



**RESERVOIR CAPITAL CORP.**

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

**YEARS ENDED APRIL 30, 2018 AND 2017**

## 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, 2018 and 2017 and the consolidated statements of loss and comprehensive loss, cash flows and changes in equity (deficiency) 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, 2018 and 2017 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 Professional Accountants

August 21, 2018

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

	April 30, 2018	April 30, 2017
<b>ASSETS</b>		
<b>Current</b>		
Cash	\$ 577,466	\$ 1,739
Receivables (Note 4)	5,678	388
Prepays and advances	2,375	5,918
<b>TOTAL ASSETS</b>	<b>\$ 585,519</b>	<b>\$ 8,045</b>
<b>LIABILITIES AND EQUITY (DEFICIENCY)</b>		
<b>LIABILITIES</b>		
<b>Current</b>		
Accounts payable and accrued liabilities (Note 7, 11)	\$ 124,884	\$ 359,064
Convertible and promissory notes payable (Note 8, 11)	235,141	650,396
<b>Total liabilities</b>	<b>360,025</b>	<b>1,009,460</b>
<b>EQUITY (DEFICIENCY)</b>		
Share capital (Note 10)	38,114,949	36,599,930
Share-based payments reserve	2,689,011	2,689,011
Deficit	(40,578,466)	(40,290,356)
<b>Total equity (deficiency)</b>	<b>225,494</b>	<b>(1,001,415)</b>
<b>TOTAL LIABILITIES AND EQUITY (DEFICIENCY)</b>	<b>\$ 585,519</b>	<b>\$ 8,045</b>

Nature of operations and going concern (Note 1)

These consolidated financial statements are approved and authorized for issuance by the Board of Directors on August 21, 2018.

\_\_\_\_\_ "Lewis Reford" \_\_\_\_\_ 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, 2018	Year ended April 30, 2017
<b>GENERAL AND ADMINISTRATIVE EXPENSES</b>		
Administrative services and office (Note 11)	\$ 128,106	\$ 138,801
Amortization (Note 5)	-	105
Consulting fees (Note 11)	146,439	-
Professional fees	123,276	62,861
Shareholder communication and investor relations	5,533	8,503
Transfer agent and filing fees	42,502	35,951
Travel	44,720	2,659
<b>Loss from operations</b>	<b>(490,576)</b>	<b>(248,880)</b>
Foreign exchange gain	9,475	58
Interest and other income (expenses)	4,616	(21,793)
Impairment on equipment (Note 5)	-	(1,994)
Gain on settlement of payables (Note 7, 8, 11)	188,375	-
	202,466	(23,729)
<b>Loss from continuing operations</b>	<b>(288,110)</b>	<b>(272,609)</b>
Loss from discontinued operation, net of tax (Note 9)	-	(1,016,771)
<b>Loss and comprehensive loss for the year</b>	<b>\$ (288,110)</b>	<b>\$ (1,289,380)</b>
Basic and diluted earnings (loss) per share	\$ (0.01)	\$ (0.07)
Basic and diluted earnings (loss) per share from continuing operations	(0.01)	(0.01)
Basic & diluted earnings (loss) per share from discontinued operations	0.00	(0.05)
Weighted average no. of common shares outstanding - basic and diluted	31,046,592	18,611,544

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, 2018	Year ended April 30, 2017
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Loss for the year from continuing operations	\$ (288,110)	\$ (272,609)
Operating activities of discontinued operations	-	(8,387)
Advances to discontinued operations used	-	(332,296)
Adjustments for:		
Amortization	-	105
Interest expense	(6,129)	18,987
Impairment on equipment	-	1,994
Gain on settlement of payables	(188,375)	-
Unrealized foreign exchange effect on cash	13	101
<b>Changes in non-cash working capital items:</b>		
Receivables	(5,290)	304
Prepays and advances	3,543	(1,918)
Accounts payable and accrued liabilities	525	151,934
<b>Net cash used in operating activities</b>	<b>(483,823)</b>	<b>(441,785)</b>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Redemption of restricted cash equivalents	-	5,750
<b>Net cash provided by investing activities</b>	<b>-</b>	<b>5,750</b>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Share capital issued for cash	872,500	-
Share issue costs	(7,950)	-
Proceeds from convertible and promissory notes payable	220,000	390,000
Settlement of promissory note payable	(25,000)	-
<b>Net cash provided by financing activities</b>	<b>1,059,550</b>	<b>390,000</b>
<b>Effect of foreign exchange changes on cash</b>	<b>-</b>	<b>(98)</b>
<b>Change in cash during the year</b>	<b>575,727</b>	<b>(46,133)</b>
<b>Cash, beginning of year</b>	<b>1,739</b>	<b>47,872</b>
<b>Cash, end of year</b>	<b>\$ 577,466</b>	<b>\$ 1,739</b>

