

**ROCKSHIELD CAPITAL CORP.**  
Suite 1305, 1090 West Georgia Street  
Vancouver, BC V6E 3V7

**January 15, 2021**

Canadian Securities Exchange  
First Canadian Place, 100 King St. W., Suite 7210  
Toronto, ON M5X 1E1

Dear Sirs/Mesdames:

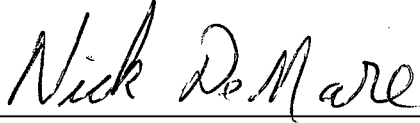
**Re: Private Placement of Units at \$0.075 per Unit**

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With respect to the private placement of 40,000,000 units (the “Units”) at a price of \$0.075 per Unit closed on January 15, 2021, we hereby confirm receipt of an aggregate subscription proceeds of \$3,000,000.

Yours very truly,

**ROCKSHIELD CAPITAL CORP.**



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Nick DeMare  
Chief Financial Officer