



**RESERVOIR CAPITAL CORP.**

**CONSOLIDATED FINANCIAL STATEMENTS**  
**(Expressed in Canadian dollars)**

**YEARS ENDED APRIL 30, 2014 AND 2013**  
**(Audited)**

## INDEPENDENT AUDITORS' REPORT

To the Shareholders of  
Reservoir Capital Corp.

We have audited the accompanying consolidated financial statements of Reservoir Capital Corp., which comprise the consolidated statements of financial position as at April 30, 2014 and 2013, the consolidated statements of loss and comprehensive loss, cash flows and changes in equity for the years then ended, and a summary of significant accounting policies and other explanatory information.

### *Management's Responsibility for the Consolidated Financial Statements*

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

### *Auditors' Responsibility*

Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We conducted our audits in accordance with Canadian generally accepted auditing standards. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained in our audits is sufficient and appropriate to provide a basis for our audit opinion.



***Opinion***

In our opinion, these consolidated financial statements present fairly, in all material respects, the financial position of Reservoir Capital Corp. as at April 30, 2014 and 2013 and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards.

***Emphasis of Matter***

Without qualifying our opinion, we draw attention to Note 1 in the consolidated financial statements which describes conditions and matters that indicate the existence of a material uncertainty that may cast significant doubt about Reservoir Capital Corp.'s ability to continue as a going concern.

**“DAVIDSON & COMPANY LLP”**

Vancouver, Canada

Chartered Accountants

August 27, 2014

**RESERVOIR CAPITAL CORP.**  
**CONSOLIDATED STATEMENTS OF FINANCIAL POSITION**  
(Expressed in Canadian dollars)

	April 30, 2014	April 30, 2013
<b>ASSETS</b>		
<b>Current</b>		
Cash and cash equivalents (Note 4)	\$ 152,287	\$ 1,757,197
Receivables, net of provisions (Note 5)	201,261	247,437
Prepays and advances (Note 6)	19,111	96,675
<b>Total current assets</b>	<b>372,659</b>	<b>2,101,309</b>
<b>Non-current</b>		
Equipment (Note 7)	214,500	269,918
Energy projects (Note 8)	1,122,491	1,144,003
Geothermal licenses (Note 8)	5,470	5,470
Restricted cash equivalents (Note 4)	5,750	75,000
<b>Total non-current assets</b>	<b>1,348,211</b>	<b>1,494,391</b>
<b>TOTAL ASSETS</b>	<b>\$ 1,720,870</b>	<b>\$ 3,595,700</b>
<b>LIABILITIES AND EQUITY</b>		
<b>LIABILITIES</b>		
<b>Current</b>		
Accounts payable and accrued liabilities (Note 9)	\$ 1,084,265	\$ 560,223
<b>Total liabilities</b>	<b>1,084,265</b>	<b>560,223</b>
<b>EQUITY</b>		
Share capital (Note 10)	33,178,362	33,178,362
Share-based payments reserve (Note 10)	2,547,003	2,547,003
Deficit	(34,983,868)	(32,609,392)
<b>Equity attributable to owners of the Company</b>	<b>741,497</b>	<b>3,115,973</b>
Non-controlling interests	(104,892)	(80,496)
<b>Total equity</b>	<b>636,605</b>	<b>3,035,477</b>
<b>TOTAL LIABILITIES AND EQUITY</b>	<b>\$ 1,720,870</b>	<b>\$ 3,595,700</b>

**Nature of operations and going concern** (Note 1)  
**Events after reporting date** (Note 16)

These consolidated financial statements are approved and authorized for issuance by the Board of Directors on August 27, 2014.

\_\_\_\_\_ "Miles F. Thompson" \_\_\_\_\_ Director      \_\_\_\_\_ "C. Winston Bennett" \_\_\_\_\_ Director

The accompanying notes are an integral part of these consolidated financial statements.

**RESERVOIR CAPITAL CORP.****CONSOLIDATED STATEMENTS OF LOSS AND COMPREHENSIVE LOSS**

(Expressed in Canadian dollars)

	Year ended April 30, 2014	Year ended April 30, 2013
<b>OPERATIONS EXPENDITURES</b>		
Renewable energy projects (Note 8)	\$ 1,495,644	\$ 4,503,212
<b>GENERAL AND ADMINISTRATIVE EXPENSES</b>		
Administrative services and office	241,258	351,818
Amortization (Note 7)	720	883
Management fees	300,000	362,204
Professional fees	50,741	78,704
Shareholder communication and investor relations	17,441	35,723
Share-based payments (Note 10)	-	800,962
Transfer agent and filing fees	43,632	76,489
Travel	34,831	104,617
	688,623	1,811,400
<b>Loss from operations</b>	(2,184,267)	(6,314,612)
Foreign exchange gain (loss)	14,467	(21,312)
Interest and other income	1,619	18,922
Miscellaneous income (Note 11)	48,000	11,690
Gain (loss) on disposals of equipment	(367)	3,495
Bad debt expense	(63,634)	-
Write-off of project costs and associated items (Note 8)	(214,690)	-
	(214,605)	12,795
<b>Loss and comprehensive loss for the year</b>	\$ (2,398,872)	\$ (6,301,817)
<b>Attributable to:</b>		
Equity shareholders of the Company	\$ (2,374,476)	\$ (6,276,842)
Non-controlling interests	(24,396)	(24,975)
	\$ (2,398,872)	\$ (6,301,817)
Basic and diluted loss per share	\$ (0.56)	\$ (1.95)
Weighted average number of common shares outstanding	4,218,086	3,216,288

The accompanying notes are an integral part of these consolidated financial statements.

**RESERVOIR CAPITAL CORP.**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(Expressed in Canadian dollars)

	Year ended April 30, 2014	Year ended April 30, 2013
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Loss for the year attributable to equity shareholders	\$ (2,374,476)	\$ (6,276,842)
Adjustments for:		
Amortization	58,475	66,338
Share-based payments	-	800,962
Interest income	(1,619)	(18,922)
Loss (gain) on disposals of equipment	367	(3,495)
Unrealized foreign exchange loss on cash and cash equivalents	4,649	830
Bad debt expense	63,634	-
Write-off of project costs and associated items	214,690	-
Loss for the period attributable to non-controlling interests	(24,396)	(24,975)
<b>Changes in non-cash working capital items:</b>		
Receivables	(17,458)	75,132
Prepays and advances	77,564	199,156
Accounts payable and accrued liabilities	524,042	(5,963)
<b>Net cash used in operating activities</b>	<b>(1,474,528)</b>	<b>(5,187,779)</b>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Purchase of equipment	(6,380)	(87,339)
Proceeds from disposals of equipment	2,956	7,282
Purchase of land for hydroelectric projects	(37,536)	(79,061)
Interest received	1,619	18,922
Redemption of restricted cash equivalents	69,250	-
Collateral for hydroelectric concessions	(155,642)	-
<b>Net cash used in investing activities</b>	<b>(125,733)</b>	<b>(140,196)</b>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Share capital issued for cash	-	3,000,000
Share issue costs	-	(42,019)
<b>Net cash provided by financing activities</b>	<b>-</b>	<b>2,957,981</b>
<b>Effect of foreign exchange changes on cash and cash equivalents</b>	<b>(4,649)</b>	<b>(830)</b>
<b>Change in cash and cash equivalents during the year</b>	<b>(1,604,910)</b>	<b>(2,370,824)</b>
<b>Cash and cash equivalents, beginning of year</b>	<b>1,757,197</b>	<b>4,128,021</b>
<b>Cash and cash equivalents, end of year</b>	<b>\$ 152,287</b>	<b>\$ 1,757,197</b>

Supplemental disclosure with respect to cash flows (Note 13)

The accompanying notes are an integral part of these consolidated financial statements.