Supplemental disclosure with respect to cash flows (Note 12)

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

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

	Number of shares	Share capital	Share-based payments reserve	Deficit	<b>Total equity (deficiency)</b>
<b>Balance as at April 30, 2016</b>	18,611,544	\$ 36,599,930	\$ 2,689,011	\$ (39,000,976)	\$ 287,965
Loss for the year	-	-	-	(1,289,380)	(1,289,380)
<b>Balance as at April 30, 2017</b>	18,611,544	\$ 36,599,930	\$ 2,689,011	\$ (40,290,356)	\$ (1,001,415)
Private placement	17,450,000	872,500	-	-	872,500
Share issue costs	-	(21,000)	-	-	(21,000)
Settlement of payables (Note 7, 8)	8,102,880	486,173	-	-	486,173
Equity conversion feature (Note 8)	-	-	(22,654)	-	(22,654)
Conversion of loan (Note 8)	4,000,000	177,346	22,654	-	200,000
Loss for the year	-	-	-	(288,110)	(288,110)
<b>Balance as at April 30, 2018</b>	48,164,424	\$ 38,114,949	\$ 2,689,011	\$ (40,578,466)	\$ 225,494

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, 2018 AND 2017

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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 business activity is the evaluation and potential development of renewable energy projects. The Company’s renewable energy projects are typically 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 licenses and the recoverability of investments in emerging nations can be affected by changing economic, regulatory and political situations.

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, or to partner or sell its projects to a third party. 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. As at April 30, 2018, the Company has not achieved profitable operations and has accumulated losses since inception. There is material uncertainty that may cast significant doubt on the ability of the Company to continue as a going concern.

**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. As at the reporting date, the Company’s subsidiaries are as follows:

Name	Place of incorporation	Ownership %
Reservoir Capital (BVI) Corp.	British Virgin Islands	100%
Renewable Energy Ventures (BVI) Ltd.	British Virgin Islands	100%
Southern European Exploration (BVI) Ltd.	British Virgin Islands	100%

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

**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.

**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.

**RESERVOIR CAPITAL CORP.**  
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
(Expressed in Canadian dollars)  
FOR THE YEARS ENDED APRIL 30, 2018 AND 2017

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

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

*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.

*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 receivables, 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.

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

**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.

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. 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 life. 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.

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

**Impairment of Long-lived Assets (cont'd...)**

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.

**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 profit or loss, to its estimated future value.

**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. The balance, if any, is allocated to the attached warrants. Any fair value attributed to the warrants is recorded as share-based payments reserve.

**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.

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

**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.

**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.

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.

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

**Discontinued Operation**

A discontinued operation is a component of the Company's business, the operations and cash flows of which can be clearly distinguished from the rest of the Company and which:

- represents a separate major line of business or geographic area of operations;
- is part of a single coordinated plan to dispose of a separate major line of business or geographic area of operations; or
- is a subsidiary acquired exclusively with a view to re-sale.

Classification as a discontinued operation occurs at the earlier of disposal or when the operation meets the criteria to be classified as held-for-sale. When an operation is classified as a discontinued operation, the comparative statement of profit or loss and other comprehensive income is re-presented as if the operation had been discontinued from the start of the comparative year.

**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, 2018 AND 2017

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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) Valuation of Financial Instruments*

The Company determined the estimated fair value of the conversion feature of the convertible loan using the Black-Scholes option pricing model, which was allocated to reserve at the inception of the loan. 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.

