

Form 51-102F3
MATERIAL CHANGE REPORT

Item 1. Name & Address of Company

Reservoir Capital Corp. (the "Company")
Suite 501 - 543 Granville Street
Vancouver, British Columbia, V6C 1X8

Item 2. Date of Material Change

August 27, 2018

Item 3. News Release

On August 27, 2018, a press release in respect of the material change was issued through the facilities of Newsfile Corp. via Canadian Timely Disclosure and a copy was filed on SEDAR.

Item 4. Summary of Material Change

The Company announced that it has entered into a definitive share purchase agreement (the "**Agreement**") with Kappafrik Management DMCC ("**KMGT**"), pursuant to which the Company will acquire outstanding common shares of Kainji Power Holding Limited ("**KPHL**") that will result in the Company owning an indirect minority (approximately 1.3%) interest in Mainstream Energy Solutions Limited (the "**Transaction**").

Item 5.1 Full Description of Material Change

The Company announced that it has entered into the Agreement with KMGT, pursuant to which the Company will acquire outstanding common shares of KPHL that will result in the Company owning an indirect minority (approximately 1.3%) interest in Mainstream Energy Solutions Limited ("**MESL**"). The Company has also received conditional approval of the Canadian Securities Exchange (the "**CSE**") to list its common shares for trading concurrently with closing the Transaction, and the Company intends to de-list from the TSX Venture Exchange (the "**TSXV**") prior to such listing, subject to receipt of necessary approvals.

KPHL is an offshore company governed by the laws of Mauritius, holding 8,443,333 (not 8,433,333, the number included in the aforementioned news release as a result of a typographical error) shares of MESL (approximately a 2.1% interest in MESL) - KPHL's sole investment. To acquire a 60% interest in KPHL, giving the Company an indirect approximately 1.3% interest in MESL, the Company will issue a total of 158,100,000 common shares to KMGT and certain KMGT shareholders and designees (collectively, the "**New Shareholders**"). Upon completion of the Transaction, the New Shareholders will hold in aggregate 76.65% of the Company's common shares. The Agreement was negotiated at arm's length and replaces the Heads of Agreement.

The common shares issued to the New Shareholders will be subject to restrictions on transfer under Canadian securities law expiring four months following closing and certain shares will be subject to escrow pursuant to the policies of the CSE for up to three years. The common shares issued to the New Shareholders will be subject to restrictions on transfer under Canadian securities law and CSE policy for an emerging issuer expiring up to 3 years following closing. Upon closing of the Transaction, the Company will have 206,264,424 common shares outstanding in addition to share purchase warrants to acquire an aggregate of 11,985,582 new common shares at an average exercise price of \$0.28 per share.

Upon closing of the Transaction, the Board of Directors of the Company will have five members, two of which shall be nominees of KMGT, Mr. Vincent Gueneau and Mr. Vianney Mathonnet, two of which shall be current board members, Lewis Reford and Winston Bennett, and one new director, Ms. Andrea Zaradic. The current officers of the Company will continue to serve in their positions post-closing.

Completion of the Transaction is subject to a number of conditions, including TSXV and CSE acceptance and approval of the shareholders of the Company, which shall be obtained by the written consent of shareholders holding a majority of the Company's common shares. Other conditions to completion of the Transaction include that no material adverse change to either KPHL or MESL or the Company will occur prior to completion of the Transaction and that the representations and warranties contained in the Agreement will be true and correct in all material respects.

Item 5.2 Disclosure for Restructuring Transactions

Not applicable

Item 6. Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

Not applicable.

Item 7. Omitted Information

None.

Item 8. Executive Officer

The following executive officer of the Company is knowledgeable about the material change and this report:

Lewis Reford
CEO, Reservoir Capital Corp.
Telephone: 416-399-2274
Email: ceo@reservoircap.team

Item 9. Date of Report

September 6, 2018