IFRS 15, as the Company does not have any revenue from contracts with customers.

Basis of Measurement and Presentation

The Company's condensed consolidated interim financial statements have been prepared on the historical cost basis except for the revaluation of certain financial assets and financial liabilities to fair value. These condensed consolidated interim financial statements are presented in Canadian dollars unless otherwise noted.

3. Subsidiaries

The wholly-owned subsidiaries of the Company are as follows:

Company	Location of Incorporation	Principal Activity
Rockshield Plywood Corp. ("Rockshield Plywood")	Canada	Inactive holding company
Pelaya Copper Corporation	Canada	Inactive holding company

4. Plan of Arrangement

On March 13, 2018 the Company entered into an arrangement agreement (the "Arrangement") with Rockshield Acquisition Corp. ("AcquiCo") and Rockshield Opportunities Corp. ("OppCo"), private British Columbia companies incorporated on December 12, 2017 as wholly-owned subsidiaries of the Company, whereby the Company would distribute AcquiCo shares and OppCo shares, respectively, to Company shareholders. Each Company shareholder would hold one Company share and its pro-rata share of each of the AcquiCo shares and the OppCo shares, respectively, to be distributed under the Arrangement for each Company share held.

On April 17, 2018 the Company held a special meeting of the shareholders of the Company and the shareholders approved the Arrangement. Pursuant to the Arrangement the Company agreed to capitalize AcquiCo with 130,000 common shares in Plus Products Holdings Inc. ("Plus Products"), at a fair value of $201,500, and OppCo with 13,000 common shares in Helius Medical Technologies Inc. ("Helius"), at a fair value of $178,100, resulting in a gain of $181,862 on the disposition. Additionally, on April 19, 2018, the Company obtained the final order of the Supreme Court of British Columbia approving the Arrangement. On June 6, 2018 the Company closed on the Arrangement and the Company capitalized each of AcquiCo and OppCo in return for common shares of each company and the Company distributed on a pro rata basis, without cost as a return of capital, all of its 1,800,001 shares in AcquiCo and 789,898 shares in OppCo to the Company's shareholders. The Arrangement resulted in each of AcquiCo and OppCo being stand-alone corporations owned by the same shareholders that owned the Company.

On November 6, 2018 the Company repurchased the 130,000 common shares of Plus Products from Acquico at a fair value of $422,500.

5. Investments

The Company's investments in marketable securities include common shares and other equity instruments of Canadian and U.S. companies that are listed on various Canadian stock exchanges or the OTCQB.

Management has designated its investments in common shares and warrants of companies as "investments in equity instruments" with the change in fair value recognized in profit or loss. The carrying values of the listed common shares and warrants have been directly referenced to published price quotations in an active market. The carrying values of unlisted private companies are valued at fair value using non-observable market inputs based on specific company information and general market conditions. The carrying values of the unlisted warrants are valued at fair value using the Black-Scholes option pricing model.

During the nine months ended August 31, 2019 the Company sold certain of its investments for proceeds totalling \$3,417,610 (2018 - \$2,632,481) and recognized a gain of \$1,473,467 (2018 - \$439,100). In addition, the Company recorded an unrealized loss of \$5,142,792 (2018 - gain of \$962,010) on investments.

6. Investment in and Advances to REWP

Prior to fiscal 2018 the Company held an ownership interest of 33.72% in REWP and had made substantial loans and advances. At that time the Company considered that it had significant influence of REWP and, accordingly, the investment had been accounted for under the equity method. During fiscal 2017 the Company had recognized cumulative equity losses to reduce its net carrying value in REWP to \$nil and impaired the loans, advances and accrued interest to a nominal amount of \$1.

In fiscal 2018 the Company advanced a further \$179,207 to REWP. This amount was fully impaired. REWP has made further cash calls to its shareholders in which the Company declined to participate. The Company's ownership interest in REWP has now been effectively diluted to 18.47%. and further dilution will continue as REWP obtains additional funding from its other shareholders . In addition, the Company no longer has effective board representation. Due to these factors, the Company considers that it no longer has significant influence of REWP and that the equity method is no longer appropriate.

7. Share Capital

(a) *Authorized Share Capital*

The Company's authorized share capital consisted of an unlimited number of common shares without par value. All issued common shares are fully paid.

(b) *Equity Financings*

No financings were conducted by the Company during the nine months ended August 31, 2019.

During fiscal 2018 the Company completed a non-brokered private placement of 2,472,999 units of the Company at \$0.48 per unit for gross proceeds of \$1,187,040 with each unit consisting of one common share and one-half share purchase warrant. Each whole warrant entitles the holder to purchase an additional common share at a price of \$0.80 for a period of two years, expiring February 8, 2020. The Company paid a finder's fee of \$67,486 on a portion of the private placement. The Company incurred \$936 for legal and filing costs associated with the private placement.

