

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 1, 2016

3. Press Release

The press release was released on June 1, 2016 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

June 1, 2016



Rockshield Appoints New President and CEO

VANCOUVER, BRITISH COLUMBIA- June 1, 2016 - Rockshield Capital Corp. (CSE: RKS) ("Rockshield" or the "Company") is pleased to announce the appointment of Mr. Dave Doherty as President and CEO of Rockshield Capital Corp. The Company would like to thank Mr. Frank Taggart for his work over the past years as President and CEO. Mr. Taggart will maintain his position as a Director of the Company.

Mr. Doherty brings over 18 years of investment and finance experience to the company. Mr. Doherty is founder and president of DD Mercantile Corp., offering merchant banking and corporate advisory services to a number of companies across various sectors. Prior to joining, he was an investment adviser with Canaccord Capital, Canada's largest independent securities dealer covering the North American capital markets specializing in developing, structuring and financing venture and growth companies. Mr. Doherty holds a degree from Simon Fraser University, with a major in finance. Mr. Doherty has sat on numerous Boards and presently is on the Board of Saber Capital.

Rockshield Capital is a diversified investment firm focused on, but not limited to, investing in early stage, high growth companies offering capital appreciation potential. Such investee companies may be private or public companies and there will be no bias to sector based on economic, financial and market conditions. The Company expects its investments will include companies at all stages of development.

ROCKSHIELD CAPITAL CORP.

For further information regarding Rockshield, see Rockshield's disclosure documents on SEDAR at www.sedar.com

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.

CONTACT INFORMATION

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Dave Doherty
President and CEO
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