

## EARLY WARNING REPORT

Form 62-103F1

*Filed pursuant to National Instrument 62-103*

### Item 1 – Security and Reporting Issuer

**1.1 State the designation of securities to which this report relates and the name and address of the head office of the issuer of the securities.**

Common shares (the "**Shares**") of Reservoir Capital Corp. (the "**Issuer**")

The Issuer has a head office at 543 Granville Street Vancouver, British Columbia V6C 1X8

**1.2 State the name of the market in which the transaction or other occurrence that triggered the requirement to file this report took place.**

The transaction that triggered the requirement to file this report was the acquisition by Tunde Joseph Afolabi ("**TJA**") of 199,942,233 Shares pursuant to the disposition of shares in the capital of each of Mainstream Energy Solutions Limited ("**MESL**") and Kainji Power Holding Ltd. ("**KPHL**") (collectively the "**Transactions**"), which took place privately on June 26, 2019.

### Item 2 – Identity of the Acquiror

**2.1 State the name and address of the acquiror.**

Tunde Joseph Afolabi

Address: Tunde Afolabi Street, off Adoh Rd, Ajah, Lekki, Lagos, Nigeria

**2.2 State the date of the transaction or other occurrence that triggered the requirement to file this report and briefly describe the transaction or other occurrence.**

June 26, 2019

**2.3 State the names of any joint actors.**

Not applicable.

### Item 3 – Interest in Securities of the Reporting Issuer

**3.1 State the designation and number or principal amount of securities acquired or disposed of that triggered the requirement to file this report and the change in the acquiror's securityholding percentage in the class of securities.**

Through the Transactions, TJA acquired a total of 199,942,233 Share. As a result, TJA's securityholding percentage increased from 9.47% to 45.72% on a non-diluted basis, and from 9.09% to 44.88% on a fully-diluted basis assuming the exercise of all

currently issued and outstanding options of the Issuer (the "**Options**") and warrants of the Issuer ("**Warrants**").

**3.2 State whether the acquiror acquired or disposed ownership of, or acquired or ceased to have control over, the securities that triggered the requirement to file this report.**

TJA acquired ownership of Shares that triggered the requirement to file this report.

**3.3 If the transaction involved a securities lending arrangement, state that fact.**

Not applicable.

**3.4 State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities, immediately before and after the transaction or other occurrence that triggered the requirement to file this report.**

Prior to the Transactions, TJA owned an aggregate of 20,000,000 Shares representing approximately 9.47% of the Issuer's issued and outstanding Shares on a non-diluted basis (based on 211,105,144 Shares issued and outstanding) and approximately 9.09% of the Issuers's issued and outstanding Shares on a fully-diluted basis (based on 220,090,726 Shares issued and outstanding, assuming the exercise of all Options and Warrants).

Upon completion of the Transactions, TJA now owns an aggregate of 219,942,233 Shares which represents approximately 45.72% of the Issuers's issued and outstanding Shares on a non-diluted basis (based on 481,047,377 Shares issued and outstanding) and approximately 44.88% of the Issuers's issued and outstanding Shares on a fully-diluted basis (based on 490,032,959 Shares issued and outstanding assuming the exercise of all Options and Warrants).

**3.5 State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities referred to in Item 3.4 over which**

**(a) the acquiror, either alone or together with any joint actors, has ownership and control,**

See Item 3.4.

**(b) the acquiror, either alone or together with any joint actors, has ownership but control is held by persons or companies other than the acquiror or any joint actor, and**

Not applicable.

**(c) the acquiror, either alone or together with any joint actors, has exclusive or shared control but does not have ownership.**

Not applicable.

- 3.6 If the acquiror or any of its joint actors has an interest in, or right or obligation associated with, a related financial instrument involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the related financial instrument and its impact on the acquiror's securityholdings.**

Not applicable.