(Unaudited - Expressed in Canadian Dollars)

7. Share Capital (continued)

(c) *Normal Course Issuer Bid*

On October 22, 2018 the Company filed a normal course issuer bid (the "NCIB") which authorizes the Company to repurchase for cancellation up to 4,693,610 common shares until October 22, 2019 or the date by which the Company has acquired the maximum number of common shares under the NCIB. During the nine months ended August 31, 2019 the Company repurchased a total of 2,026,500 common shares for $180,622 cash consideration. The difference between the purchase price and the carrying value of the common shares was $924,547. As at August 31, 2019 a total of 2,731,500 common shares have been repurchased under the NCIB.

(d) *Warrants*

A summary of the number of common shares reserved pursuant to the Company's outstanding warrants at August 31, 2019 and 2018 and the changes for the nine months ended on those dates is as follows:

	2019		2018	
	Number	Weighted Average Exercise Price $	Number	Weighted Average Exercise Price $
Balance, beginning of period	1,236,499	0.80	-	-
Issued	-	-	1,236,499	0.80
Balance, end of period	1,236,499	0.80	1,236,499	0.80

As at August 31, 2019 there were 1,236,499 warrants outstanding and exercisable at an exercise price of $0.80 per share, expiring February 8, 2020.

(d) *Share Option Plan*

On October 24, 2016 a fixed share option plan (the "Fixed Share Option Plan") was approved by the Company's Board of directors and later ratified by the Company's shareholders. Under the Fixed Share Option Plan a total of 4,552,785 common shares have been reserved for issuance. The minimum exercise price of the options is set at the Company's closing share price on the day before the grant date, less allowable discounts. Options granted may be subject to vesting provisions as determined by the Board of directors and have a maximum term of ten years.

During the nine months ended August 31, 2019 and 2018 the Company did not grant any share options under the Fixed Share Option Plan. As at August 31, 2019 no share options were outstanding.

(e) *Deferred Share Unit ("DSU") Plan*

On October 24, 2016 the DSU Plan was also approved by the Company's Board of directors and subsequently ratified by the Company's shareholders. Under the DSU Plan, an eligible participant may elect to receive DSUs up to 100% of his or her annual base compensation. In addition, the Board may award additional DSUs to the participant. The maximum number of DSUs that may be granted pursuant to the DSU Plan is 4,552,785 DSUs.

On January 5, 2018 the Company granted 1,500,000 DSUs. The granted DSUs shall vest: one-third on the first anniversary; one-third on the second anniversary; and the remaining one-third on the third anniversary. During the nine months ended August 31, 2019 the Company recognized $116,937 (2018 - $166,806) and, as the Company intends to settle the DSUs through equity settlement, recorded a corresponding credit to share-based payments reserve. On January 5, 2019, 500,000 DSUs vested and are issuable to the grantee upon departure from the Company.

(Unaudited - Expressed in Canadian Dollars)

8. Related Party Disclosures

(a) Key management personnel include those persons having authority and responsibility for planning, directing and controlling the activities of the Company as a whole. The Company has determined that key management personnel consists of members of the Company's Board of Directors and executive officers.

(i) During the nine months ended August 31, 2019 and 2018 the following amounts were incurred with respect to these positions:

	2019 $	2018 $
Directors and officers compensation	129,954	81,416
Share-based compensation on DSUs	137,004	226,597
	266,958	308,013

(ii) During the nine months ended August 31, 2019 the Company incurred a total of $37,450 (2018 - $37,700) by Chase Management Ltd. ("Chase"), a private corporation owned by the Chief Financial Officer ("CFO"), for accounting and administration services provided by Chase personnel, excluding the CFO. As at August 31, 2019, $600 (November 30, 2018 - $1,200) remained unpaid and has been included in accounts payable and accrued liabilities.

During the nine months ended August 31, 2019 the Company also recorded $27,401 (2018 - $45,319) share-based compensation for 250,000 DSUs granted to Chase.

(b) During the nine months ended August 31, 2019 the Company invoiced AcquiCo and OppCo a total of $207,000 (2018 - $nil) for management and administration services provided. As at August 31, 2019 $27,000 (November 30, 2018 - $86,500) remained unpaid and has been included in amounts receivable.

(c) See also Note 4.