**RESERVOIR CAPITAL CORP.**  
**CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY**  
(Expressed in Canadian dollars)

	Number of shares		Share capital		Share-based payments reserve		Deficit		Non-controlling interest		<b>Total equity</b>
<b>Balance as at April 30, 2013</b>	4,218,086	\$	33,178,362	\$	2,547,003	\$	(32,609,392)	\$	(80,496)	\$	3,035,477
Loss for the year	-		-		-		(2,374,476)		(24,396)		(2,398,872)
<b>Balance as at April 30, 2014</b>	4,218,086	\$	33,178,362	\$	2,547,003	\$	(34,983,868)	\$	(104,892)	\$	636,605

	Number of shares		Share capital		Share-based payments reserve		Deficit		Non-controlling interest		<b>Total equity</b>
<b>Balance as at April 30, 2012</b>	2,664,686	\$	30,220,381	\$	1,746,041	\$	(26,332,550)	\$	(55,521)	\$	5,578,351
Private placement	1,500,000		3,000,000		-		-		-		3,000,000
Units issued as finders fees	53,400		106,800		-		-		-		106,800
Share issue costs	-		(148,819)		-		-		-		(148,819)
Share-based payments	-		-		800,962		-		-		800,962
Loss for the year	-		-		-		(6,276,842)		(24,975)		(6,301,817)
<b>Balance as at April 30, 2013</b>	4,218,086	\$	33,178,362	\$	2,547,003	\$	(32,609,392)	\$	(80,496)	\$	3,035,477

The accompanying notes are an integral part of these consolidated financial statements.

**RESERVOIR CAPITAL CORP.**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
(Expressed in Canadian dollars)  
FOR THE YEARS ENDED APRIL 30, 2014 AND 2013

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**1. NATURE OF OPERATIONS AND GOING CONCERN**

Reservoir Capital Corp. (“Reservoir” or the “Company”) was incorporated under the Business Corporations Act (Alberta) on March 23, 2006 and was continued into British Columbia, under the Business Corporations Act (British Columbia) on November 15, 2007.

The address of the Company’s head office is 501 - 543 Granville Street, Vancouver, British Columbia, Canada V6C 1X8.

The Company’s principal business activities are the acquisition and development of renewable energy projects in the Republic of Serbia, Montenegro, the Federation of Bosnia and Herzegovina, and elsewhere in southeast Europe. The Company currently holds two energy licenses for run-of-river hydroelectric projects and four geothermal licenses in Serbia. The Company has been granted 30-year concessions on three hydroelectric projects in Bosnia.

The Company’s hydroelectric and geothermal projects are located in emerging nations and, consequently, may be subject to a higher level of risk compared to more developed countries. Operations, the status of renewable energy and geothermal licenses and the recoverability of investments in emerging nations can be affected by changing economic, regulatory and political situations.

The Company is in the process of advancing its hydroelectric and geothermal projects held for the potential generation of commercial production of electricity and has not yet determined the economic viability of its projects. The recoverability of the Company’s investment in its hydroelectric and geothermal projects is dependent upon the existence of one or more economic projects, the Company’s ability to obtain the necessary financing to complete development and to secure and maintain the appropriate permits, rights and beneficial interest in the projects, and upon future profitable operations or proceeds from the sale of the projects.

In an effort to facilitate greater flexibility in pursuing its plans, the Company completed a share consolidation on a basis of one (1) “new” common share for twenty (20) “old” common shares, with no fractional shares issued, on March 14, 2014 (the “Effective Date”). On the Effective Date of March 14, 2014, the Company had 4,218,087 common shares outstanding and all outstanding stock options and share purchase warrants have been adjusted accordingly to reflect the share consolidation. All references to share capital, common shares outstanding and per share amounts in these annual consolidated financial statements and the accompanying notes for time periods prior to the share consolidation have been restated to reflect the share consolidation.

These consolidated financial statements of the Company are presented in Canadian dollars unless otherwise indicated. The consolidated financial statements have been prepared assuming the Company will continue on a going-concern basis. The ability of the Company to continue as a going-concern depends upon its ability to raise adequate financing and to develop profitable operations. The consolidated financial statements do not include adjustments to amounts and classifications of assets and liabilities that might be necessary should the Company be unable to continue operations.

In assessing whether the going concern assumption is appropriate, management takes into account all available information about the future, which is at least, but not limited to, twelve months from the end of the reporting period. Management is aware, in making its assessment, of material uncertainties relating to events or conditions that may cast significant doubt upon the entity’s ability to continue as a going concern.



**RESERVOIR CAPITAL CORP.**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
(Expressed in Canadian dollars)  
FOR THE YEARS ENDED APRIL 30, 2014 AND 2013

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**2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

**Principles of Consolidation**

These consolidated financial statements include the accounts of the Company and its subsidiary companies after eliminating intercompany balances and transactions. Subsidiaries are all entities over which the Company has the power to govern the financial and operating policies, generally accompanying a shareholding of more than one half of the voting rights.

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Name	Place of incorporation	Ownership %
Renewable Energy Ventures d.o.o.	Republic of Serbia	100%
Southern European Exploration d.o.o.	Republic of Serbia	100%
REV D.o.o Foca	Bosnia and Herzegovina	100%
Reservoir Capital Cooperatief U.A.	Netherlands	100%
Renewable Energy Ventures d.o.o. - Podgorica	Montenegro	100%
Renewable Energy Ventures Italia s.r.l.	Italian Republic	85%

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**Foreign Currency Translation**

The functional currency is the currency of the primary economic environment in which the entity operates. The functional currency for the Company and its subsidiaries is the Canadian dollar. The functional currency determinations were conducted through an analysis of the consideration factors identified in IAS 21, The Effects of Changes in Foreign Exchange Rates.

Transactions in currencies other than the Canadian dollar are recorded at exchange rates prevailing on the dates of the transactions. At the end of each reporting period, the monetary assets and liabilities of the Company that are denominated in foreign currencies are translated at the rate of exchange at the reporting date while non-monetary assets and liabilities are translated at historical rates. Revenues and expenses are translated at the exchange rates approximating those in effect on the date of the transactions. Exchange gains and losses arising on translation are included in profit or loss.

