

Form 51-102F3
MATERIAL CHANGE REPORT

Item 1. Name & Address of Company

Reservoir Capital Corp. (the "Company")

Suite 300 - 570 Granville Street
Vancouver, British Columbia
V6C 3P1

Item 2. Date of Material Change

March 24, 2011

Item 3. News Release

On March 25, 2011, 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 entered into a letter of intent dated March 24, 2011 regarding the proposed re-organization of its business components into two separately listed public corporations by the spin-out of certain Serbian mineral exploration permits to a new corporation, Reservoir Minerals Inc., by means of a plan of arrangement pursuant to the British Columbia *Business Corporations Act* (the "**Spin-out Transaction**"). The objective of the Spin-out Transaction is to maximize shareholder value by allowing the market to independently value the Company's renewable energy projects and mineral exploration business.

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 March 25, 2011, 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:

Chris MacIntyre, VP Corporate Development
Phone: 416 703-0010
Email: cmacintyre@reservoircapitalcorp.com

Item 9. Date of Report

March 25, 2011

CORPORATE OFFICE:
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TSX-V:REO

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News Release

March 25, 2011

Reservoir Capital Announces Spin-Out of Mineral Exploration Assets

Vancouver, British Columbia (TSX Venture: REO) – Reservoir Capital Corp., (“**Reservoir**” or the “**Company**”) is pleased to announce that it has entered into a letter of intent dated March 24, 2011 regarding the proposed re-organization of its business components into two separately listed public corporations by the spin-out of certain Serbian mineral exploration permits to a new corporation, Reservoir Minerals Inc. (“**Minerals**”), by means of a plan of arrangement pursuant to the British Columbia *Business Corporations Act* (the “**Spin-out Transaction**”). The objective of the Spin-out Transaction is to maximize shareholder value by allowing the market to independently value the Company’s renewable energy projects and mineral exploration business. In addition to allowing the Company to continue to focus efforts on its renewable energy projects, the Company is confident that having a dedicated management team and funding for the mineral exploration business will accelerate development of existing mineral projects and give scope for new acquisitions.

The Spin-out Transaction will result in Minerals being a separate exploration company focused on Serbian mining exploration holding the following Serbian mineral exploration permits:

- 1. the Stara Planina Exploration Permit;**
- 2. the Plavkovo Exploration Permit;**
- 3. the Lece Exploration Permit;**
- 4. the Parlozi Exploration Permit;**
- 5. the Bobija Exploration Permit;**
- 6. the Jasikovo-Durlan Potok Exploration Permit;**
- 7. the Brestovac-Metovnica Exploration Permit; and**
- 8. the Deli Jovan Exploration Permit.**

Transaction Terms

Under the proposed Spin-out Transaction, shareholders of the Company on the record date for the Spin-out Transaction would be entitled to receive their pro rata portion of 9,000,000 common shares of Minerals (“**Minerals Share**”) to be issued pursuant to the Spin-out Transaction. It is currently contemplated that the plan of arrangement will be structured as a return of capital for Reservoir shareholders.

Upon closing of the Spin-out Transaction, the board of directors of Minerals is anticipated to consist of up to 5 directors, including Simon Ingram (previously a director of the Company), Miles Thompson (the Executive Chairman of the Company), Chris MacIntyre (Vice President of Corporate Development of the Company) and

Miljana Vidovic (President and Chief Executive Officer of the Company). Additionally, it is currently intended that the composition of the officers of the Corporation will consist of Simon Ingram as President and Chief Executive Officer, Chris MacIntyre as Vice President Corporate Development and Aleksandar Obrenovic as Vice President Exploration. The current directors of Minerals are Miles Thompson, Simon Ingram and Chris MacIntyre. Simon Ingram currently serves as the President and Chief Executive Officer of Minerals. The Company will continue to pursue the acquisition and development of renewable energy projects. The Company's current board will continue in its capacity.

Dr. Ingram was a founding director of Reservoir Capital and has 20 years international experience in the exploration and mining industry. He is the founder and principal of a resource services firm, through which he has provided technical and managerial expertise to exploration and mining companies world-wide, throughout the project cycle from early-stage exploration projects to feasibility studies, mine start up and production. Projects that Dr. Ingram has been a consultant and advisor to include; Petropavlovsk Plc, a London-listed mining and exploration company with its principal assets located in Russia, Anglo American Zambia copper mine production and expansion, Rio Tinto Technical Services for resource definition to mine start up in the Middle East and the resource expansion, mining start up and subsequent sale of a polymetallic mine in Armenia for a private Swiss company. Dr Ingram holds a B.Sc. (Hon) in Exploration and Mining Geology and Ph.D in Mineral Resource Evaluation from Cardiff University.