9. Segmented Information

Information on reportable segments is as follows:

	August 31, 2019			
	Corporate $	Investments $	Investment in and Advances to REWP $	Total $
Interest income	25,043	-	-	25,043
Other income	207,000	-	-	207,000
Realized gain on sale of investments	-	1,473,467	-	1,473,467
Unrealized loss on investments	-	(5,142,792)	-	(5,142,792)
Segment loss	(186,988)	(3,669,325)		(3,856,313)
Segment assets	3,754,968	3,205,009	1	6,959,978

(Unaudited - Expressed in Canadian Dollars)

9. Segmented Information

	November 30, 2018			
	Corporate $	Investments $	Investment in and Advances to REWP $	Total $
Interest income	21,705	-	-	21,705
Other income	251,500	-	-	251,500
Realized gain on sale of investments	-	1,625,219	-	1,625,219
Unrealized loss on investments	-	(73,216)	-	(73,216)
Impairment provision in REWP	-	-	(179,207)	(179,207)
Segment income (loss)	(435,024)	1,552,003	-	1,116,979
Segment assets	2,389,854	8,429,047	1	10,818,902

10. Financial Instruments and Risk Management

Categories of Financial Assets and Financial Liabilities

Financial instruments are classified into one of the following categories: fair value through profit or loss ("FVTPL"); amortized cost; and fair value through other comprehensive income ("FVOCI"). The carrying values of the Company's financial instruments are classified into the following categories:

Financial Instrument	Category	August 31 2019 $	November 30, 2018 $
Cash	FVTPL	3,720,422	2,278,777
Amounts receivable	Amortized cost	27,500	97,410
Investments	FVTPL	3,205,009	8,429,047
Investment and advances to REWP	Amortized cost	1	1
Accounts payable and accrued liabilities	Amortized cost	(22,124)	(8,513)

The Company's risk exposures and the impact on the Company's financial instruments are summarized below:

Fair Value

The fair values of the Company's financial assets and liabilities approximates the carrying amounts either due to their short-term nature or because the interest rates applied to measure their carrying amount approximate current market rates.

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

Level 1 - Unadjusted quoted prices in active markets for identical assets or liabilities;

Level 2 - Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and

Level 3 - Inputs that are not based on observable market data.

(Unaudited - Expressed in Canadian Dollars)

10. Financial Instruments and Risk Management (continued)

The following is an analysis of the Company's financial assets measured at fair value as at August 31, 2019 and November 30, 2018:

	August 31, 2019		
	Level 1 $	Level 2 $	Level 3 $
Cash	3,720,422	-	-
Investments	3,135,043	2,466	67,500
	6,855,465	2,466	67,500

	November 30, 2018		
	Level 1 $	Level 2 $	Level 3 $
Cash	2,278,777	-	-
Investments	8,240,341	121,206	67,500
	10,519,118	121,206	67,500

Credit Risk

Credit risk is the risk of loss associated with a counterparty's inability to fulfill its payment obligations. The Company's credit risk is primarily attributable to cash and amounts receivable. Management believes that the credit risk concentration with respect to financial instruments included in cash and amounts receivable is remote.

Liquidity Risk

Liquidity risk is the risk that the Company will not have the resources to meet its obligations as they fall due. The Company manages this risk by closely monitoring cash forecasts and managing resources to ensure that it will have sufficient liquidity to meet its obligations. All of the Company's financial liabilities are classified as current and are anticipated to mature within the next fiscal period. The following table is based on the contractual maturity dates of financial assets and the earliest date on which the Company can be required to settle financial liabilities.

	Contractual Maturity Analysis at August 31, 2019				
	Less than 3 Months $	3 - 12 Months $	1 - 5 Years $	Over 5 Years $	Total $
Cash	3,720,422	-	-	-	3,720,422
Amounts receivable	27,500	-	-	-	27,500
Investments	3,205,009	-	-	-	3,205,009
Investment in and advances to REWP	-	-	1	-	1
Accounts payable and accrued liabilities	(22,124)	-	-	-	(22,124)

	Contractual Maturity Analysis at November 30, 2018				
	Less than 3 Months $	3 - 12 Months $	1 - 5 Years $	Over 5 Years $	Total $
Cash	2,278,777	-	-	-	2,278,777
Amounts receivable	97,410	-	-	-	97,410
Investments	8,429,047	-	-	-	8,429,047
Investment in and advances to REWP	-	-	1	-	1
Accounts payable and accrued liabilities	(8,513)	-	-	-	(8,513)

10. Financial Instruments and Risk Management (continued)

Market Risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates and commodity and equity prices. These fluctuations may be significant.

(a) Interest Rate Risk

The Company is exposed to interest rate risk to the extent that the cash and demand deposits bear floating rates of interest. The interest rate risk on cash and on the Company's obligations are not considered significant.

