RESERVOIR CAPITAL CORP.

MANAGEMENT'S DISCUSSION & ANALYSIS

FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2018 AND 2017

GENERAL

This management's discussion and analysis of the financial position and results of operations is as at November 23, 2018 and should be read in conjunction with the condensed interim consolidated financial statements of Reservoir Capital Corp. (the "Company" or "Reservoir") for the nine months ended September 30, 2018 and 2017 and the related notes thereto. Those condensed interim consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB"). All dollar amounts included therein and in the following management's discussion and analysis ("MD&A") are in Canadian dollars except where noted. These documents and other information relevant to the Company's activities are available for viewing on SEDAR at www.sedar.com or on the Company's website at www.reservoircapitalcorp.com.

FORWARD LOOKING INFORMATION

This MD&A may contain "forward looking statements" that reflect the Company's current expectations and projections about its future results. When used in this MD&A, words such as "estimate", "intend", "expect", "anticipate" and similar expressions are intended to identify forward-looking statements, which, by their very nature, are not guarantees of the Company's future operational or financial performance, and are subject to risks and uncertainties and other factors that could cause Reservoir's actual results, performance, prospects or opportunities to differ materially from those expressed in, or implied by, these forward-looking statements. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this MD&A or as of the date otherwise specifically indicate herein. Due to risks and uncertainties, including the risks and uncertainties identified above and elsewhere in this MD&A, actual events may differ materially from current expectations. The Company disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise except as required by securities regulations.

COMPANY OVERVIEW

The Company's primary focus is to seek returns through investments in the securities of other clean power companies and clean power assets, which may be 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.

Reservoir is a reporting issuer in British Columbia, Alberta, and Ontario, and its common shares trade on the Canadian Securities Exchange ("CSE") under the symbol REO and on the Berlin and Frankfurt Exchanges under the symbol ROC.

HIGHLIGHTS FOR THE QUARTER

During the three months ended September 30, 2018, the Company:

- acquired a 60% interest in Kainji Power Holding Limited ("KPHL"), who holds an investment in Mainstream Energy Solutions Limited ("MESL"), a leading producing hydropower company in Nigeria, by issuing 158,100,000 common shares of the Company; and

- appointed Mr. Vincent Gueneau, Mr. Vianney Mathonnet, and Ms. Andrea Zaradic to the Board of Directors of the Company.

ACQUISTION OF KAINJI POWER HOLDING LIMITED

On September 21, 2018, the Company executed its definitive share purchase agreement (the "Agreement") with Kappafrik Management DMCC ("KMGT") to acquire 60% of the outstanding shares of Kainji Power Holding Limited resulting in an indirect minority ownership interest in Mainstream Energy Solutions Limited (the "Transaction"). Concurrent with the closing of the Transaction, the Company completed its listing of its common shares on the Canadian Securities Exchange ("CSE") for trading and de-listing from the TSX Venture Exchange (the "TSX-V").

KPHL is a company governed by the laws of Mauritius; whose sole investment is 8,433,333 shares of MESL (representing approximately a 2.1% interest). After acquiring its 60% interest in KPHL, the Company has an indirect approximately 1.3% interest in MESL. As consideration, Reservoir issued an aggregate of 158,100,000 common shares to KMGT and certain KMGT shareholders and designees (collectively, the "New Shareholders"). The Agreement was negotiated at arm's length and replaces the Heads of Agreement.

Upon completion of the Transaction, the Company had 206,264,424 common shares outstanding and the New Shareholders held in aggregate 76.6%. In addition, the Company had an aggregate of 11,985,582 share purchase warrants exercisable at an average exercise price of $0.28 per share from December 7, 2018 to November 6, 2020 (with certain warrants subject to expiry acceleration provisions). Common shares of the Company issued to the New Shareholders are 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.

After completion of the Transaction, Reservoir has the prospect of an ongoing dividend stream, no project development risk, and immediate diversification. Reservoir's future investment strategy will be defined by an Investment Policy targeting regular income over long periods, as well as substantial capital growth in the medium term, by acquiring carefully selected minority economic interests, at attractive valuations, in a balanced portfolio of producing or near production clean power assets in frontier markets.

Mainstream Energy Solutions Limited

Mainstream Energy Solutions Limited is Nigeria's leading producing hydropower company and KPHL's sole investment. MESL owns and operates the two largest hydropower plants on the Niger River in Nigeria, with aggregate operating capacity of 922 megawatt ("MW"). The two facilities are world-class assets operating under a long-term concession agreement. The dams' proven hydrology allows balanced power production all year long in a demand environment that is critically short of dependable power. For more information on MESL, visit: http://mainstream.com.ng.