**Cash and Cash Equivalents**

Cash and cash equivalents include cash on hand, bank deposits and short-term, highly liquid investments that are readily convertible to known amounts of cash or with original maturities of three months or less.

**RESERVOIR CAPITAL CORP.**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
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FOR THE YEARS ENDED APRIL 30, 2014 AND 2013

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**2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd...)**

**Financial Instruments**

*Financial Assets*

The Company classifies its financial assets into one of the following categories, depending on the purpose for which the asset was acquired. The Company's accounting policy for each category is as follows:

Fair value through profit or loss ("FVTPL") - This category comprises derivatives, or assets acquired or incurred principally for the purpose of selling or repurchasing them in the near term. They are carried in the statement of financial position at fair value with changes in fair value recognized in profit or loss.

Loans and receivables - These assets are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are carried at amortized cost less any provision for impairment. Individually significant receivables are considered for impairment when they are past due or when other objective evidence is received that a specific counterparty will default.

Held-to-maturity investments - These assets are non-derivative financial assets with fixed or determinable payments and fixed maturities that the Company's management has the positive intention and ability to hold to maturity. These assets are measured at amortized cost using the effective interest method. If there is objective evidence that the investment is impaired, determined by reference to external credit ratings and other relevant indicators, the financial asset is measured at the present value of estimated future cash flows. Any changes to the carrying amount of the investment, including impairment losses, are recognized in profit or loss.

Available-for-sale ("AFS") - Non-derivative financial assets not included in the above categories are classified as available-for-sale. They are carried at fair value with changes in fair value recognized directly in equity. Where a decline in the fair value of an available-for-sale financial asset constitutes objective evidence of impairment, the amount of the loss is removed from equity and recognized in profit or loss.

*Financial Liabilities*

The Company classifies its financial liabilities into one of two categories, depending on the purpose for which the liabilities were acquired. The Company's accounting policy for each category is as follows:

FVTPL - This category comprises derivatives, or liabilities acquired or incurred principally for the purpose of selling or repurchasing them in the near term. They are carried in the statement of financial position at fair value with changes in fair value recognized in profit or loss.

Other financial liabilities - This category comprises non-derivative liabilities, which are recognized at amortized cost.

The Company has classified its cash and cash equivalents, receivables and restricted cash equivalents as loans and receivables. The Company's accounts payable and accrued liabilities are classified as other financial liabilities.

**RESERVOIR CAPITAL CORP.**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
(Expressed in Canadian dollars)  
FOR THE YEARS ENDED APRIL 30, 2014 AND 2013

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**2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd...)**

**Financial Instruments (cont'd...)**

*Impairment of Financial Assets*

All financial assets except for those at FVTPL are subject to review for impairment at least at each reporting date. Financial assets are impaired when there is any objective evidence that a financial asset or a group of financial assets is impaired. Different criteria to determine impairment are applied for each category of financial assets described above.

When an AFS financial asset is considered to be impaired, cumulative gains or losses previously recognized in comprehensive income or loss are reclassified to profit or loss in the period. For marketable securities classified as AFS, a significant or prolonged decline in the fair value of the securities below their cost is considered to be objective evidence of impairment.

For all other financial assets objective evidence of impairment could include:

- significant financial difficulty of the issuer or counterparty;
- default or delinquency in interest or principal payments; or,
- it becoming probable that the borrower will enter bankruptcy or financial re-organization.

For certain categories of financial assets, such as amounts receivable, assets that are assessed not to be impaired individually are subsequently assessed for impairment on a collective basis. The carrying amount of financial assets is reduced by the impairment loss directly for all financial assets with the exception of receivables, where the carrying amount is reduced through the use of an allowance account. When an amount receivable is considered uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited against the allowance account. Changes in the carrying amount of the allowance account are recognized in profit or loss.

With the exception of AFS equity instruments, if, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognized, the previously recognized impairment loss is reversed through profit or loss to the extent that the carrying amount of the investment at the date the impairment is reversed does not exceed what the amortized cost would have been had the impairment not been recognized. In respect of AFS equity securities, impairment losses previously recognized through profit or loss are not reversed through profit or loss. Any increase in fair value subsequent to an impairment loss is recognized directly in equity.

**Equipment**

Equipment is carried at cost, less accumulated amortization and accumulated impairment losses. The cost of an item of equipment consists of the purchase price, any costs directly attributable to bringing the asset to the location and condition necessary for its intended use and an initial estimate of the costs of dismantling and removing the item and restoring the site on which it is located. Amortization is provided at rates calculated to write off the cost of equipment, using the declining-balance method at a rate of 20% per annum.

An item of equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on disposal of the asset, determined as the difference between the net disposal proceeds and the carrying amount of the asset, is recognized in profit or loss.

**RESERVOIR CAPITAL CORP.**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
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FOR THE YEARS ENDED APRIL 30, 2014 AND 2013

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**2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd...)**

**Equipment (cont'd...)**

Where an item of equipment comprises major components with different useful lives, the components are accounted for as separate items of equipment. Expenditures incurred to replace a component of an item are accounted for separately, including major inspection and overhaul expenditures which are capitalized.

**Energy Projects and Geothermal Licenses**

Once a license to explore an area has been secured, expenditures to acquire exploration and evaluation assets are capitalized to exploration and evaluation assets. Acquisition costs include cash consideration and the value of common shares, based on recent issue prices, issued for exploration and evaluation assets pursuant to the terms of the agreement. Acquisition costs also include costs directly attributable to acquiring a license. Exploration expenditures, net of recoveries, are charged to operations as incurred.

Management reviews the carrying value of capitalized exploration costs at least annually. In the case of undeveloped projects, there may be only inferred resources to form a basis for the impairment review. The review is based on a status report regarding the Company's intentions for development of the undeveloped property.

Once an economically viable project has been determined for an area and the decision to proceed with development has been approved, exploration and evaluation assets attributable to that area are first tested for impairment and then reclassified to construction in progress. Subsequent recovery of the resulting carrying value depends on successful development or sale of the undeveloped project. If the property is put into production, the costs of acquisition and exploration will be amortized over the life of the property, based on estimated economic reserves. If a project does not prove viable, all irrecoverable costs associated with the project net of any impairment provisions are written off.

**Impairment of Long-lived Assets**

A long-lived asset is tested for recoverability whenever events or changes in circumstances indicate that its carrying amount may not be recoverable. An impairment loss is recognized when the carrying amount of a long-lived asset, or a cash-generating unit, exceeds its recoverable amount. A cash-generating unit is the smallest identifiable group of long-lived assets at the lowest level for which identifiable cash flows are largely independent of the cash flows of other assets and liabilities. Estimates of future cash flows used to test recoverability of a long-lived asset include only the future cash flows that are directly associated with, and that are expected to arise as a direct result of, its use and eventual disposition. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or cash-generating unit.