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

*b) 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**

**Accounting Pronouncements Not Yet Effective**

IFRS 9 Financial Instruments ("IFRS 9") addresses the classification, measurement and recognition of financial assets and financial liabilities. IFRS 9 requires financial assets to be classified into two measurement categories: those measured at fair value and those measured at amortized cost. The determination is made at initial recognition. The classification depends on the entity's business model for managing its financial instruments and the contractual cash flow characteristics of the instrument. For financial liabilities, the standard retains most of the IAS 39 Financial Instruments: Recognition and Measurement requirements. The main change is that, in cases where the fair value option is taken for financial liabilities, the part of a fair value change due to an entity's own credit risk is recorded in other comprehensive income rather than in net earnings, unless this creates an accounting mismatch. IFRS 9 is effective for periods beginning on or after January 1, 2018. The Company has analyzed the impact of adoption of this standard and does not anticipate that there will be any material impact on the consolidated financial statements.

**RESERVOIR CAPITAL CORP.**  
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
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FOR THE YEARS ENDED APRIL 30, 2018 AND 2017

**4. RECEIVABLES**

The Company's receivables arise from goods and services tax ("GST") receivable from government taxation authority.

**5. EQUIPMENT**

	Office Equipment	Field Equipment	Total
<b>Cost</b>			
As at April 30, 2016	\$ 132,742	\$ 454	\$ 133,196
Disposals	(46,767)	(454)	(47,221)
Impairment	(85,975)	-	(85,975)
As at April 30, 2017 and 2018	\$ -	\$ -	\$ -
<b>Accumulated amortization</b>			
As at April 30, 2016	\$ 90,551	\$ 454	\$ 91,005
Amortization	10,320	-	10,320
Disposals	(32,272)	(454)	(32,726)
Impairment	(68,599)	-	(68,599)
As at April 30, 2017 and 2018	\$ -	\$ -	\$ -
<b>Net book value</b>			
As at April 30, 2017 and 2018	\$ -	\$ -	\$ -

During the year ended April 30, 2017, the Company recognized:

- a) amortization of \$10,215 included in energy project expenditures in discontinued operations;
- b) amortization of \$105 included general and administrative expenses; and
- c) reduction in net book value of \$14,495 for disposals of equipment held by discontinued operations;
- d) impairment of \$15,382 on equipment held by discontinued operations; and
- e) impairment of \$1,994 on equipment held by continuing operation.

**6. ENERGY PROJECTS**

**Brodarevo Project**

The Company, through its former wholly-owned Serbian subsidiary Renewable Energy Ventures d.o.o. ("REV doo"), held energy permits, granted in March 2015 covering two sections of the River Lim, denominated Brodarevo-1 and Brodarevo-2, to develop run-of-river hydroelectric power projects.

During the year ended April 30, 2017, the Company terminated all contracts related to this subsidiary and classified REV doo as a discontinued operation (Note 9) as management determined it had lost control of the subsidiary. The Company recognized an impairment of \$1,289,016 on the Brodarevo projects and derecognized the related reclamation provision of \$50,000 as a result of loss of control.

In January 2018 the Company filed a voluntary petition for relief under Serbian Law on bankruptcy in the Commercial Court in Belgrade, respecting the winding up of REV doo's operations and liquidation of its assets. The process is ongoing.

**RESERVOIR CAPITAL CORP.**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
(Expressed in Canadian dollars)  
**FOR THE YEARS ENDED APRIL 30, 2018 AND 2017**

**7. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES**

	April 30, 2018	April 30, 2017
Trade accounts payable	\$ 81,834	\$ 329,064
Accrued liabilities	43,050	30,000
	<b>\$ 124,884</b>	<b>\$ 359,064</b>

In December 2017, the Company settled \$306,852 of accounts payable with its creditors by paying \$59,097 and issuing 1,819,540 common shares, valued at \$109,160, resulting in a gain of \$138,595 on settlement.