APPOINTMENT OF NEW DIRECTORS

Upon closing of the Transaction, the Company's Board of Directors consisted five members: two of which were nominees of KMGT, two of which were existing Reservoir board members (Mr. Lewis Reford and Mr. Winston Bennett), and one new director (Ms. Andrea Zaradic). The current officers of Reservoir have continued to serve in their positions post-closing. The following three individuals were appointed as new directors:

Vincent Gueneau

Mr. Gueneau, a French national, is a trained Engineer who started his career in the French group Alstom and then turned Entrepreneur, Investment Banker and Private Equity Investor. He has over 20 years of track-record in the Energy Sector in Sub-Saharan Africa and serves on the board of multiple companies. He started his career in the French power group Alstom before becoming a successful Entrepreneur in the oil services industry, subsequently serving as a Senior Adviser and Managing Director in Renaissance Capital, before founding a private equity group in Mauritius. He was a party or advised on multiple private equity transactions in Africa, as well as bids related to privatizations and leveraged buyouts. He served on the Board of the French-Nigerian Chamber of Commerce for 5 years and as Economic Advisor to the French Ministry of Finance & Industry for 3 years ("CCE" Nigeria Section, by appointment of the French Prime Minister). He is an Honorary Senior Member of the Chartered Institute of Bankers of Nigeria, and a registered professional of the Financial Reporting Council of Nigeria.

Vianney Mathonnet

Mr. Mathonnet is a French national who serves as the Director of the Family office division at Kappafrik Group, a private equity firm based in Dubai that focuses on Energy and Infrastructure investments in African markets. He started his career in Gabon in charge of internal auditing and cost optimization for a multinational company in the hospitality sector and held management positions in the industry across sub-Sahara African countries. Mr. Mathonnet managed the corporate relations with global Mining, Education, and Oil companies, supervised multiple profit centers and directly managed 400+ employees. Mr.

Mathonnet lived across the African and European continents and has undertaken various African investments in real estate, tourism, digital marketing and micro-finance as an angel investor.

Andrea Zaradic

Ms. Zaradic has 30 years of experience in both corporate, project and business development. As Manager of Infrastructure Development for Canico Resource Corp. in relation to the Onca Puma nickel laterite project in Brazil, she led the development of all major road and power infrastructure prior to a successful corporate take-over by Vale (previously CVRD). Ms. Zaradic held the position of VP Operations and Development for Magma Energy Corp. ("Magma"). Additionally, Ms. Zaradic led the Magma based team through both a financial and technical due diligence of Plutonic Power ("Plutonic"), resulting in the successful merger of Magma and Plutonic to form Alterra Power Corp. As President and CEO of Troon Ventures Ltd. ("Troon"), Ms. Zaradic led the company through a successful merger/RTO with Grenville Strategic Royalty Corp. ("Grenville"); a new business model in the royalty finance sector. Following the successful merger of Troon and Grenville, Ms. Zaradic went on to the role of President and CEO of Northair Silver where she successfully completed a merger with Kootenay Silver ("Kootenay"). She now resides on the board of Kootenay and serves as Technical Advisor to Northleaf Capital in relation to their geothermal investments in Ormat Technologies.

OUTLOOK

The focus of the Company remains to identify new opportunities in clean power. There is no certainty that new opportunities will be identified, or that the Company will be able to raise the necessary funds to move its renewable business forward.

For the past fiscal year and currently, funding for the operations of the business has been provided by an equity private placement with third parties and from loans from directors and other insiders. There is no certainty that these funds will continue to be available.

QUARTERLY FINANCIAL INFORMATION

Quarter ended	September 30 2018	June 30 2018[1]	March 31 2018[1]	December 31 2017[1]
Financial Results				
Dividend income	$ 83,609	$ -	$ -	$ 147,307
General and administrative expenses	24,608	6,074	3,026	44,934
Listing costs	3,972,328	-	-	-
Income (loss) for the period	(3,925,749)	(6,074)	12,441	102,372
Earnings (loss) per share - basic and diluted	0.00	(0.00)	0.00	(0.00)

Quarter ended	September 30 2017[1]	June 30 2017[1]	March 31 2017[1]	December 31 2016[1]
Financial Results				
Dividend income	$ -	$ -	$ -	$ -
General and administrative expenses	5,719	1,170	10,008	2,653
Impairment	-	-	-	575,083
Income (loss) for the period	(6,162)	(1,170)	(11,017)	(577,736)
Earnings (loss) per share - basic and diluted	(0.00)	(0.00)	(0.00)	(0.03)

[1] Comparative information has been adjusted for the acquisition of KPHL

RESULTS OF OPERATIONS

Three months ended September 30, 2018

The Company recorded a loss of $3,925,749 for the quarter ended September 30, 2018 compared to a loss of $6,162 for the comparative quarter. The current quarter loss was primarily attributable the listing cost recognized under IFRS for the Transaction to acquire 60% ownership interest of KPHL.

