



**Form 51-102F3**  
**MATERIAL CHANGE REPORT**

**Item 1. Name & Address of Company**

**Reservoir Capital Corp. (the "Company")**  
Suite 501 - 543 Granville Street  
Vancouver, British Columbia, V6C 1X8

**Item 2. Date of Material Change**

February 05, 2013

**Item 3. News Release**

On February 05, 2013, a press release in respect of the material change was disseminated through the facilities of Marketwire.

**Item 4. Summary of Material Change**

The Company announced that it has completed the final tranche of a non-brokered private placement financing that was announced on November 21, 2012 (the "Private Placement") raising an additional \$215,000 by the issuance of 2,150,000 units at \$0.10 per unit. Each unit was comprised of one common share (a "Share") and one non-transferable, common share purchase warrant (a "Warrant"). Each Warrant entitles the holder to purchase an additional Share at \$0.25 until February 5, 2015. If, after June 5, 2013, the closing price of the Company's shares on the TSX Venture Exchange is \$0.35 or greater for 10 consecutive trading days, the Company may, by notice given within five trading days thereof, accelerate the expiry of the warrants to the 21st trading day after such notice.

The Company paid a cash finders' fee of \$800.00 in respect of a subscription from an investor introduced by a finder. Insiders of the Company also purchased 200,000 units.

The Shares, and any Shares issued on the exercise of the Warrants, are subject to a restricted resale period under Canadian securities law and Exchange policy until June 6, 2013.

**Item 5. Full Description of Material Change**

**Item 5.1 Full Description of Material Change**

Please refer to the press release of the Company disseminated on February 05, 2013, attached hereto.

**Item 5.2 Disclosure for Restructuring Transactions**

Not applicable

**Item 6. Reliance on subsection 7.1(2) or (3) of National Instrument 51-102**

Not applicable.

**Item 7. Omitted Information**

None.

**Item 8. Executive Officer**

The following executive officer of the Company is knowledgeable about the material change and this report:

Kim Casswell, Corporate Secretary  
Phone: 604-662-8448  
Email: KCasswell@seabordservices.com

**Item 9. Date of Report**

February 05, 2013



## **News Release**

**NOT FOR DISTRIBUTION TO US NEWSWIRE SERVICES  
NOR FOR DISSEMINATION IN THE UNITED STATES OF AMERICA**

### **NEWS RELEASE**

### **COMPLETION OF FINAL TRANCHE OF PRIVATE PLACEMENT**

**Vancouver, British Columbia, February 5, 2013 (TSX Venture: REO)** – Reservoir Capital Corp., (“Reservoir” or the “Company”) is pleased to announce that it has completed the final tranche of a non-brokered private placement financing that was announced on November 21, 2012 (the “Private Placement”) raising an additional \$215,000 by the issuance of 2,150,000 units at \$0.10 per unit. Each unit was comprised of one common share (a “Share”) and one non-transferable, common share purchase warrant (a “Warrant”). Each Warrant entitles the holder to purchase an additional Share at \$0.25 until February 5, 2015. If, after June 5, 2013, the closing price of the Company’s shares on the TSX Venture Exchange is \$0.35 or greater for 10 consecutive trading days, the Company may, by notice given within five trading days thereof, accelerate the expiry of the warrants to the 21st trading day after such notice.

The Company paid a cash finders' fee of \$800.00 in respect of a subscription from an investor introduced by a finder. Insiders of the Company also purchased 200,000 units.

The Shares, and any Shares issued on the exercise of the Warrants, are subject to a restricted resale period under Canadian securities law and Exchange policy until June 6, 2013.

The proceeds of the offering will be used by Reservoir to support continued permitting work on its Brodarevo Hydroelectric Project in Serbia, new business efforts in Bosnia and Montenegro and for general corporate purposes.

#### **About Reservoir**

Reservoir is a renewable energy company based in southeast Europe. In 2012, the Company completed a positive Feasibility Study on its 59.1 MW Brodarevo hydroelectric project on the River Lim in Serbia and is currently working to secure project finance and building permits. Reservoir is also developing three hydroelectric projects on the Cehotina River in Bosnia totaling 17.76 MW and the Vranska Banja geothermal project in southern Serbia with an estimated resource potential of up to 20 MW. The Company’s common shares trade on the TSX Venture Exchange (symbol “REO”) and on the Frankfurt and Berlin Exchanges (symbol “ROC”). For further information on Reservoir Capital Corp., please consult the Company’s website [www.reservoircapitalcorp.com](http://www.reservoircapitalcorp.com), or contact Chris MacIntyre, VP Corporate Development, at +1 416 703 0010.

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*Neither the TSX Venture Exchange nor the Investment Industry Regulatory Organization of Canada  
accepts responsibility for the adequacy or accuracy of this release.*

*This news release does not constitute an offer to sell or a solicitation of an offer to buy any of the securities in the United States of America. The securities have not been and will not be registered under the United States Securities Act of 1933 (the “U.S. Securities Act”) or any state securities laws and may not be offered or sold within the United States or to U.S. Persons (as defined in the U.S. Securities Act) unless registered under the U.S. Securities Act and applicable state securities laws, or an exemption from such registration is available.*