(b) Equity Price Risk

The Company holds investments in publicly traded equity securities. Market prices for equity securities are subject to fluctuation and consequently the amount realized in the subsequent sale of an investment may significantly differ from the reported market value.

(c) Concentration Risk

As at August 31, 2019, $2,353,706 of the Company's portfolio of investments were held in four companies. These investments represents approximately 74% of the Company's investment portfolio and poor performance in the market price of these investments could adversely affect the Company's results.

Capital Management

The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support its investment. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business. The Company defines capital that it manages as share capital. The Company will continue to assess new investment opportunities as opportunities arise and if it has adequate financial resources to do so. Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable.

There have been no changes to the Company's approach to capital management during the nine months ended August 31, 2019 or fiscal 2018. The Company is not subject to any externally imposed capital requirements.

Schedule "C"

Management Discussion and Analysis

MD&A FOR THE NINE MONTHS ENDED AUGUST 31, 2019

(inserted as following pages)

ROCKSHIELD CAPITAL CORP.

MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE NINE MONTHS ENDED AUGUST 31, 2019

This discussion and analysis of financial position and results of operation is prepared as at October 23, 2019 and should be read in conjunction with the unaudited consolidated financial statements and the accompanying notes for the nine months ended August 31, 2019, of Rockshield Capital Corp. ("Rockshield" or the "Company"). The following disclosure and associated financial statements are presented in accordance with International Financial Reporting Standards ("IFRS"). Except as otherwise disclosed, all dollar figures included therein and in the following management's discussion and analysis ("MD&A") are quoted in Canadian dollars. Additional information relevant to the Company's activities can be found on SEDAR at www.sedar.com.

Forward Looking Statements

This report includes certain statements that may be deemed "forward looking statements" within the meaning of applicable securities legislation. All statements, other than statements of historical facts that address such matters as future events or developments that the Company expects, are forward looking statements and, as such, are subject to risks, uncertainties and other factors of which are beyond the reasonable control of the Company. Such statements are not guarantees of future performance and actual results or developments may differ materially from those expressed in, or implied by, this forward looking information. With respect to forward looking statements and information contained herein, we have made numerous assumptions including among other things, assumptions about economics and competition surrounding the services provided by the Company, anticipated costs and expenditures and the Company's ability to achieve its goals. Although management believes that the assumptions made and the expectations represented by such statements or information are reasonable, there can be no assurance that a forward looking statement or information herein will prove to be accurate. Forward looking statements and information by their nature are based on assumptions and involve known and unknown risks, uncertainties and other factors which may cause our actual results, performance or achievements, or industry results, to be materially different from any future results, performance or achievements expressed or implied by such forward looking statements or information. Factors that could cause actual results to differ materially from those in forward looking statements include such matters as continued availability of capital and financing and general economic, market or business conditions. Although the Company has attempted to identify factors that would cause actual actions, events or results to differ materially from those disclosed in the forward looking statements or information, there may be other factors that cause actual results, performances, achievements or events not to be anticipated, estimated or intended. Accordingly, readers should not place undue reliance on forward looking statements or information. Any forward looking statements are expressly qualified in their entirety by this cautionary statement. The information contained herein is stated as of the current date and subject to change after that date and the Company does not undertake any obligation to update publicly or to revise any of the forward looking statements, whether as a result of new information, future events or otherwise, except as may be required by applicable securities laws.

Company Overview

The Company was incorporated under the provisions of the B.C. Business Company Act on October 23, 2007. The Company's common shares trade on the Canadian Securities Exchange ("CSE") with the trading symbol of "RKS", on the OTCBB under the symbol "RKSCF" and the Frankfurt Stock Exchange under the symbol "6BC". The Company is a reporting issuer in British Columbia, Alberta and Ontario. The Company's principal office is located at #1305 - 1090 West Georgia Street, Vancouver, British Columbia, V6E 3V7.

Since 2014 the Company focussed on providing venture capital funding to early stage seed investments and investment in marketable securities, focusing on high growth sectors. As a junior venture capital firm and merchant bank, the Company is subject to risks and challenges similar to other companies in a comparable stage. These risks include, but are not limited to, dependence on key individuals, investment risks, market risks, illiquid securities and the ability to maintain adequate cash flows.

The Company is focussing on capitalizing on prospective investment opportunities as they arise and maximizing liquidity for its shareholders.