An impairment loss is reversed if there is an indication that there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized. An impairment loss with respect to goodwill is never reversed.

**2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd...)**

**Decommissioning and Restoration Provision**

Restoration, rehabilitation and environmental obligations are recognized for the expected obligations related to the retirement of long-lived tangible assets that arise from the acquisition, construction, development or normal operation of such assets. A restoration, rehabilitation or environmental obligation is recognized in the period in which it is incurred and when a reasonable estimate of the fair value of the liability can be made with a corresponding cost recognized by increasing the carrying amount of the related long-lived asset. The restoration, rehabilitation or environmental cost is subsequently allocated in a rational and systematic method over the underlying asset's useful life. The initial fair value of the liability is accreted, by charges to operations, to its estimated future value. The Company has no known restoration, rehabilitation or environmental obligations.

**Restricted Cash Equivalents**

The Company has posted term deposits held at its primary financial institution as security deposits for property concessions and credit card issued for business use. Accordingly, these term deposits are restricted from general use and are considered to be long-term.

**Share Capital**

Common shares issued for non-monetary consideration are recorded at their fair value on the measurement date and classified as equity. The measurement date is defined as the earliest of the date at which the commitment for performance by the counterparty to earn the common shares is reached or the date at which the counterparty's performance is complete.

Transaction costs directly attributable to the issue of common shares and share purchase options are recognized as a deduction from equity, net of any tax effects.

**Valuation of Equity Units Issued in Private Placements**

The Company has adopted a residual value method with respect to the measurement of shares and warrants issued as private placement units. The residual value method first allocates value to the more easily measurable component based on fair value and then the residual value, if any, to the less easily measurable component.

The fair value of the common shares issued in a private placement is determined to be the more easily measurable component and are valued at their fair value, as determined by the closing quoted bid price on the day prior to the announcement date. The balance, if any, is allocated to the attached warrants. Any fair value attributed to the warrants is recorded as share based payment reserve.

**Loss per Share**

The Company presents basic and diluted loss per share data for its common shares, calculated by dividing the loss attributable to common shareholders of the Company by the weighted average number of common shares issued and outstanding during the period. Diluted loss per share is calculated whereby the weighted average number of common shares outstanding for the calculation of diluted loss per share assumes that the deemed proceeds to be received on the exercise of dilutive share options and warrants are used to repurchase common shares at the average market price during the period, if they are determined to have a dilutive effect.

**2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd...)**

**Share-based Payments**

The Company grants stock options to acquire common shares of the Company to directors, officers, employees and consultants. An individual is classified as an employee when the individual is an employee for legal or tax purposes, or provides services similar to those performed by an employee. The fair value of stock options is measured on the date of grant, using the Black-Scholes option pricing model, and is recognized over the vesting period. Consideration paid for the shares on the exercise of stock options is credited to share capital. In situations where equity instruments are issued to non-employees and some or all of the goods or services received by the entity as consideration cannot be specifically identified, they are measured at the fair value of the share-based payment. Otherwise, share-based payments are measured at the fair value of goods or services received.

**Income Taxes**

Income tax expense consists of current and deferred tax expense. Income tax expense is recognized in profit or loss. Current tax expense is the expected tax payable on the taxable income for the period, using tax rates enacted or substantively enacted at period end, adjusted for amendments to tax payable with regards to previous periods.

Deferred tax assets and liabilities are recognized for deferred tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using the enacted or substantively enacted tax rates expected to apply when the asset is realized or the liability settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that substantive enactment occurs.

A deferred tax asset is recognized to the extent that it is probable that future taxable profits will be available against which the asset can be utilized. To the extent that the Company does not consider it probable that a deferred tax asset will be recovered, the deferred tax asset is reduced.

**Segment Reporting**

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker, who is responsible for allocating resources and assessing performance of the operating segment, has been identified as the Chief Executive Officer.

**Use of Estimates and Accounting Judgment**

The preparation of the consolidated financial statements requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the consolidated financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates. The consolidated financial statements include estimates which, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the consolidated financial statements, and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and future periods if the revision affects both current and future periods. These estimates are based on historical experience, current and future economic conditions and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

**RESERVOIR CAPITAL CORP.**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
(Expressed in Canadian dollars)  
FOR THE YEARS ENDED APRIL 30, 2014 AND 2013

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**2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd...)**

**Use of Estimates and Accounting Judgment (cont'd...)**

Significant areas requiring the use of management estimates include:

*a) Recoverability of Energy Projects*

The Company carries its energy projects at cost less any provision for impairment. The Company undertakes a review of the carrying value of energy projects and related expenditures whenever events or changes in circumstances indicate that the carrying values may exceed their estimated net recoverable amounts determined by reference to estimated future operating results and discounted net cash flows. An impairment loss is recognized when the carrying value of these assets is not recoverable. In undertaking this review, management of the Company is required to make significant estimates based upon factors such as estimates of foreign exchange rates, commodity prices, future capital requirements, production costs and reclamation costs.

*b) Valuation of Share-based Payments*

Share-based payments are determined using the Black-Scholes option pricing model based on estimated fair values of all share-based awards at the date of grant and is expensed to profit or loss over each award's vesting period. The Black-Scholes option pricing model utilizes subjective assumptions such as expected price volatility and expected life of the option. Changes in these input assumptions can significantly affect the fair value estimate. Assumptions are discussed in Note 10.

*c) Decommissioning and Restoration Provisions*

The determination of the fair value of decommissioning and restoration provisions requires subjective assumptions regarding costs to restore the property, the time period such costs will be incurred, an appropriate inflation factor and an appropriate discount rate. Changes in these assumptions could materially affect the recorded amount.

*d) Collectibility of Receivables*

The Company undertakes a review for any objective evidence that would indicate the receivables are impaired individually and collectively. For any impairment, the carrying amount is reduced through the use of an allowance account. When an amount receivable is considered uncollectible, it is written off against the allowance account. Changes in the carrying amount of the allowance account are recognized in profit or loss. In undertaking this review, management of the Company is required to make significant estimates on recoverable amounts based upon factors such as, significant financial difficulty of the counterparty, default or delinquency in interest or principal payments, and probability that the borrower will enter bankruptcy or financial re-organization.

Management exercises judgment in applying the Company's accounting policy. A significant area requiring the use of management judgment includes:

*e) Deferred Taxes*

The Company recognizes the deferred tax benefit related to deferred income and resource tax assets to the extent recovery is probable. Assessing the recoverability of deferred tax assets requires management to make significant judgment of future taxable profit. Management is required to assess whether it is probable that the Company will benefit from its deferred tax assets. In addition, future changes in tax laws could limit the ability of the Company to obtain tax deductions in future periods from deferred income and resource tax assets.