**8. CONVERTIBLE AND PROMISSORY NOTES PAYABLE**

In June 2017, the Company received \$200,000 pursuant to an unsecured non-interest-bearing loan agreement. The lender agreed to grant the Company an option to convert the principal balance by issuing 4,000,000 units at \$0.05 per unit, where each unit consists a common share and a share purchase warrant, where each warrant is exercisable at \$0.05 per share for one year. On the inception date, the Company has determined the fair value of the conversion option to be \$22,654 using the Black-Scholes option pricing model with the following assumptions:

	Year ended April 30, 2018
Weighted average:	
Risk free interest rate	0.71%
Expected dividend yield	0%
Expected stock price volatility	100%
Expected life in years	0.50
Forfeiture rate	0%

This amount is allocated as a debit equity component, resulting in a gross \$222,654 liability component to be accreted over the term of the loan. In November and December 2017, the Company exercised its conversion option and issued 4,000,000 units valued at \$200,000. During the year ended April 30, 2018, the Company recognized \$22,654 (2017 - \$Nil) interest income up to the maturity date.

In August 2016, the Company entered into arrangements with arm's length and related parties for aggregate proceeds of \$520,000 with interest at the rate of 4% per annum. In May 2017, a related party advanced a further \$20,000. In December 2017, the Company settled \$334,695 of the total balance with 6,283,340 common shares, valued at \$377,000, resulting in a loss of \$42,305 on settlement. As at April 30, 2018, the Company owed \$235,141 (2017 - \$534,987), which included accrued interest expense of \$15,141 (2017 - \$14,987).

In April and September 2014, the Company entered into arrangements with Reservoir Minerals Inc. for aggregate proceeds of \$200,000 with interest at the rate of 4% per annum of which \$100,000 was repaid. In October 2017, the Company entered into an agreement with Reservoir Minerals Inc. where it was mutually agreed to settle the total indebtedness of \$117,085, which included accrued interest of \$17,085 with a cash payment of \$25,000 and forgiving all remaining indebtedness and interest, resulting in a gain of \$92,085 on settlement.

**RESERVOIR CAPITAL CORP.**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
(Expressed in Canadian dollars)  
**FOR THE YEARS ENDED APRIL 30, 2018 AND 2017**

**9. DISCONTINUED OPERATIONS**

In March 2016, management formed a plan to shut down its Bosnian segment, following a strategic decision to place greater focus on its Brodarevo projects.

In July 2016, the Company completed the wind-up its wholly-owned subsidiary, Renewable Energy Ventures Italia s.r.l. ("REV Italia").

In August 2016, the Company completed the wind-up of its wholly-owned subsidiary, Southern European Exploration d.o.o. ("SEE doo"), which held an exploration license for geothermal energy at Vranjska Banja.

In April 2017, the Company determined that the control of REV doo, which holds the Brodarevo projects, had been lost and accordingly has moved all related operations and assets and liabilities to discontinued operations.

In April 2018, the Company's operations in Bosnia (BVI) Ltd., Reservoir Montenegro (BVI) Inc., and Reservoir Kosovo (BVI) Inc. were discontinued.

<b>Year ended April 30, 2017</b>	Serbia		Italy		Bosnia		<b>Total</b>
Revenue	\$	-	\$	-	\$	-	\$ -
Renewable energy projects		(72,039)		-		-	(72,039)
Foreign exchange gain (loss)		(2,252)		-		-	(2,252)
Loss on disposal of equipment		-		(14,495)		-	(14,495)
Write-off of:							
Cash		(6,615)		-		-	(6,615)
Advances and wind-up costs		(144,550)		(187,746)		-	(332,296)
Equipment		(15,382)		-		-	(15,382)
Energy projects		(1,289,016)		-		-	(1,289,016)
Decommissioning & restoration provision		50,000		-		-	50,000
Liabilities		631,907		31,638		1,779	665,324
		(847,947)		(170,603)		1,779	(1,016,771)
Income tax		-		-		-	-
<b>Loss from</b>							
<b>discontinued operations, net of tax</b>	\$	(847,947)	\$	(170,603)	\$	1,779	\$ (1,016,771)

**RESERVOIR CAPITAL CORP.**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
(Expressed in Canadian dollars)  
**FOR THE YEARS ENDED APRIL 30, 2018 AND 2017**