Spin-out Companies

Early in 2018 the Company considered it options to diversify its investment portfolio which was heavily focused on the cannabis and health services industries, while minimizing risk and appeal to a broader range of investors. On March 13, 2018 the Company entered into an arrangement agreement (the "Arrangement") with Rockshield Acquisition Corp. ("AcquiCo) and Rockshield Opportunities Corp. ("OppCo"), private British Columbia companies incorporated on December 12, 2017 as wholly-owned subsidiaries, whereby the Company would distribute the AcquiCo shares and OppCo shares, respectively, to the Company's shareholders. Each Rockshield shareholder would hold one Rockshield share and its pro-rata share of each of the AcquiCo shares and the OppCo shares, respectively to be distributed under the Arrangement for each Rockshield share held.

On April 17, 2018 the Company held a special meeting of the shareholders of the Company and the shareholders approved the Arrangement. Pursuant to the arrangement agreement the Company agreed to capitalize AcquiCo and with 130,000 common shares in Plus Products Holdings Inc. ("Plus Products") and OppCo with 13,000 common shares in Helius Medical Technologies Inc. ("Helius"). Additionally, on April 19, 2018, the Company obtained the final order of the Supreme Court of British Columbia approving the Arrangement. On June 6, 2018 the Company closed on the Arrangement Agreement and the Company capitalized each of AcquiCo and OppCo in return for common shares of each company and the Company spun out to its shareholders all of its shares in AcquiCo and OppCo.

On closing, the Company distributed on a pro rata basis, without cost as a return of capital, all of its 789,898 shares in OppCo and 1,800,001 post-consolidated shares in AcquiCo to the Company's shareholders. The Arrangement resulted in each of AcquiCo and OppCo being stand-alone corporations owned by the same shareholders that own the Company.

Investment Portfolio

The Company's investments in marketable securities include common shares and other equity instruments of Canadian and U.S. companies that are listed on various Canadian stock exchanges or the OTCBB in the United States of America. The majority of the marketable securities instruments are shares of companies in the mining, energy, financial technology, medical technology and cannabis industries.

Management has designated its investments in common shares and warrants of publicly traded companies as "investments in equity instruments" with the change in fair value recognized in profit or loss. The carrying values of the common shares have been directly referenced to published price quotations in an active market. The carrying values of unlisted private companies are valued at fair value using non-discernible market inputs based on specific company information and general market conditions. The carrying values of the unlisted warrants are valued at fair value using the Black-Scholes option pricing model.

The Company has been actively managing its investment portfolio. During the nine months ended August 31, 2019 the Company made investment purchases totalling $1,862,897 (2018 - $2,812,449) and sold certain of its investment portfolio for proceeds totalling $3,417,610 (2018 - $2,632,481), recognizing a gain of $1,473,467 (2018 - $439,100). As at August 31, 2019 the carrying value of the investment portfolio was $3,205,009 (November 30, 2018 - $8,429,047), with an accumulated unrealized holding loss of $1,460,694 (November 30, 2018 - gain of $3,682,098) from its cost basis of $4,665,703 (November 30, 2018 - $4,746,949).

Investment in REWP

Prior to fiscal 2018 the Company held an ownership interest of 33.72% in REWP and had made substantial loans and advances. At that time the Company considered that it had significant influence of REWP and, accordingly, the investment had been accounted for under the equity method. During fiscal 2017 the Company had recognized cumulative equity losses to reduce its net carrying value in REWP to $nil and impaired the loans, advances and accrued interest to a nominal amount of $1.

In February 2018 the Company advanced a further $179,207 to REWP. This amount was determined to be fully impaired. REWP has made further cash calls to its shareholders in which the Company declined to participate. The Company has been informed by REWP that its ownership has now been effectively diluted to 18.47%. The Company anticipates that further significant dilution will continue as REWP obtains additional funding from its other existing shareholders and other investors. In addition, the Company no longer has effective board representation.

Normal Course Issuer Bid

On October 22, 2018 the Company filed a normal course issuer bid (the "NCIB") which authorizes the Company to repurchase for cancellation up to 4,693,610 common shares until October 22, 2019 or the date by which the Company has acquired the maximum number of common shares under the NCIB. During the nine months ended August 31, 2019 the Company repurchased a total of 2,026,500 common shares for $180,622 cash consideration. The difference between the purchase price and the carrying value of the common shares was $924,547.

Selected Financial Data

The following selected financial information is derived from the unaudited condensed consolidated interim financial statements of the Company.