### **3. NEW AND FUTURE ACCOUNTING STANDARDS**

#### **New and Amended IFRS Pronouncements Effective May 1, 2013**

The Company has adopted the following new and revised standards, along with any consequential amendments, effective May 1, 2013. These changes were made in accordance with the applicable transitional provisions and did not have any significant impact on these financial statements.

IFRS 10 Consolidated Financial Statements ("IFRS 10") replaces the guidance on control and consolidation in IAS 27 Consolidated and Separate Financial Statements, and SIC-12, Consolidation - Special Purpose Entities. IFRS 10 requires consolidation of an investee only if the investor possesses power over the investee, has exposure to variable returns from its involvement with the investee and has the ability to use its power over the investee to affect its returns. Detailed guidance is provided on applying the definition of control. The accounting requirements for consolidation have remained largely consistent with IAS 27.

IFRS 11 Joint Arrangements ("IFRS 11") supersedes IAS 31 Interests in Joint Ventures and requires joint arrangements to be classified either as joint operations or joint ventures depending on the contractual rights and obligations of each investor that jointly controls the arrangement. For joint operations, a company recognizes its share of assets, liabilities, revenues and expenses of the joint operation. An investment in a joint venture is accounted for using the equity method as set out in IAS 28 Investments in Associates and Joint Ventures (amended in 2011) ("IAS 28"). The other amendments to IAS 28 did not affect the Company. The Company has not entered into any joint arrangement.

IFRS 12 Disclosure of Interests in Other Entities ("IFRS 12") contains the disclosure requirements for entities that have interests in subsidiaries, joint arrangements (i.e. joint operations or joint ventures), associates and/or unconsolidated structure entities. Interests are widely defined as contractual and non-contractual involvement that exposes an entity to variability of returns from the performance of the other entity. The required disclosures aim to provide information in order to enable users to evaluate that nature, and the risks associated with, an entity's interest in other entities, and the effects of those interests on the entity's financial position, financial performance and cash flows.

IFRS 13 Fair Value Measurement ("IFRS 13") provides a single framework for measuring fair value. The measurement of the fair value of an asset or liability is based on assumptions that market participants would use when pricing the asset or liability under current market conditions, including assumptions about risk. The Company adopted IFRS 13 on May 1, 2013 on a prospective basis.

The Company has adopted the amendments to IAS 1 Presentation of Financial Statements ("IAS 1"). These amendments required the Company to group other comprehensive income items by those that will be reclassified subsequently to profit or loss and those that will not be reclassified.

#### **Accounting Pronouncements Not Yet Effective**

The IASB intends to replace IAS 39 Financial Instruments: Recognition and Measurement in its entirety with IFRS 9 Financial Instruments ("IFRS 9") which is intended to reduce the complexity in the classification and measurement of financial instruments. In February 2014, the IASB tentatively determined that the revised effective date for IFRS 9 would be January 1, 2018. The Company is currently evaluating the impact the final standard is expected to have on its consolidated financial statements.



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**4. CASH AND CASH EQUIVALENTS**

As at April 30, 2014 and 2013, all cash held by the Company was demand deposits at local banks.

As at April 30, 2014, the Company held restricted cash of \$5,750 (2013 - \$75,000) as collateral for its corporate credit card.

**5. RECEIVABLES, NET OF PROVISIONS**

The Company's receivables arise from goods and services tax and value-added taxes ("GST/VAT") receivable from government taxation authorities and other receivables:

	April 30, 2014	April 30, 2013
GST/VAT receivables	\$ 68,147	\$ 133,099
Other receivables	236,841	154,431
Provisions	(103,727)	(40,093)
	<b>\$ 201,261</b>	<b>\$ 247,437</b>

The carrying amounts of the Company's receivables are denominated in the following currencies:

Currency	April 30, 2014	April 30, 2013
Canadian dollars	\$ 64,099	\$ 64,899
Serbian dinars	133,138	115,855
Other	4,024	66,683
	<b>\$ 201,261</b>	<b>\$ 247,437</b>

**6. PREPAIDS AND ADVANCES**

The Company's prepaids and advances consist of the following:

	April 30, 2014	April 30, 2013
Prepaid expenses	\$ 19,111	\$ 17,813
Advances to suppliers	-	78,862
	<b>\$ 19,111</b>	<b>\$ 96,675</b>

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**7. EQUIPMENT**

	Office Equipment	Field Equipment	Total
<b>Cost</b>			
As at April 30, 2012	\$ 120,143	\$ 264,510	\$ 384,653
Additions	73,558	13,781	87,339
Disposals	-	(14,025)	(14,025)
As at April 30, 2013	\$ 193,701	\$ 264,266	\$ 457,967
Additions	6,380	-	6,380
Disposals	-	(32,443)	(32,443)
As at April 30, 2014	200,081	231,823	431,904
<b>Accumulated amortization</b>			
As at April 30, 2012	31,388	100,561	131,949
Amortization	31,723	34,615	66,338
Disposals	-	(10,238)	(10,238)
As at April 30, 2013	63,111	124,938	188,049
Amortization	31,345	27,130	58,475
Disposals	-	(29,120)	(29,120)
As at April 30, 2014	94,456	122,948	217,404
<b>Net book value</b>			
As at April 30, 2013	\$ 130,590	\$ 139,328	\$ 269,918
As at April 30, 2014	105,625	108,875	214,500

During the year ended April 30, 2014, amortization of \$57,755 (2013 - \$65,455) has been included in operations expenditures and amortization of \$720 (2013 - \$883) has been included in general and administrative expenses.

**8. ENERGY PROJECTS AND GEOTHERMAL LICENSES**

**Hydroelectric Projects - Acquisition Costs**

	April 30, 2014	April 30, 2013
Brodarevo project	\$ 239,143	\$ 239,143
Land acquisition	883,348	845,812
Cehotina concessions	-	59,048
	\$ 1,122,491	\$ 1,144,003

In February 2009, the Company, through its wholly-owned subsidiary Renewable Energy Ventures d.o.o. ("REV"), was awarded the Brodarevo-1 and Brodarevo-2 energy permits, to develop run-of-river hydroelectric projects on the River Lim in southwest Serbia. The acquisition costs consist of the cash paid for legal, government taxes and project consultant expenses directly related to the acquisition of the permits.

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**8. ENERGY PROJECTS AND GEOTHERMAL LICENSES (cont'd...)**

**Hydroelectric Projects - Acquisition Costs (cont'd...)**

In January 2012, the Ministry of Infrastructure and Energy of the Republic of Serbia granted three-year extensions for both energy permits. Under the terms of the new permits, the Company must begin construction within the three-year period, though subject to compliance with most other conditions, may request a one-year extension to this deadline.

In January 2013, the Company, through its wholly-owned subsidiary REV d.o.o. Foca was granted certain concessions to develop and build run-of-river hydroelectric projects on the Cehotina River in Bosnia. The Company has been unable to materially advance the feasibility studies to meet its obligations under the concession contract and has elected to write-down capitalized acquisition costs and the related collateral totaling \$214,690 (2013 - \$Nil).

