

## **EARLY WARNING REPORT**

**1. Name and address of Offeror**

Miles Frederick Thompson  
Av. Jornalista Ricardo Marinho 360 Sala 113  
Barra da Tijuca  
Rio de Janeiro, CEP 22631-350  
Brazil

**2. Name of Issuer**

Reservoir Capital Corp.

**3. Designation, number (or principal amount) and percentage of securities acquired (ownership of or control over) by Offeror**

The Offeror acquired ownership of or control over:

- 250,000 common shares of the Issuer (representing 1.85% of the Issuer's outstanding common shares); and
- warrants to purchase a further 250,000 common shares (representing 1.82% of the Issuer's common shares then outstanding).

**4. Designation, number (or principal amount) and percentage of securities in respect of which the Offeror has ownership of and control over immediately after the acquisition**

Upon completion of the acquisition, the Offeror has ownership of or control over:

- 2,022,708 common shares (representing 14.96% of the Issuer's outstanding common shares);
- warrants to purchase a further 975,000 common shares (representing 6.73% of the Issuer's common shares then outstanding); and
- options to purchase a further 36,000 common shares (representing 0.27% of the Issuer's common shares then outstanding).

If the warrants and options are exercised, the Offeror will have ownership of and control over 3,033,708 common shares of the Issuer (representing 20.88% of the common shares then outstanding).

**5. Designation, number (or principal amount) and percentage of securities over which the Offeror, together with any joint actors, has**

**(i) ownership of and control over:**

The Offeror and his joint actors, if any, have both ownership of and control over:

- 2,022,708 common shares (representing 14.96% of the Issuer's outstanding common shares);
- warrants to purchase a further 975,000 common shares (representing 6.73% of the Issuer's common shares then outstanding); and
- options to purchase a further 36,000 common shares (representing 0.27% of the Issuer's common shares then outstanding).

If the warrants and options are exercised, the Offeror and any joint actors will have ownership of and control over 3,033,708 common shares of the Issuer (representing 20.88% of the Issuer's common shares then outstanding).

**(ii) ownership of but control over is held by other persons or companies other than the Offeror or any joint actors:**

None.

**(iii) exclusive or shared control over but does not have ownership of:**

None.

**6. Name of the market in which the acquisition took place**

The securities were acquired from the Issuer pursuant to a private placement.

**7. Purpose of the Offeror and any joint actors in making the acquisition including any intention to increase the beneficial ownership of or control over any of the Issuer's securities**

The Offeror acquired the securities for investment purposes. Presently, the Offeror and any joint actors do not have any intention of acquiring any further securities of the Issuer but may acquire ownership of or control over further securities of the Issuer in the future depending upon market circumstances.

**8. General nature and material terms of any agreement, other than lending agreements, with respect to securities of the Issuer entered into by the Offeror (or any joint actor) and the Issuer or any other entity in connection with the acquisition,**

**including agreements with respect to the acquisition, holding, disposition or voting of any of the securities**

In connection with the acquisition of the securities, the Offeror entered into a private placement subscription agreement with the Issuer providing for the issuance of 250,000 units (each consisting of one common share and one warrant) at a price of \$0.40 each.

**9. Names of all joint actors**

The Offeror does not have any joint actors in connection with the Issuer's securities.

**10. If the acquisition did not take place on a stock exchange or other published market the nature and value of consideration paid by the Offeror**

The Offeror paid the Issuer a total of \$100,000 for the units acquired.

**11. Description of any change in any material fact set out in a previous report**

None.

**DATED** this 2<sup>nd</sup> day of December 2014

(signed) **MILES F. THOMPSON**