	Fiscal 2019			Fiscal 2018				Fiscal 2017
Three Months Ended	**Aug. 31, 2019 $**	**May 31, 2019 $**	**Feb. 28, 2019 $**	**Nov. 30, 2018 $**	**Aug. 31, 2018 $**	**May 31, 2018 $**	**Feb. 28, 2018 $**	**Nov. 30, 2017 $**
Operations:								
Revenues	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Expenses	(104,213)	(186,181)	(130,346)	(163,115)	(182,641)	(257,244)	(108,264)	(140,422)
Other items	(906,877)	(1,876,795)	348,099	413,319	(320,768)	1,342,699	392,993	815,821
Net income (loss)	(1,011,090)	(3,062,976)	217,753	250,204	(503,409)	1,085,455	284,729	(956,243)
Income (loss) per share - basic and diluted	(0.02)	(0.07)	0.00	0.00	(0.01)	0.02	0.01	(0.02)
Dividend per share	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Balance Sheet								
Working capital	6,937,853	7,948,683	10,997,819	10,810,388	10,542,534	11,320,433	10,106,088	8,664,825
Total assets	6,959,978	7,986,524	11,017,745	10,818,902	10,587,891	11,357,486	10,128,675	8,762,143
Total long-term liabilities	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil

Results of Operations

Three Months Ended August 31, 2019 Compared to Three Months Ended May 31, 2019

During the three months ended August 31, 2019 ("Q3/2019") the Company reported net loss of $1,011,090 compared to net loss of $3,062,976 for the three months ended May 31, 2019 ("Q2/2019"), a decrease in loss of $2,051,886. The primary reasons for the decrease are:

(i) during Q3/2019 the Company recorded unrealized loss on investments of $1,740,868 compared to an unrealized loss of $3,515,621 in Q2/2019 for a fluctuation of $1,774,753, primarily from a decline in the market price of its investment in Plus Products Holdings Inc.;

(ii) during Q3/2019 the Company recorded a realized gain on sale of investments of $797,562 compared to a realized gain of $553,692 in Q2/2019, for a fluctuation of $243,870; and

(iii) during Q3/2019 the Company recorded other income of $27,000 for management and administration services provided to AcquiCo and OppCo compared to $75,000 for Q2/2019 for a fluctuation of $48,000.

Nine Months Ended August 31, 2019 Compared to the Nine Months Ended August 31, 2018

During the nine months ended August 31, 2019 (the "2019 period") the Company reported a net loss of $3,856,313 compared to a net income of $866,775 for the nine months ended August 31, 2019 (the "2019 period"), an increase in loss of $4,723,088. The fluctuation was primarily attributed to the following:

(i) during the 2019 period the Company recorded an unrealized loss of $5,142,792 (2018 - unrealized gain of $962,010) on investments. The Company also sold certain of its investments for proceeds of $3,417,610 (2018 - $2,632,481) recognizing a gain of $1,473,467 (2018 - $439,100);

(ii) during the 2018 period the Company recorded a provision in REWP of $179,207 to impair the advance made to REWP in the 2018 period;
(iii) during the 2019 period the Company recorded other income of $207,000 for management and administration services provided to AcquiCo and OppCo.; and
(iv) during the 2018 period the Company recognized a gain of $181,862 on the transfer of investments pursuant to the Arrangement.

Expenses decreased by $127,409, from $548,149 during the 2018 period to $420,740 during the 2019 period. Significant differences between the levels of expenditures during the 2019 and 2018 periods include the following:

(i) during the 2019 period the Company recorded share-based compensation of $164,405 (2018 - $271,916) on deferred share units granted;
(ii) during the 2018 period the Company incurred $24,273 for corporate development, during which the Company engaged various firms to provide corporate information on the Company, compared to $2,525 during the 2019 period;
(iii) during the 2019 period the Company incurred $102,300 (2018 - $81,416) for directors and officer compensation. The increase was due to bonuses paid to a director for services provided. See “Related Party Disclosure”; and
(iv) during the 2018 period the Company incurred legal fees of $31,831 for legal costs associated with the Arrangement.

During the 2019 period the Company recorded total interest income of $25,043 (2018 - $10,581) which was attributed to interest from demand deposits held. The increase was attributed to higher levels of cash held and higher interest rates throughout the 2019 period. In addition during the 2019 period the Company earned other income $207,000 for providing accounting, management and administration services to AcquiCo and OppCo.

Financing Activities

No financing activities were conducted by the Company during the 2019 period.

During the 2018 period the Company completed a non-brokered private placement of 2,472,999 units of the Company at $0.48 per unit for gross proceeds of $1,187,040. The funds were used by the Company to fund ongoing investments, repurchase of its common shares under its NCIB and for general corporate purposes.

Investment Activities

During the 2019 period the Company made investment purchases totalling $1,862,897 (2018 - $2,821,449) and sold certain of its investments for $3,417,610 (2018 - $2,632,481). See also “Investments”. During the 2018 period the Company advanced $179,207 to REWP, which was then impaired. See “Investment in REWP”.

