

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

June 9, 2014

Item 3. News Release

A news release announcing this material change was issued on June 9, 2014 through the facilities of Marketwired via Canadian Disclosure and a copy was filed on SEDAR.

Item 4. Summary of Material Change

The Company announces that the Company intends to undertake a private placement of \$1,000,000 by the issuance of 6,666,666 units at \$0.15 per unit. Each unit shall consist of one common share and one non-transferable, common share purchase warrant. Each warrant will entitle the holder to purchase an additional common share at \$0.20 for five years. If, after four months from closing, the closing price of the Company's shares on the TSX Venture Exchange exceeds \$0.30 for 30 consecutive trading days, the Company may, by notice given and news release issued within two trading days thereof, accelerate the expiry of the warrants to the 20th trading day after such 30 day period.

The Company will pay 5% finder's fees in respect of subscriptions from investors introduced by eligible finders. The fee will be payable in cash, or at the finder's election, the issuance of that number of units equal to 5% of the number of units issued pursuant to such subscriptions.

The Company has also entered into agreements with its Chairman, President & CEO and Vice-President Corporate Development, terminating their current consulting agreements and settling the indebtedness as of May 30, 2014, in consideration of success-based payments totaling \$225,000 and share issuances totaling 700,000 shares at \$0.15 each. All three have agreed with the Company to remain in their current positions. As well, The Company has agreed to settle outstanding indebtedness owed as of May 30, 2014 to a company owned by a Director, which provides administrative services to it in consideration of a success-based payment of \$50,000 and issuance of 233,333 shares at \$0.15 each. The settlements are subject to approval of the TSX Venture Exchange.

Item 5. Full Description of Material Change

Item 5.1 Full Description of Material Change

Refer to the press release of the Company disseminated on June 9, 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

June 10, 2014



News Release

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

Reservoir Settles Insider Debts and Plans to Raise up to \$1 Million by Private Placement

June 9, 2014 (TSX Venture: REO) - Reservoir Capital Corp. ("Reservoir" or the "Company") intends to undertake a private placement of \$1,000,000 by the issuance of 6,666,666 units at \$0.15 per unit. Each unit shall consist of one common share and one non-transferable, common share purchase warrant. Each warrant will entitle the holder to purchase an additional common share at \$0.20 for five years. If, after four months from closing, the closing price of the Company's shares on the TSX Venture Exchange exceeds \$0.30 for 30 consecutive trading days, the Company may, by notice given and news release issued within two trading days thereof, accelerate the expiry of the warrants to the 20th trading day after such 30 day period.

The Company will pay 5% finder's fees in respect of subscriptions from investors introduced by eligible finders. The fee will be payable in cash, or at the finder's election, the issuance of that number of units equal to 5% of the number of units issued pursuant to such subscriptions.

There can be no assurance that the private placement will be completed as proposed or at all, and it is subject to all applicable regulatory approvals. 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.

The Company has entered into agreements with its Chairman, President & CEO and Vice-President Corporate Development, terminating their current consulting agreements and settling the indebtedness as of May 30, 2014, in consideration of success-based payments totaling \$225,000 and share issuances totaling 700,000 shares at \$0.15 each. All three have agreed with the Company to remain in their current positions. As well, The Company has agreed to settle outstanding indebtedness owed as of May 30, 2014 to a company owned by a Director, which provides administrative services to it in consideration of a success-based payment of \$50,000 and issuance of 233,333 shares at \$0.15 each. The settlements are subject to approval of 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. 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.