**Geothermal Licenses - Acquisition Costs**

The Company, through its wholly-owned subsidiary, Southern European Exploration d.o.o. ("SEE"), holds an exploration license for geothermal energy at Vranjska Banja in southern Serbia and three exploration licenses for geothermal energy in the Vojvodina Province of northern Serbia. Total amounts capitalized for the acquisition costs of the four licenses was \$5,470 (2013 - \$5,470).

**Renewable Energy Projects - Expenditures**

During the years ended April 30, 2014 and 2013, the Company incurred the following expenditures on its renewable energy projects, which were expensed as incurred:

Year ended	Brodarevo		Cehotina		Geothermal		Renewable energy project	<b>Total</b>
April 30, 2014	projects		concessions		projects		investigation	
Administration	\$ 366,814	\$	36,089	\$	25,941	\$	197,846	\$ 626,690
Field costs	196,694		-		1,660		276	198,630
Salaries and consultants	209,657		34,688		23,940		145,333	413,618
Technical studies	50,606		82,949		2,383		25,691	161,629
Travel and related costs	58,225		7,740		-		29,112	95,077
	\$ 881,996	\$	161,466	\$	53,924	\$	398,258	\$ 1,495,644

  

Year ended	Brodarevo		Cehotina		Geothermal		Renewable energy project	<b>Total</b>
April 30, 2013	projects		concessions		projects		investigation	
Administration	\$ 471,460	\$	-	\$	77,163	\$	307,061	\$ 855,684
Field costs	455,290		-		4,015		876	460,181
Salaries and consultants	1,250,184		-		76,736		485,468	1,812,388
Technical studies	920,803		-		2,986		281,520	1,205,309
Travel and related costs	73,468		-		-		96,182	169,650
	\$ 3,171,205	\$	-	\$	160,900	\$	1,171,107	\$ 4,503,212

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**9. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES**

Accounts payable and accrued liabilities consist of the following:

	April 30, 2014	April 30, 2013
Trade accounts payable	\$ 954,265	\$ 530,223
Loan from related party (Note 11)	100,000	-
Accrued liabilities	30,000	30,000
	<u>\$ 1,084,265</u>	<u>\$ 560,223</u>

**10. SHARE CAPITAL**

**Authorized Share Capital**

Authorized share capital consists of an unlimited number of common shares without par value.

In March 2014, the Company completed a consolidation of its common shares on the basis of one (1) “new” common share for twenty (20) “old” common shares, with no fractional shares issued. On the Effective Date of March 14, 2014, the Company had 4,218,0876 common shares outstanding and all outstanding stock options and share purchase warrants have been adjusted accordingly to reflect the share consolidation. All information with respect to the number of common shares and issuance prices in this note is presented on a post-consolidation basis.

In February 2013, the Company completed the final tranche of a non-brokered private placement financing raising \$215,000 by the issuance of 107,500 units at \$2.00 per unit. Each unit was comprised of one common share and one non-transferable, common share purchase warrant, where each warrant entitles the holder to purchase an additional common share at \$5.00 until February 5, 2015. If, after June 5, 2013, the closing price of the Company’s shares on the TSX Venture Exchange (“TSX-V”) is \$7.00 or greater for 10 consecutive trading days, the Company may, by notice given with five trading days thereof, accelerate the expiry of the warrants to the 21<sup>st</sup> trading day after such notice.

In December 2012, the Company completed the first tranche of a non-brokered private placement financing raising \$2,785,000 by the issuance of 1,392,500 units at \$2.00 per unit. Each unit was comprised of one common share and one non-transferable, common share purchase warrant, where each warrant entitles the holder to purchase an additional common share at \$5.00 until December 18, 2014. If, after April 18, 2013, the closing price of the Company's shares on the TSX-V is \$7.00 or greater for 10 consecutive trading days, the Company may, by notice given within five trading days thereof, accelerate the expiry of the warrants to the 21<sup>st</sup> trading day after such notice. The Company paid \$41,219 and issued 53,400 units, valued at \$106,800, as finders' fees.

During the year ended April 30, 2014 and 2013, the Company did not issue any common shares related to exercise of stock options and warrants.

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**10. SHARE CAPITAL (cont'd...)**

**Stock Options**

The Company has adopted a stock option plan pursuant to the policies of the TSX-V that has been approved by the Company's shareholders. The maximum number of shares that may be reserved for issuance under the plan is limited to 10% of the issued common shares of the Company at any time. The vesting terms are determined by the Company's Board of Directors at the time of the grant.

The changes in stock options outstanding are as follows:

	Number of Options	Weighted Average Exercise Price
Balance as at April 30, 2012	87,000	\$ 16.60
Granted	183,000	6.00
Cancelled/Expired	(4,500)	20.89
Balance as at April 30, 2013	265,500	9.25
Cancelled/Expired	(750)	4.00
Balance as at April 30, 2014	264,750	\$ 9.27

The following table summarizes the stock options outstanding and exercisable at April 30, 2014:

Date Granted	Number Outstanding	Exercise Price	Number Exercisable	Expiry Date
May 26, 2009 <sup>(1)</sup>	3,500	13.60	3,500	May 26, 2014
November 16, 2009	10,000	14.80	10,000	November 16, 2014
March 9, 2010	44,750	16.20	44,750	March 9, 2015
January 20, 2011	6,000	34.60	6,000	January 20, 2016
October 26, 2011	7,500	13.00	7,500	October 26, 2016
February 8, 2012	10,000	13.00	10,000	February 8, 2017
September 7, 2012	183,000	6.00	183,000	September 7, 2017
<b>Total</b>	264,750		264,750	

<sup>(1)</sup> Expired subsequently.

The weighted average remaining contractual life of the stock options is 2.70 years.

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**10. SHARE CAPITAL (cont'd...)**

**Warrants**

The changes in warrants outstanding are as follows:

	Number of Warrants	Weighted Average Exercise Price
Balance at April 30, 2012	502,587	\$ 18.38
Issued	1,553,400	5.00
Expired	(182,076)	17.78
Balance at April 30, 2013	1,873,911	7.60
Expired	(320,511)	20.00
Balance as at April 30, 2014	1,553,400	\$ 5.00

Share purchase warrants outstanding and exercisable as at April 30, 2014 are as follows:

Expiry Date	Exercise Price	Number of Warrants
December 18, 2014 <sup>(1)</sup>	\$ 5.00	1,392,500
December 18, 2014	5.00	53,400
February 5, 2015 <sup>(2)</sup>	5.00	107,500
<b>Total</b>		<b>1,553,400</b>

<sup>(1)</sup> Expiry may be accelerated, if closing price of the Company's shares on the TSX-V is \$7.00 or greater for 10 trading days after April 18, 2013.