Financial Condition / Capital Resources

As at August 31, 2019 the Company had a cash balance of $3,720,422. The Company also has investments carried at $3,205,009. Any investment decision made by the Company will be dependent on its cash, investment portfolio and working capital situation at the time. The Company anticipates that it has sufficient funds to manage its investments and make additional investments over the next twelve months as opportunities arise. The Company is also repurchasing its common shares under its NCIB. The Company may complete other opportunities which may entail significant expenditures and, as a result, the Company may be required to obtain additional financing or sell its investments as required. However, the investments are comprised of common shares in early stage development and the share prices are often volatile and there may be limited liquidity.

Off-Balance Sheet Arrangements

The Company has no off-balance sheet arrangements.

Proposed Transactions

The Company has no proposed transactions.

Financial Instruments and Risk Management

Categories of Financial Assets and Financial Liabilities

Financial instruments are classified into one of the following categories: fair value through profit or loss ("FVTPL"); amortized cost; and fair value through other comprehensive income ("FVOCI"). The carrying values of the Company's financial instruments are classified into the following categories:

Financial Instrument	Category	August 31, 2019 $	November 30, 2018 $
Cash	FVTPL	3,720,422	2,278,777
Amounts receivable	Amortized cost	27,500	97,410
Investments	FVTPL	3,205,009	8,429,047
Investment and advances to REWP	Amortized cost	1	1
Accounts payable and accrued liabilities	Amortized cost	(22,124)	(8,513)

The Company's risk exposures and the impact on the Company's financial instruments are summarized below:

Fair Value

The fair values of the Company's financial assets and liabilities approximates the carrying amounts either due to their short-term nature or because the interest rates applied to measure their carrying amount approximate current market rates.
Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

Level 1 - Unadjusted quoted prices in active markets for identical assets or liabilities;
Level 2 - Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and
Level 3 - Inputs that are not based on observable market data.

The following is an analysis of the Company's financial assets measured at fair value as at August 31, 2019 and November 30, 2018:

	As at August 31, 2019		
	Level 1 $	Level 2 $	Level 3 $
Cash	3,720,422	-	-
Investments	3,135,043	2,466	67,500
	6,855,465	2,466	67,500

	As at November 30, 2018		
	Level 1 $	Level 2 $	Level 3 $
Cash	2,278,777	-	-
Investments	8,240,341	121,206	67,500
	10,519,118	121,206	67,500

Credit Risk

Credit risk is the risk of loss associated with a counterparty's inability to fulfill its payment obligations. The Company's credit risk is primarily attributable to cash and amounts receivable. Management believes that the credit risk concentration with respect to financial instruments included in cash and amounts receivable is remote.

Liquidity Risk

Liquidity risk is the risk that the Company will not have the resources to meet its obligations as they fall due. The Company manages this risk by closely monitoring cash forecasts and managing resources to ensure that it will have sufficient liquidity to meet its obligations. All of the Company's financial liabilities are classified as current and are anticipated to mature within the next fiscal period. The following table is based on the contractual maturity dates of financial assets and the earliest date on which the Company can be required to settle financial liabilities.

	Contractual Maturity Analysis at August 31, 2019				
	Less than 3 Months $	**3 - 12 Months $**	**1 - 5 Years $**	**Over 5 Years $**	**Total $**
Cash	3,720,422	-	-	-	3,720,422
Amounts receivable	27,500	-	-	-	27,500
Investments	3,205,009	-	-	-	3,205,009
Investment in and advances to REWP		-	1	-	1
Accounts payable and accrued liabilities	(22,124)	-	-	-	(22,124)

	Contractual Maturity Analysis at November 30, 2018				
	Less than 3 Months $	**3 - 12 Months $**	**1 - 5 Years $**	**Over 5 Years $**	**Total $**
Cash	2,278,777	-	-	-	2,278,777
Amounts receivable	97,410	-	-	-	97,410
Investments	8,429,047	-	-	-	8,429,047
Investment in and advances to REWP	-	-	1	-	1
Accounts payable and accrued liabilities	(8,513)	-	-	-	(8,513)

Market Risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates and commodity and equity prices. These fluctuations may be significant.

(a) Interest Rate Risk

The Company is exposed to interest rate risk to the extent that the cash and demand deposits bear floating rates of interest. The interest rate risk on cash and on the Company's obligations is not considered significant.

(b) Equity Price Risk

The Company holds investments in publicly traded equity securities. Market prices for equity securities are subject to fluctuation and consequently the amount realized in the subsequent sale of an investment may significantly differ from the reported market value.

(c) Concentration Risk

As at August 31, 2019, $2,353,706 of the Company's portfolio of investments were held in four companies. These investments represent approximately 74% of the Company's investment portfolio and poor performance in the market price of these investments could adversely affect the Company's results.

