

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

December 11, 2017

3. Press Release

The press release was released on December 11, 2017 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

December 11, 2017



Rockshield Capital Announces New Board Member

VANCOUVER, BRITISH COLUMBIA - DECEMBER 11, 2017 - Rockshield Capital Corp. (CSE: RKS), (US: CRUOF), (FSE: 6BC) ("Rockshield" or the "Company") and its Board of Directors are pleased to announce the appointment of Daniel Sorger as a Director effective immediately.

Daniel Sorger is a capital markets and advisory professional with experience financing and consulting to small, mid, and large-cap companies across a number of industries. Daniel was most recently Vice President Institutional Equities Sales at Macquarie in London, UK and prior had worked for a number large and boutique investment banks in Toronto with experience covering accounts across Canada, United States and Europe. Prior to becoming an Institutional Equity Salesperson in 2007, Daniel was an Associate Consultant with the international strategy management consulting firm Bain & Company. Daniel holds an Honours Business Administration degree from the Richard Ivey School of Business at the University of Western Ontario.

"We are excited to have Daniel join the Board as he brings a wealth of experience and a vast professional network to the team. The addition of Daniel will increase our deal flow and strengthen our investment review process helping further drive our investment returns" states David Doherty, CEO.

ROCKSHIELD CAPITAL CORP.

Rockshield Capital is a publicly traded venture capital fund under the symbol RKS on the Canadian Securities Exchange. Rockshield Capital offers investors a chance to gain exposure to early stage seed investment in companies they typically would not get access to. Leveraging the vast professional network and experience of the management Rockshield reviews hundreds of deals a year and chooses those which have the best return potential under the current market environment.

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

Rockshield Capital Corp.

David Doherty

President and CEO

dave@rockshield.ca