

Our File No. 229603  
Date June 24, 2014

**DELIVERED**

Canadian National Stock Exchange  
220 Bay Street, 9<sup>th</sup> Floor  
Toronto, ON M5J 2W4

Attention: Listings & Regulation

**Re: Rockshield Capital Corp. (the "Company")  
- Issuance of 13,352,947 Units**

We are solicitors to the Company and in that capacity and, in accordance with section 2.8 of CSE Policy 6, provide our opinion in connection with the issuance of common shares of the Company in respect of the closing of a non-brokered private placement (the "**Private Placement**").

Pursuant to the Private Placement, the Company issued 13,352,947 units (the "**Units**") at \$0.085 per Unit on June 20, 2014. Each Unit consists of one common share of the Company (a "**Share**") and one transferable share purchase warrant (a "**Warrant**"). Each Warrant entitles the holder thereof to purchase one additional Share at \$0.11 per Share for a period of 36 months from the date of issuance of the Warrants.

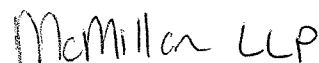
We have reviewed resolutions of the Board of Directors of the Company, other relevant documents and we have considered such questions of law as we consider relevant or appropriate in the circumstances. We are rendering this opinion only in respect of the laws of the Province of British Columbia and the laws of Canada applicable therein.

We are solicitors qualified to carry on the practice of law in British Columbia and we express no opinion as to any laws, or matters governed by any laws other than the laws of the Province of British Columbia and the federal laws of Canada applicable therein.

Based and relying on and subject to the foregoing, it is our opinion that the Shares have been validly issued as fully paid and non-assessable shares of the Company.

This opinion is provided for the due discharge of your regulatory function and should not be relied upon by any other person without our prior written consent.

Yours truly,



**McMillan LLP**