

**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**

June 20, 2014

**3. Press Release**

The press release was released on June 20, 2014 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)**

On June 20, 2014, the Issuer completed the first tranche closing of its C\$1,275,000 private placement by issuing a total of 13,352,947 units, at a price of C\$0.085 per unit, for gross proceeds of C\$1,135,000.

**5. Full Description of Material Change**

On June 20, 2014, the Issuer announced that it has issued 13,352,947 Units of its 15,000,000 Unit C\$1,275,000 private placement (the "Offering"). The Units were issued at a price of C\$0.085 per Unit for gross proceeds of C\$1,135,000. Each Unit issued in the Offering consists of one common share of the Company (a "Share") and one common share purchase warrant (a "Warrant"). Each Warrant is exercisable for one common share of the Company until June 20, 2017 at an exercise price of C\$0.11.

In connection with the Offering, one finder received a cash finder's fee of C\$63,600 and 748,236 finder's warrants, each of which is exercisable to acquire one common share of the Company at a price of C\$0.11 until June 20, 2016 (the "Finder's Warrants").

The Shares, Warrants and Finder's Warrants issued in connection with the Offering are subject to a four month hold period expiring October 21, 2014.

The net proceeds of the Offering will be used by the Company to fund ongoing investments, in accordance with the Company's previously announced business plan.

**6. Reliance on subsection 7.1(2) or (3) 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**

June 23, 2014