

RESERVOIR CAPITAL CORP.

Suite 501, 543 Granville Street
Vancouver, British Columbia V6C 1X8

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

Notice is hereby given that an annual and special meeting (the “**Meeting**”) of the shareholders (the “**Reservoir Capital Shareholders**”) of Reservoir Capital Corp. (the “**Corporation**”) will be held at the office of the Corporation, Suite 501, 543 Granville Street, Vancouver, British Columbia on Tuesday, October 11, 2011 at 10:00 a.m. (Vancouver time) for the following purposes:

1. to receive and consider the financial statements of the Corporation for the year ended April 30, 2011, together with the report of the auditors thereon;
2. to set the number of directors to be elected at the Meeting at five;
3. to elect directors to hold office until the next annual meeting of Reservoir Capital Shareholders or until their successors are elected or appointed;
4. to appoint Davidson & Company LLP, Chartered Accountants, as auditors of the Corporation for the ensuing year, at a remuneration to be fixed by the board of directors;
5. to consider, and if thought advisable, pass an ordinary resolution approving and adopting the Corporation’s amended and restated stock option plan;
6. to consider, pursuant to an order (the “**Interim Order**”) of the Supreme Court of British Columbia (the “**Court**”) dated September 12, 2011, and, if deemed advisable, to pass, with or without variation, a special resolution approving an arrangement (the “**Arrangement**”) under section 288 of the *Business Corporations Act* (British Columbia) (the “**BCBCA**”) which involves, among other things, to spin-out the Corporation’s Serbian mining assets to Reservoir Minerals Inc. and the distribution to Reservoir Capital Shareholders of common shares of Reservoir Minerals Inc., all as more particularly described in the accompanying Management Information Circular (the “**Circular**”);
7. to consider and, if thought advisable, pass an ordinary resolution to approve the seed private placement of 1,900,000 common shares in the capital of Reservoir Minerals Inc. on March 15, 2011 at a price of \$0.10 per share to persons who will be integrally involved in the business of Reservoir Minerals Inc. including Serbian residents;
8. to consider and, if thought advisable, pass, with or without variation, an ordinary resolution to approve, ratify and confirm a stock option plan for Reservoir Minerals Inc.; and
9. to transact such other business as may properly come before the Meeting or any adjournments or postponements thereof.

The completion of the Arrangement is not conditional upon approval of the stock option plan for Reservoir Minerals Inc.

A complete description of the Arrangement and related transactions is included in the Circular. The full text of the Arrangement Resolution is set forth in Appendix “A” to the Circular. The Arrangement will

be completed pursuant to the arrangement agreement dated September 12, 2011 (the “**Arrangement Agreement**”), the text of which is attached as Appendix “B” to the Circular.

The Arrangement is subject to shareholder approval pursuant to the Interim Order. Before the Arrangement can become effective, it must also be approved by a final order (the “**Final Order**”) of the Court. A copy of the Interim Order and the notice of hearing for the Final Order are attached as Appendices “C” and “D”, respectively, to the Circular.

Pursuant to the Interim Order, the BCBCA and the plan of arrangement providing for the Arrangement (the “Plan of Arrangement”), registered Reservoir Capital Shareholders have the right to dissent in respect of the Arrangement Resolution. If the Arrangement is completed, each Reservoir Capital Shareholder who exercises a right of dissent pursuant to the Interim Order, the BCBCA and the Plan of Arrangement (a “Dissenting Shareholder”) will be entitled to be paid the fair market value of his, her or its common shares of the Corporation if the Corporation shall have received a written objection to the Arrangement Resolution from the Dissenting Shareholder by 5:00 p.m. (Vancouver time) two business days immediately preceding the day of the Meeting, or any adjournment thereof addressed to the Corporation, at Suite 501, 543 Granville Street, Vancouver, British Columbia V6C 1X8 or the chairman of the Meeting shall have received on the day of the Meeting, or any adjournment thereof, prior to its commencement, and the Dissenting Shareholder shall have otherwise complied with the dissent procedures under the BCBCA (as modified in certain respects by the Interim Order and the Plan of Arrangement). The foregoing rights of dissent are described in the Circular under the heading “Rights of Dissenting Shareholders” and in Appendix “F” to the Circular.

Only Reservoir Capital Shareholders of record at the close of business on September 9, 2011 are entitled to notice of and to vote at the Meeting and any adjournment thereof.

Registered Reservoir Capital Shareholders who are unable to attend the Meeting in person are requested to date and sign the enclosed form of proxy and to mail it to or deposit it with the Secretary of the Corporation, care of Computershare Trust Company of Canada, Attention: Proxy Department, 100 University Avenue, 9th Floor, Vancouver, British Columbia M5J 2Y1, or faxed to (416) 263-9524 or 1-866-249-7775. In order to be valid and acted upon at the Meeting, forms of proxy must be received at the aforesaid address no later than 48 hours (excluding Saturdays, Sundays and statutory holidays in the city of Vancouver, British Columbia) before the time of the Meeting or any adjournments or postponements thereof. If you are a non-registered Reservoir Capital Shareholder and receive these materials through your broker or through another intermediary, please complete and return the materials in accordance with the instructions provided to you by your broker or the other intermediary. Failure to do so may result in your shares of the Corporation not being voted at the Meeting.

Dated at Vancouver, British Columbia on the 12th day of September, 2011.

ON BEHALF OF THE BOARD OF DIRECTORS

(signed) “Kim C. Casswell”

Corporate Secretary