<sup>(2)</sup> Expiry may be accelerated, if closing price of the Company's shares on the TSX-V is \$7.00 or greater for 10 trading days after June 5, 2013.

The weighted average remaining contractual life of the warrants is 0.64 years.

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**10. SHARE CAPITAL (cont'd...)**

**Share-based Payments and Share-based Payment Reserve**

During the year ended April 30, 2014, the Company granted Nil (2013 - 183,000) stock options to various employees, officers and directors of the Company. Using the fair value method for share-based payments, the Company recorded a charge to operations of \$Nil (2013 - \$800,962) for stock options granted.

The fair values were determined using the Black-Scholes option pricing model using the following assumptions:

	Year ended April 30, 2014	Year ended April 30, 2013
Weighted average:		
Risk free interest rate	0.00%	1.42%
Expected dividend yield	0%	0%
Expected stock price volatility	0%	97%
Expected life of options in years	-	5

The weighted average fair value of options granted during the year ended April 30, 2014 was \$Nil (2013 - \$4.40).

**11. RELATED PARTY TRANSACTIONS**

The aggregate value of transactions and outstanding balances relating to key management personnel were as follows:

	Salary or Fees	Share-based Payments	Total
<b>Year ended April 30, 2014</b>			
Management	\$ 423,227	\$ -	\$ 423,227
Outside directors	-	-	-
	\$ 423,227	\$ -	\$ 423,227
<b>Year ended April 30, 2013</b>			
Management	\$ 449,088	\$ 341,392	\$ 790,480
Outside directors	62,204	151,000	213,204
	\$ 511,292	\$ 492,392	\$ 1,003,684

Seabord Services Corp. ("Seabord") is a management services company controlled by a director. Seabord provides a chief financial officer, a corporate secretary, accounting staff, administration staff and office space to the Company. The Chief Financial Officer and Corporate Secretary of the Company are employees of Seabord and are not paid directly by the Company. During the year ended April 30, 2014, Seabord charged \$184,000 (2013 - \$213,600) for the above services.

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**11. RELATED PARTY TRANSACTIONS (cont'd...)**

Reservoir Minerals Inc. ("Minerals") is a company with common directors. The Company provides consulting services in Serbia to Minerals. During the year ended April 30, 2014, the Company charged Minerals \$48,000 (2013 - \$Nil) for the above services. In April 2014, the Company entered into a loan agreement with Minerals for aggregate proceeds of \$100,000 with interest at the rate of 4% per annum, repayable in one year. This amount has been included in accounts payable and accrued liabilities.

Related party assets (liabilities)	Items or Services	April 30, 2014	April 30, 2013
<b>Included in accounts payable and accrued liabilities</b>			
Chairman	Management fees	\$ (191,007)	\$ (15,173)
President	Management fees	(130,000)	(10,000)
VP Corporate Development	Management fees	(58,760)	(4,520)
Reservoir Minerals Inc.	Loan	(100,000)	
Seabord Services Corp.	Administrative services	(114,149)	-
<b>Included in prepaids and advances</b>			
Seabord Services Corp.	Deposit for administrative services	\$ 10,000	\$ 10,000

Balances due to management and Seabord were settled subsequently (Note 16).

**12. SEGMENTED INFORMATION**

The Company operates in one reportable operating segment: the exploration and development of renewable energy. Summarized financial information for the geographic and operating segments the Company operates in are as follows:

<b>As at April 30, 2014</b>	Canada	Serbia	Bosnia	Other	<b>Total</b>
Cash and other assets	\$ 178,795	\$ 156,875	\$ 34,640	\$ 8,099	\$ 378,409
Equipment	3,163	164,095	29,920	17,322	214,500
Hydroelectric licenses	-	1,122,491	-	-	1,122,491
Geothermal licenses	-	5,470	-	-	5,470
<b>Total assets</b>	<b>\$ 181,958</b>	<b>\$ 1,448,931</b>	<b>\$ 64,560</b>	<b>\$ 25,421</b>	<b>\$ 1,720,870</b>



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**12. SEGMENTED INFORMATION (cont'd...)**

<b>As at April 30, 2013</b>	<b>Canada</b>	<b>Serbia</b>	<b>Bosnia</b>	<b>Other</b>	<b>Total</b>
Cash and other assets	\$ 1,692,988	\$ 213,010	\$ 178,201	\$ 92,110	\$ 2,176,309
Equipment	3,883	201,377	37,149	27,509	269,918
Hydroelectric licenses	-	1,084,955	59,048	-	1,144,003
Geothermal licenses	-	5,470	-	-	5,470
<b>Total assets</b>	<b>\$ 1,696,871</b>	<b>\$ 1,504,812</b>	<b>\$ 274,398</b>	<b>\$ 119,619</b>	<b>\$ 3,595,700</b>
<b>Year ended April 30, 2014</b>			<b>Renewable Energy</b>	<b>General and Administrative</b>	<b>Total</b>
Loss for the year			\$ 1,495,644	\$ 903,228	\$ 2,398,872
<b>Year ended April 30, 2013</b>			<b>Renewable Energy</b>	<b>General and Administrative</b>	<b>Total</b>
Loss for the year			\$ 4,503,212	\$ 1,798,605	\$ 6,301,817

General and administrative expenses have not been allocated to other operating segments.

**13. SUPPLEMENTAL DISCLOSURE WITH RESPECT TO CASH FLOWS**

During the year ended April 30, 2014, the Company did not have any significant non-cash investing and financing activities.

During the year ended April 30, 2013, the Company issued 53,400 units, valued at \$106,800, as finder's fees.

**14. FINANCIAL INSTRUMENTS, RISK AND CAPITAL MANAGEMENT**

**Risk and Capital Management**

The Company is a junior renewable energy company whose principal business activity is the acquisition and development of hydroelectric and geothermal projects in the Republic of Serbia and southeast Europe. The Company considers items included in equity as capital. The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefits for other stakeholders.

The Company currently has no source of revenue. In order to fund future projects and pay for administrative costs, the Company will be required to raise additional funds during fiscal 2015. As at April 30, 2014, the Company had working capital deficit of \$711,606 which is not expected to be sufficient to meet the Company's corporate objectives in the next 12 months. The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets.

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**14. FINANCIAL INSTRUMENTS, RISK AND CAPITAL MANAGEMENT (cont'd...)**

In order to maintain or adjust the capital structure, the Company may issue new shares through public and/or private placements, sell assets, or return capital to shareholders. The Company is not subject to externally imposed capital requirements. Subsequent to the year-end, the Company completed a private placement for gross proceeds of \$1,000,000 and settled outstanding payables of approximately \$490,000 (Note 16).

**Fair Value**

Financial instruments recorded at fair value on the statement of financial position are classified using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:

- a) Level 1 - Unadjusted quoted prices in active markets for identical assets or liabilities;
- b) Level 2 - Inputs other than quoted prices that are observable for assets or liabilities, either directly or indirectly; and
- c) Level 3 - Inputs for assets and liabilities that are not based on observable market data.

