



*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**

March 13, 2014

**Item 3. News Release**

A news release announcing this material change was issued on March 13, 2014 through the facilities of Marketwire via Canadian Disclosure and a copy was filed on SEDAR.

**Item 4. Summary of Material Change**

The Company announces that the date for the consolidation of its common shares on the basis of one (1) “new” common share for twenty (20) “old” common shares has been set for March 14, 2014.

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

**Item 5.1 Full Description of Material Change**

The Company announces that the date for the consolidation of its common shares on the basis of one (1) “new” common share for twenty (20) “old” common shares has been set. Effective March 14, 2014, the common shares of the Company will commence trading on the TSX Venture Exchange on a consolidated basis under the same stock symbol “REO”. The new CUSIP number and ISIN are 761125202 and CA7611252023.

No fractional shares will be issued under the share consolidation. Instead, all fractional shares resulting from the consolidation of less than one-half will be rounded down to the nearest whole number and of one-half or greater will be rounded up to the nearest whole number.

Letters of transmittal describing the process by which shareholders may obtain new certificates representing their consolidated common shares will be mailed shortly to registered shareholders. Shareholders holding their shares through a broker or other intermediary and do not have shares registered in their name will not be required to complete a letter of transmittal.

Following consolidation and subject to rounding, the Company will have 4,218,087 issued and outstanding common shares. All outstanding incentive stock options and share purchase warrants will be adjusted accordingly to reflect the share consolidation.

**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**

March 19, 2014