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**

July 2, 2014

Item 3.   **News Release**

On July 2, 2014, a press release in respect of the material change was issued through the facilities of Marketwire via Canadian Timely Disclosure.

Item 4.   **Summary of Material Change**

The Company announces that the TSX Venture Exchange has accepted for filing the Company's proposal to issued 933,233 shares to settle outstanding debt for $140,000.

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

Item 5.1   **Full Description of Material Change**

The Company announces that the TSX Venture Exchange has accepted for filing the Company's proposal to issue 933,332 shares to settle outstanding debt for $140,000.

As announced by press release on June 9, 2014, the Company 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. The Company also 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.

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: 604-669-4854
> Email: KCasswell@seabordservices.com

Item 9.   **Date of Report**

July 7, 2014