Capital Management

The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support its investment activities. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business. The Company defines capital that it manages as share capital. The Company will continue to assess new investment opportunities as they arise and if it has adequate financial resources to do so. Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable.

There have been no changes to the Company's approach to capital management during the 2019 period. The Company is not subject to any externally imposed capital requirements.

Changes in Accounting Policies

There are no changes in accounting policies other than:

(i) IFRS 9 - *Financial Instruments* ("IFRS 9")

The Company adopted all of the requirements of IFRS 9 as of December 1, 2018. IFRS 9 replaces IAS 39 - *Financial Instruments: Recognition and Measurement* ("IAS 39"). IFRS 9 utilizes a revised model for recognition and measurement of financial instruments and a single, forward looking "expected loss" impairment model. Most of the requirements in IAS 39 for classification and measurement of financial liabilities were carried forward in IFRS 9, so the Company's accounting policy with respect to financial liabilities is unchanged. As a result of the adoption of IFRS 9 management has changed its accounting policy for financial assets retrospectively for assets that continued to be recognized at the date of initial application.

	Original Under IAS 39		**New Under IFRS 9**	
	Classification	**Carrying Amount**	**Classification**	**Carrying Amount**
Cash	FVTPL	2,278,777	FVTPL	2,278,777
Accounts receivable	Loans and receivables	97,410	Amortized cost	97,410
Investments	FVTPL	8,249,047	FVTPL	8,249,047
Investment and advances to REWP	Loans and receivables	1	Amortized cost	1
Accounts payable and accrued liabilities	Other financial liabilities	(8,513)	Amortized cost	(8,513)

The adoption of IFRS 9 resulted in no impact to the opening accumulated deficit or to the opening deficit on December 1, 2018.

(ii) IFRS 15 - *Revenue from Contracts with Customers* ("IFRS 15")

The Company adopted all of the requirements of IFRS 15 as of December 1, 2018. This new accounting pronouncement establishes principles for reporting the nature, amount, timing and uncertainty of revenue and cash flows arising from an entity's contracts with customers.

There was no impact on the Company's condensed consolidated interim financial statements upon the adoption of IFRS 15, as the Company does not have any revenue from contracts with customers.

A detailed summary of all the Company's significant accounting policies and accounting standards and interpretations issued but not yet effective, is included in Note 3 to the November 30, 2018 audited annual consolidated financial statements.

Related Party Disclosures

(a) Key management personnel include those persons having authority and responsibility for planning, directing and controlling the activities of the Company as a whole. The Company has determined that key management personnel consists of members of the Company's Board of Directors and executive officers.

(i) During the 2019 and 2018 period the following compensation amounts were incurred:

	2019 $	2018 $
Mr. Dave Doherty, President, CEO and Director	41,864	40,916
Mr. Nick DeMare, CFO and Director	22,500	22,500
Mr. Daniel Sorger, Director	65,589	18,000
Share-based compensation - Mr. Dave Doherty	54,802	90,639
Share-based compensation - Mr. Nick DeMare	5,480	9,064
Share-based compensation - Mr. Daniel Sorger	32,881	54,383
Share-based compensation - Mr. Marc Cernovitch	27,401	45,319
Share-based compensation - Mr. Luke Norman	16,441	27,192
	266,958	308,013

(ii) During the 2019 period the Company incurred a total of $37,450 (2018 - $37,700) by Chase Management Ltd. ("Chase"), a private corporation owned by Mr. DeMare, for accounting and administration services provided by Chase personnel, excluding Mr. DeMare. As at August 31, 2019, $600 (November 30, 2018 - $1,200) remained unpaid.

During the 2019 period the Company also recorded $27,401 (2018 - $45,319) for share-based compensation for DSUs granted to Chase.

(b) AcquiCo and OppCo (see "Spin-Out Companies") have two directors in common, David Doherty and Nick DeMare. During the 2019 period the Company invoiced AcquiCo and OppCo a total of $207,000 (2018 - $nil) for accounting, management and administration services provided. As at August 31, 2019 $27,000 (November 30, 2018 - $86,500) remained unpaid

Outstanding Share Data

The Company's authorized share capital is unlimited common shares without par value. As at October 23, 2019 there were 45,595,354 issued and outstanding common shares and 1,236,499 warrants outstanding at an exercise price of $0.80 per share. In addition the Company has 1,500,000 DSUs outstanding which will vest one-third on January 5, 2019, one-third on January 5, 2020 and the remaining one-third on January 5, 2021. On January 5, 2019, 500,000 DSUs vested and are issuable to the grantee upon departure from the Company.