The fair value hierarchy requires the use of observable market inputs whenever such inputs exist. A financial instrument is classified to the lowest level of the hierarchy for which a significant input has been considered in measuring fair value. The carrying value of cash and cash equivalents, receivables, and accounts payable and accrued liabilities approximated their fair value because of the short-term nature of these instruments. The fair value of the Company's restricted cash equivalents are approximated by their carrying values as interest rates are comparable to current interest rates. As at April 30, 2014, the Company did not have financial instruments measured at fair value.

**Financial Instruments**

The Company classified its financial instruments as follows:

	Loans and Receivables	Other Financial Liabilities
<b>As at April 30, 2014</b>		
Cash and cash equivalents	\$ 152,287	\$ -
Receivables, net of provisions	201,261	-
Restricted cash equivalents	5,750	-
Accounts payable and accrued liabilities	-	(1,084,265)
	<b>\$ 359,298</b>	<b>\$ (1,084,265)</b>
<b>As at April 30, 2013</b>		
Cash and cash equivalents	\$ 1,757,197	\$ -
Receivables, net of provisions	247,437	-
Restricted cash equivalents	75,000	-
Accounts payable and accrued liabilities	-	(560,223)
	<b>\$ 2,079,634</b>	<b>\$ (560,223)</b>

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**14. FINANCIAL INSTRUMENTS, RISK AND CAPITAL MANAGEMENT (cont'd...)**

The Company's financial instruments are exposed to certain financial risks, including credit risk, interest rate risk, liquidity risk and currency risk.

**Credit Risk**

The Company is exposed to credit risk by holding cash and cash equivalents. This risk is minimized by holding the funds in Canadian banks or Canadian treasury bills. The Company has accounts receivable exposure which is monitored. The Company has recognized the appropriate provision.

**Interest Rate Risk**

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in the market interest rates. The Company's cash and cash equivalents are held mainly in bank accounts which do not pay a significant amount of interest and therefore there is minimal interest rate risk.

**Liquidity Risk**

Liquidity risk is the risk that the Company will be unable to meet its financial obligations as they come due. The Company is exposed to liquidity risk and actively manages its working capital items and available resources.

**Currency Risk**

The Company is exposed to the financial risk related to the fluctuation of foreign exchange rates. The Company operates in Canada, Serbia and Bosnia and a portion of the Company's expenses are incurred in Serbian dinars and Bosnian marks. A significant change in the currency exchange rates between the Canadian dollar relative to the Serbian dinar and the Bosnian mark could have an effect on the Company's results of operations, financial position or cash flows. The Company has not hedged its exposure to currency fluctuations.

At April 30, 2014, the Company is exposed to currency risk through the following assets and liabilities denominated in Serbian dinars and Bosnian marks.

		Serbian dinars	Bosnian marks	<b>Total</b>
Cash and cash equivalents	\$	81,566	\$ 39,229	
Receivables, net of provisions		10,075,759	5,171	
Accounts payable and accrued liabilities		(29,868,592)	(10,520)	
Net exposure		(19,711,267)	33,880	
Canadian dollar equivalent	\$	(260,459)	\$ 26,366	\$ (234,093)

Based on the above net exposure as at April 30, 2014, and assuming that all other variables remain constant, a 10% depreciation or appreciation of the Canadian dollar against the Serbian dinar and Bosnian mark would result in an increase/decrease of approximately \$23,000 in the Company's profit or loss.

**RESERVOIR CAPITAL CORP.**  
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**FOR THE YEARS ENDED APRIL 30, 2014 AND 2013**

**15. INCOME TAXES**

A reconciliation of the income tax benefit determined by applying Canadian income tax rates to the loss for the year ended April 30, 2014 and 2013 has been prepared as follows:

	April 30, 2014	April 30, 2013
Loss for the year	\$ (2,398,872)	\$ (6,301,817)
Combined federal and provincial statutory income tax rate	26.00%	25.00%
Income tax recovery at statutory tax rates	(623,707)	(1,575,454)
Impact of different foreign statutory tax rates on earnings of subsidiaries	215,396	577,812
Non-deductible expenditures and other items	(203,359)	104,350
Impact of future income tax rates applied versus current statutory rate	(65,926)	(663,268)
Share issue costs	-	(37,205)
Change in unrecognized deductible temporary differences and other	677,596	1,593,765
Total income tax recovery	\$ -	\$ -

Significant components of unrecognized deductible temporary differences, unused tax losses and unused tax credits that have not been included in the consolidated statement of financial position are as follows:

	April 30, 2014	Expiry Date Range	April 30, 2013	Expiry Date Range
Non-capital loss carry forwards	\$ 26,923,662	2015-2034	\$ 22,951,000	2014-2033
Share issue costs	192,000	2035-2037	350,000	2034-2036
Other	454,000	Not applicable	393,000	Not applicable
	\$ 27,569,662		\$ 23,694,000	

**RESERVOIR CAPITAL CORP.**  
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**16. EVENTS AFTER REPORTING DATE**

Subsequent to April 30, 2014, the Company:

- a) entered into agreements with its management to terminate current agreements and settle payables of \$376,478 in consideration of 700,000 common shares, valued at \$105,000, and success-based payments totaling \$225,000;
- b) entered into an agreement with Seabord to settle payable of \$113,200 in consideration of 233,333 common shares, valued at \$35,000, and success-based payments totaling \$50,000;
- c) completed the first tranche of a non-brokered private placement for aggregate proceeds of \$499,940 by issuing 3,332,933 units at \$0.15 per unit. Each unit consists one common share and one share purchase warrant exercisable at \$0.20 per share until July 9, 2019. If, after four months from closing, the closing price of the Company's common shares on the TSX-V exceeds \$0.30 for 30 consecutive trading days, the Company may, by notice given and news release issued within two trading days, accelerate the expiry of the share purchase warrants to the 20<sup>th</sup> trading day after such 30-day period. The Company paid a 5% finders' fees payable in cash and units on the number of units issued. Common shares issued in connection to this private placement (including exercise of attached warrants) are subject to a holding period expiring on November 10, 2014; and
- d) completed the final tranche of a non-brokered private placement for aggregate proceeds of \$500,060 by issuing 3,333,734 units at \$0.15 per unit. Each unit consists one common share and one share purchase warrant exercisable at \$0.20 per share until August 1, 2019. If, after four months from closing, the closing price of the Company's common shares on the TSX-V exceeds \$0.30 for 30 consecutive trading days, the Company may, by notice given and news release issued within two trading days, accelerate the expiry of the share purchase warrants to the 20<sup>th</sup> trading day after such 30-day period. The Company issued 42,387 units, with the same terms, as finders' fees to certain finders. Common shares issued in connection to this private placement (including exercise of attached warrants) are subject to a holding period expiring on December 2, 2014.