



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

January 20, 2014

Item 3. News Release

A news release announcing this material change was issued on January 20, 2014 through the facilities of Marketwire via Canadian Disclosure and a copy was filed on SEDAR.

Item 4. Summary of Material Change

The Company provided an update on its Brodarevo Hydroelectric Project in Serbia. In addition, the Company also announced it will be seeking approval of shareholders for a consolidation of the Company's issued and outstanding common shares at a ratio of up to 20 pre-consolidation shares into one post-consolidation share at the special meeting of shareholders to be held on March 4, 2014.

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 January 20, 2014, 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

January 22, 2014



News Release

January 20, 2014

Brodarevo Project Update and Share Consolidation Proposal

Vancouver, British Columbia (TSX Venture: REO) – Reservoir Capital Corp. (“Reservoir” or the “Company”) is at an advanced stage of permitting for its Brodarevo Hydroelectric Project in Serbia, for which a positive Feasibility Study was completed in 2012 and Environmental Permits granted in 2013. The Company now awaits a decision from the Government of Serbia with regard to use of the government owned land affected by the project in order to complete applications for construction permits. The longer than expected timelines for approvals in Serbia and uncertainties around the Bilateral Agreement on renewable energy exports between Serbia and Italy have meant that the Company has been unable to advance its negotiations for project finance in a timely fashion. The Company is now obliged to raise additional equity capital in order to complete the permitting and project finance for Brodarevo and to secure and advance its other renewable energy licenses and concessions in the region.

Given the decline in the Company’s share price to levels substantially below that at which it is viable to issue new shares, the Company will be seeking approval of shareholders for a consolidation of the Company’s issued and outstanding common shares at a ratio of up to 20 pre-consolidation shares into one post-consolidation share at the special meeting of shareholders to be held on March 4, 2014. The board of directors is recommending shareholders approve the share consolidation in order to secure future equity financing and increase the Company’s flexibility with respect to potential business transactions.

If the consolidation is approved, the board of directors will have the authority to implement the consolidation at the ratio of up to 20:1 at any time and will be permitted, without further shareholder approval, to select a lower consolidation ratio if it deems that to be more appropriate. Notwithstanding approval of the consolidation by the shareholders, Reservoir’s directors, at their sole discretion, may abandon the consolidation without further approval, action by or prior notice to shareholders.

Reservoir currently has 84,361,726 common shares issued and outstanding and, if the consolidation is completed on a 20:1 ratio, will have 4,218,087 common shares issued and outstanding. The Company does not intend to change its name in connection with the consolidation, although its CUSIP number and ISIN will change.

The proposed consolidation is subject to the approval of the shareholders of Reservoir and the TSX Venture Exchange.

About Reservoir

Reservoir is a renewable energy company engaged in the development of a 59.1 MW hydroelectric project at Brodarevo on the River Lim, the Vranjska Banja geothermal project, both in southern Serbia, and the 17.76 MW Cehotina hydroelectric projects in Bosnia. Reservoir'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, 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.