**9. DISCONTINUED OPERATIONS (cont'd...)**

	Year ended April 30, 2018	Year ended April 30, 2017
Net cash used in operating activities	\$ -	\$ (8,387)
Net cash used in investing activities	-	-
<b>Net cash flows for the period</b>	<b>\$ -</b>	<b>\$ (8,387)</b>

**10. SHARE CAPITAL**

**Authorized Share Capital**

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

In December 2017, the Company completed a private placement for aggregate proceeds of \$872,500 by issuing 17,450,000 common shares at \$0.05 per share. The Company paid or accrued finders' fees of \$14,250.

During the year ended April 30, 2018, the Company issued 8,102,880 common shares to settle accounts payable (Note 7) and promissory notes payable (Note 8) and 4,000,000 units on conversion of loan (Note 8).

**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, 2016	192,250	\$ 7.43
Cancelled/Expired	(14,500)	(10.83)
Balance as at April 30, 2017	177,750	\$ 6.00
Cancelled/Expired	(177,750)	(6.00)
Balance as at April 30, 2018	-	\$ -

The weighted average remaining contractual life of the stock options is Nil (2017 - 0.33) years.

**RESERVOIR CAPITAL CORP.**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
(Expressed in Canadian dollars)  
**FOR THE YEARS ENDED APRIL 30, 2018 AND 2017**

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

**Warrants**

The changes in share purchase warrants outstanding are as follows:

	Number of Warrants	Weighted Average Exercise Price
Balance as at April 30, 2016 and 2017	7,985,582	\$ 0.39
Issued	4,000,000	0.05
Balance as at April 30, 2018	11,985,582	\$ 0.28

Share purchase warrants outstanding and exercisable as at April 30, 2018 are as follows:

Expiry Date	Exercise Price	Number of Warrants
Nov 14, 2018	0.05	2,800,000
Dec 07, 2018	0.05	1,200,000
Jul 09, 2019 <sup>(1)</sup>	0.20	2,293,100
Aug 01, 2019 <sup>(1)</sup>	0.20	2,188,232
Dec 01, 2019 <sup>(2)</sup>	0.60	1,652,500
Jan 01, 2020 <sup>(2)</sup>	0.60	498,500
Feb 06, 2020 <sup>(2)</sup>	0.60	350,750
Nov 06, 2020 <sup>(3)</sup>	0.75	1,002,500
<b>Total</b>		<b>11,985,582</b>

<sup>(1)</sup> Expiry may be accelerated, if closing price of the Company's shares on the TSX-V is \$0.30 or greater for 30 trading days

<sup>(2)</sup> Expiry may be accelerated, if closing price of the Company's shares on the TSX-V is \$0.80 or greater for 30 trading days

<sup>(3)</sup> Expiry may be accelerated, if closing price of the Company's shares on the TSX-V is \$0.90 or greater for 30 trading days.

The weighted average remaining contractual life of the warrants is 1.20 (2017 - 2.52) years.

**RESERVOIR CAPITAL CORP.**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
(Expressed in Canadian dollars)  
**FOR THE YEARS ENDED APRIL 30, 2018 AND 2017**

**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, 2018</b>			
Management and outside directors	\$ 108,000	\$ -	\$ 108,000
Seabord Services Corp.	100,000	-	100,000
	\$ 208,000	\$ -	\$ 208,000
<b>Year ended April 30, 2017</b>			
Management and outside directors	\$ -	\$ -	\$ -
Seabord Services Corp.	120,000	-	120,000
	\$ 120,000	\$ -	\$ 120,000

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.

Related party assets (liabilities)	Items or services	April 30, 2018	April 30, 2017
<b>Included in accounts payable and accrued liabilities</b>			
CEO	Fees and expense reimbursements	\$ (27,260)	\$ -
Outside directors	Fees and expense reimbursements	(2,812)	-
Seabord Services Corp.	Administrative services	(22,000)	(228,943)
<b>Included in promissory notes payable</b>			
Outside directors		(235,141)	(432,105)
Seabord Services Corp.		\$ -	\$ (51,441)

During the year ended April 30, 2018, the Company settled accounts payable of \$291,886 and promissory notes payable of \$282,246 due with related parties by making a \$59,097 cash payment and issuing common shares valued at \$406,200, resulting in a gain of \$108,835.