It is anticipated that the Spin-out Transaction will take three to four months to complete. The implementation of the Spin-out Transaction is subject to, among other things: further board of directors approval by each of the Company and Minerals of the final structure and terms and the arrangement agreement to be entered into with Minerals, shareholder, court and regulatory approvals, including TSX Venture Exchange acceptance of the Spin-out Transaction, and the continued listing of the Company's common shares on the TSX Venture Exchange and conditional listing approval of Mineral Shares. No application for listing has been made and there is no assurance that if made that approval will be granted. The TSX Venture Exchange has not approved or disapproved the Spin-out Transaction and there is no assurance that the TSX Venture Exchange will approve the Spin-out Transaction. The Company will hold a special meeting of shareholders to approve the Spin-out Transaction. Further particulars, including the record and meeting dates, will be announced in due course and a complete description of the Spin-out Transaction will be set forth in a management information circular to be sent to shareholders of the Company in connection with the special meeting to approve the Spin-out Transaction.

In connection with the Spin-out Transaction, Minerals intends to complete a non-brokered private placement raising gross proceeds of up to \$7,020,000 by the issuance of up to 10,800,000 subscription receipts ("**Subscription Receipts**") of Minerals at a price of \$ 0.65 per Subscription Receipt, subject to Minerals' right to increase such offering up to a maximum of \$10,000,000 in Subscription Receipts based on subscriber demand. Each Subscription Receipt shall entitle the holder to receive, without the payment of any additional consideration or further action, in certain circumstances, one unit ("**Unit**") in the capital of Minerals, each Unit comprised of one Minerals Share and one Minerals Share purchase warrant ("**Warrant**") whereby each Warrant will entitle the holder to acquire one additional Minerals Share at: (i) an exercise price of \$0.90 for the first year following the issuance of the Units, and (ii) an exercise price of \$1.00 for the second year following the issuance of the Units; subject to accelerated expiry in certain circumstances. Minerals may issue Units to registered dealers equal to up to 4% of the aggregate number of Units issued pursuant to the conversion of Subscription Receipts sold.

On completion of the Spin-out Transaction, it is anticipated that Minerals will have approximately 22 million Minerals Shares outstanding, prior to any increase in the offering of Subscription Receipts and exercise of Warrants and options to purchase Minerals Shares. Minerals presently has 1,900,100 Minerals Shares outstanding issued for aggregate proceeds of \$190,010 to persons who will be integrally involved in the business including Serbian residents.

About the Company

Reservoir is a renewable energy company, engaged in development of a 58.4 MW hydroelectric project at Brodarevo in southwest Serbia. Reservoir holds four geothermal exploration licenses in Serbia and has applied for

three hydroelectric licenses on the Cehotina River in Bosnia (17.75 MW) and one to develop a 32 MW project from an existing reservoir dam at Vrutci in Serbia. The Company holds a portfolio of 8 precious and base metal exploration properties in Serbia, with the exploration unit of a leading international mining company farming into two of them. 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.reservoircapital.ca, or contact Chris MacIntyre at +1 416 703 0010 or via e-mail at cmacintyre@reservoircapitalcorp.com.

Neither the TSX Venture Exchange nor its Regulation Service Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.

*Except for statements of historical fact relating to the Company, some statements in this news release contain forward-looking statements and information ("**forward-looking statements**"). Forward-looking statements are frequently characterized by words such as "plan", "expect", "project", "intent", "believe", "anticipate" and other similar words, or statements that certain events or conditions "may" or "will" occur.*

Forward-looking statements are based on the opinions and estimates of management at the date the statements are made, and are subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ materially from those projected in the forward-looking statements. These statements include, but are not limited to, statements with respect to the expected benefits of the proposed Spin-out Transaction, the timing and completion of the Spin-out Transaction, the receipt of any shareholder and regulatory approvals for the Spin-out Transaction and the development potential of the Company's properties and the number of Minerals Shares outstanding upon completion of the Spin-out Transaction. These statements address future events and conditions and, as such, involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the statements. Such factors and assumptions include, among others, the effects of general economic conditions, the price of natural resources, changing foreign exchange rates and actions by government authorities, uncertainties associated with legal proceedings and negotiations and misjudgements in the course of preparing forward-looking information. In addition, there are known and unknown risk factors which could cause the Company's actual results, performance or achievements to differ materially from any future results, performance or achievements expressed or implied by the forward-looking statements. Known risk factors include risks associated with the ability obtain any necessary approvals, waivers, consents and other requirements necessary or desirable to permit or facilitate the Spin-out Transaction, the risks that any applicable conditions of the proposed transaction may not be satisfied, risks associated with project development; the need for additional financing; operational risks associated with mining and mineral processing; the uncertainties involved in interpreting drilling results and other ecological data, fluctuating metal prices, the possibility of project cost overruns or unanticipated costs and expenses, uncertainties relating to the availability and costs of financing needed in the future; fluctuations in metal prices; title matters; environmental liability claims and insurance; reliance on key personnel; the potential for conflicts of interest among certain officers, directors or promoters of the Company with certain other projects; currency fluctuations; competition; dilution; the volatility of the Company's common share price and volume; tax consequences to investors; and other factors described in the section entitled "Risks" in the Company's Management's Discussion and Analysis for the period ended October 31, 2010 and other risks and uncertainties. Forward-looking statements are made based on management's beliefs, estimates and opinions on the date that statements are made and the Company undertakes no obligation to update forward-looking statements if these beliefs, estimates and opinions or other circumstances should change, except as required by applicable securities law. Circumstances or management's estimates or opinions could change. The reader is cautioned not to place undue reliance on forward-looking statements.