Nine months ended September 30, 2018

The Company recorded a loss of $3,919,382 for the nine months ended September 30, 2018 compared to a loss of $18,349 for the comparative period. Loss for the current period was primarily attributable the listing cost recognized under IFRS for the Transaction to acquire 60% ownership interest of KPHL. However, the Company also recorded $83,609 of dividend income.

FINANCIAL CONDITION, LIQUIDITY AND CAPITAL RESOURCES

As at September 30, 2018, the Company had working capital of $273,290, which primarily comprised cash of $562,143, receivables of $7,589, accounts payable and accrued liabilities of $70,624, and promissory notes of $235,471. The Company had no long-term debt. All of the Company's cash is held in interest bearing accounts.

In order to continue as a going concern, the Company will require additional financing through debt or equity issuances or other available means. Although the Company has been successful in the past in obtaining financing, there can be no assurance that the Company will be able to continue to raise funds, in which case the Company may be unable to meet its obligations.

Should the Company be unable to realize its assets and discharge its liabilities in the normal course of business, the net realizable value of its assets may be materially less than the amounts recorded on the balance sheets. The condensed interim consolidated financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue in existence.

During the nine months ended September 30, 2018, cash increased by $547,195. The increase was due to net cash provided by operating and investing activities of $213,797 and $333,398, respectively.

Operating activities

During the nine months ended September 30, 2018, net cash provided by operating activities amounted to $213,797, which included the effects dividend income of $83,609, a decrease in receivables of $144,880, and an increase in accounts payable and accrued liabilities of $12,834.

Investing activities

Upon the closing of the Transaction, the Company acquired net assets held by Reservoir, which included its cash position of $333,398.

RELATED PARTY TRANSACTIONS

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

Nine months ended September 30, 2018		Salary of fees		Share-based payments		Total
Management	$	-	$	-	$	-
Outside directors		-		-		-
	$	-	$	-	$	-

Nine months ended September 30, 2017		Salary of fees		Share-based payments		Total
Management	$	-	$	-	$	-
Outside directors		-		-		-
	$	-	$	-	$	-

Included in accounts payable and accrued liabilities, as at September 30, 2018 was $Nil (December 31, 2017 - $1,923) due to related parties.

OFF-BALANCE SHEET ARRANGEMENTS

The Company has no off-balance sheet arrangements.

CRITICAL ACCOUNTING ESTIMATES AND ACCOUNTING JUDGMENTS

Significant assumptions about the future and other sources of estimation uncertainty that management has made at the end of the reporting period, that could result in a material adjustment to the carrying amounts of assets and liabilities and disclosure of contingent assets or liabilities if actual results differ from assumptions made, relate to, but are not limited to, the following:

- the determination of the fair value of stock options, warrants, equity conversion feature of convertible loan using Black-Scholes option pricing models requires the input of highly subjective assumptions, including the expected price volatility and expected life of the option. Changes in the subjective input assumptions could significantly affect the fair value estimate; therefore, the existing models do not necessarily provide a reliable single measure of the fair value of the Company's stock options, warrants, and equity conversion features of convertible loans.

- 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.

CHANGE OF ACCOUNTING POLICY

Financial instruments

Effective January 1, 2018, the Company has adopted IFRS 9 Financial Instruments ("IFRS 9"). IFRS 9 uses a single approach to determine whether a financial asset is classified and measured at amortized cost or fair value, replacing the multiple rules in IAS 39. The approach in IFRS 9 is based on how an entity manages its financial instruments and the contractual cash flow characteristics of the financial asset. Most of the requirements in IAS 39 for classification and measurement of financial liabilities were carried forward in IFRS 9, therefore the Company's accounting policy with respect to financial liabilities is unchanged. The Company completed an assessment of its financial assets and liabilities as at May 1, 2018.

The following table shows the original classification under IAS 39 and the new classification under IFRS 9:

	IAS 39	IFRS 9
Financial assets		
Cash	Loans and receivables	Amortized cost
Investment in MESL	FVOCI	FVOCI
Financial liabilities		
Accounts payeble and accrued liabilities	Other financial liabilities	Amortized cost
Promisory notes payable	Other financial liabilities	Amortized cost

The adoption of IFRS 9 did not result in any material changes to the Company's financial statements.