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

During the year ended April 30, 2018, the Company:

- issued 1,819,540 common shares, valued at \$109,160, to settle accounts payable;
- issued 6,283,340 common shares, valued at \$377,000, to settle promissory notes payable;
- issued 4,000,000 units, valued at \$200,000 on conversion of loan; and
- accrued \$13,050 of finder's fees in the private placement in accounts payable and accrued liabilities.

During the year ended April 30, 2017, the Company did not have any significant non-cash investing and financing activities.

**RESERVOIR CAPITAL CORP.**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
(Expressed in Canadian dollars)  
**FOR THE YEARS ENDED APRIL 30, 2018 AND 2017**

**13. SEGMENTED INFORMATION**

The Company operates in a single segment, the exploration and development of renewable energy. In addition, the Company has corporate activities, which include the evaluation and acquisition of new renewable energy projects, treasury and finance, regulatory reporting, and corporate administration. As at April 30, 2017 and 2018, all of the Company's assets were located in Canada.

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

**Risk and Capital Management**

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 its projects and pay for administrative costs, the Company raised additional funds during fiscal 2018. As at April 30, 2018, the Company had a working capital of \$225,494 (2017 - deficiency of \$1,001,415). 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. 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.

**Financial Instruments**

The Company classified its financial instruments as follows:

	Loans and Receivables	Other Financial Liabilities
<b>As at April 30, 2018</b>		
Cash	\$ 577,466	\$ -
Accounts payable and accrued liabilities	-	(124,884)
Promissory notes payable	-	(235,141)
	\$ 577,466	\$ (360,025)

	Loans and Receivables	Other Financial Liabilities
<b>As at April 30, 2017</b>		
Cash	\$ 1,739	\$ -
Accounts payable and accrued liabilities	-	(359,064)
Promissory notes payable	-	(650,396)
	\$ 1,739	\$ (1,009,460)

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

**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, receivables, accounts payable and accrued liabilities, and promissory notes payable approximated their fair value because of the short-term nature of these instruments.

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. This risk is minimized by holding the funds in Canadian banks or Canadian treasury bills. The Company's receivables are due from a government agency.

**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 is 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 not exposed to significant currency risk.

**RESERVOIR CAPITAL CORP.**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
(Expressed in Canadian dollars)  
**FOR THE YEARS ENDED APRIL 30, 2018 AND 2017**

**15. INCOME TAXES**

A reconciliation of the income tax benefit determined by applying Canadian income tax rates to the loss for the years ended April 30, 2018 and 2017 has been prepared as follows:

<b>For the year ended</b>	April 30, 2018	April 30, 2017
Income (loss) from continuing operations	\$ (288,110)	\$ (272,609)
Combined federal and provincial statutory income tax rate	26.33%	26.00%
Income tax expense (recovery) at statutory tax rates	(75,809)	(71,000)
Impact of different foreign statutory tax rates on earnings of subsidiaries	-	3,000
Change in future tax rate	(89,322)	-
Other items	(7,216)	(13,000)
Permanent difference on wind-up of Italian subsidiary	-	(274,000)
Change in unrecognized deductible temporary differences and other	172,347	355,000
<b>Total income tax recovery</b>	<b>\$ -</b>	<b>\$ -</b>

Significant components of the Company's deferred tax assets that have not been included in the consolidated statement of financial position are as follows:

<b>As at</b>	April 30, 2018	Expiry Date Range	April 30, 2017	Expiry Date Range
Non-capital loss carry forwards	\$ 2,079,000	2028-2038	\$ 1,922,000	2018-2037
Share issue costs	7,000	2037-2040	4,000	2037-2040
Capital losses	297,000	Not applicable	286,000	Not applicable
Other	58,000	Not applicable	56,000	Not applicable
	<b>\$ 2,441,000</b>		<b>\$ 2,268,000</b>	