Revenue recognition

Effective January 1, 2018, the Company has adopted IFRS 15 Revenue from Contracts with Customers ("IFRS 15"). The Company elected to apply IFRS 15 using a modified retroactive approach by recognizing the cumulative effect of initially adopting this standard at the date of initial recognition. Comparative information has not been restated and continues to be reported under IAS 18 Revenue ("IAS 18"). The Company has concluded that there was no cumulative effect adjustment required to be recognized at January 1, 2018. The details of the accounting policy changes are described below.

Revenue from dividend income is recognized when the Company's right to receive the payment is established which is generally when shareholders approve the dividend.

The Company has concluded that there were no significant changes in the accounting for dividend income as a result of the transition to IFRS 15 as the timing of control remains unchanged from policies applied prior to the adoption of IFRS 15.

RISKS AND UNCERTAINTIES

In addition to the usual risks associated with an investment in a business at an early stage of development, management and the directors of the Company believe that, in particular, the following risk factors should be considered. It should be noted that the list is not exhaustive and that other risk factors may apply. An investment in the Company may not be suitable for all investors.

Competition

The Company will compete with many companies and individuals that have substantially greater financial and technical resources than the Company for the acquisition of investments as well as for the recruitment and retention of qualified employees.

Financing risks

In order to continue as a going concern and to meet its corporate objectives, which primarily comprise obtaining and developing its renewable energy projects, the Company will require additional financing through debt or equity issuances or other available means. Although the Company has been successful in the past in obtaining financing, there can be no assurance that the Company will be able to continue to raise funds, in which case the Company may be required to delay or postpone further development of its projects with the possible result of loss of such properties and ultimately, the Company may be unable to meet its obligations as they come due. Should the Company be unable to realize its assets and discharge its liabilities in the normal course of business, the net realizable value of its assets may be materially less than the amounts recorded on the balance sheet. The Company's annual consolidated financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue in existence.

Share price fluctuations

In recent years, the securities markets have experienced a high level of price and volume volatility, and the market price of securities of many companies, particularly those considered development stage companies such as the Company, have experienced wide fluctuations in price which have not necessarily been related to operating performance, underlying asset values or prospects of such companies. There can be no assurance that continual fluctuations in price will not occur.

Insurance and uninsured risks

Through its investment interests in operating companies, the Company may be subject to a number of risks and hazards in general, including adverse environmental conditions, industrial accidents, labor disputes, unusual or unexpected geological conditions, changes in the regulatory environment and natural phenomena such as inclement weather conditions, floods, and earthquakes. Such occurrences could result in the damage to the Company's investment's property or facilities and equipment, personal injury or death, environmental damage to properties of the Company or others, delays, monetary losses and possible legal liability. Although the Company's investments may maintain insurance to protect against certain risks in such amounts as it considers reasonable, its insurance may not cover all the potential risks associated with its operations. The Company's investments may also be unable to maintain insurance to cover these risks at economically feasible premiums or for other reasons. Should such liabilities arise, they could reduce or eliminate future profitability and result in increasing costs, have a material adverse effect on the Company's and its investments' results and a decline in the value of the securities of the Company.

Environmental risks and hazards

The activities of the Company's investments may be subject to environmental regulations promulgated by government agencies from time to time. Environmental legislation is evolving in a manner that will require stricter standards and enforcement and involve increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects, and a heightened degree of responsibility for companies and their officers, directors and employees. There can be no assurance that future changes in environmental regulation, if any, will not adversely affect the operations of the Company's investments. Environmental hazards may exist on properties in which the Company holds indirect interests which are unknown to the Company at present.

Foreign country and political risk

The Company is subject to certain risks, including currency fluctuations and possible political or economic instability, which may result in the impairment or loss of investments. Any changes in regulations or shifts in political attitudes are beyond the control of the Company and may adversely affect its business. The Company's equity financings are sourced in Canadian dollars but for the most part it incurs its expenditures in local currencies. At this time there are no currency hedges in place.

Conflicts of Interest

The Company's directors and officers may serve as directors or officers of other companies or have significant shareholdings in other resource companies and, to the extent that such other companies may participate in ventures in which the Company may participate, the directors of the Company may have a conflict of interest in negotiating and concluding terms respecting the extent of such participation. If such a conflict of interest arises at a meeting of the Company's directors, a director who has such a conflict will abstain from voting for or against the approval of such participation or such terms. In accordance with the laws of British Columbia, the directors of the Company are required to act honestly, in good faith and in the best interests of the Company. In determining whether or not the Company will participate in a particular program and the interest therein to be acquired by it, the directors will primarily consider the degree of risk to which the Company may be exposed and its financial position at that time.

OUTSTANDING SHARE DATA

As of the date of this MD&A, the Company had 206,264,424 common shares issued and outstanding. There were 9,185,582 share purchase warrants outstanding with expiry dates from December 7, 2018 to November 6, 2020.