- 3.7 If the acquiror or any of its joint actors is a party to a securities lending arrangement involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the arrangement including the duration of the arrangement, the number or principal amount of securities involved and any right to recall the securities or identical securities that have been transferred or lent under the arrangement.**

Not applicable.

- 3.8 If the acquiror or any of its joint actors is a party to an agreement, arrangement or understanding that has the effect of altering, directly or indirectly, the acquiror's economic exposure to the security of the class of securities to which this report relates, describe the material terms of the agreement, arrangement or understanding.**

Not applicable.

#### **Item 4 – Consideration Paid**

- 4.1 State the value, in Canadian dollars, of any consideration paid or received per security and in total.**

The 199,942,233 Shares were issued to TJA in consideration for the Issuer's direct acquisition from TJA of 350 shares of KPHL, thereby increasing the Issuer's ownership percentage in KPHL from 60% to 95%, and 6,450,912 shares of MESL, held indirectly through KPHL.

At the time of the Transactions, the Issuer issued 199,942,233 Shares to TJA with a value of approximately CAD\$13,995,956.30, based on a value of CAD\$0.07 per Share.

- 4.2 In the case of a transaction or other occurrence that did not take place on a stock exchange or other market that represents a published market for the securities, including an issuance from treasury, disclose the nature and value, in Canadian dollars, of the consideration paid or received by the acquiror.**

See Item 4.1 above.

**4.3 If the securities were acquired or disposed of other than by purchase or sale, describe the method of acquisition or disposition.**

Not applicable.

**Item 5 – Purpose of the Transaction**

**State the purpose or purposes of the acquiror and any joint actors for the acquisition or disposition of securities of the reporting issuer. Describe any plans or future intentions which the acquiror and any joint actors may have which relate to or would result in any of the following:**

- (a) the acquisition of additional securities of the reporting issuer, or the disposition of securities of the reporting issuer;**
- (b) a corporate transaction, such as a merger, reorganization or liquidation, involving the reporting issuer or any of its subsidiaries;**
- (c) a sale or transfer of a material amount of the assets of the reporting issuer or any of its subsidiaries;**
- (d) a change in the board of directors or management of the reporting issuer, including any plans or intentions to change the number or term of directors or to fill any existing vacancy on the board;**
- (e) a material change in the present capitalization or dividend policy of the reporting issuer;**
- (f) a material change in the reporting issuer's business or corporate structure;**
- (g) a change in the reporting issuer's charter, bylaws or similar instruments or another action which might impede the acquisition of control of the reporting issuer by any person or company;**
- (h) a class of securities of the reporting issuer being delisted from, or ceasing to be authorized to be quoted on, a marketplace;**
- (i) the issuer ceasing to be a reporting issuer in any jurisdiction of Canada;**
- (j) a solicitation of proxies from securityholders;**
- (k) an action similar to any of those enumerated above.**

TJA acquired the 199,942,233 Shares pursuant to a share exchange agreement dated April 25, 2019 between the Issuer, KPHL and certain shareholders of MESL and KPHL, whereby the Issuer acquired shares from TJA in each of KPHL and MESL (held indirectly through KPHL). The Transactions constituted the second stage to the Issuer's investment into MESL. On September 21, 2018, the Issuer underwent a reverse takeover transaction when

it initially acquired 60% interest in KPHL, resulting in the Issuer owning an indirect minority interest in MESL. As a result of the Transactions, the Issuer increased its indirect economic interest in MESL from 1.2% to approximately 3.8%.

**Item 6 – Agreements, Arrangements, Commitments or Understandings With Respect to Securities of the Reporting Issuer**

Describe the material terms of any agreements, arrangements, commitments or understandings between the acquiror and a joint actor and among those persons and any person with respect to securities of the class of securities to which this report relates, including but not limited to the transfer or the voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, guarantees of profits, division of profits or loss, or the giving or withholding of proxies. Include such information for any of the securities that are pledged or otherwise subject to a contingency, the occurrence of which would give another person voting power or investment power over such securities, except that disclosure of standard default and similar provisions contained in loan agreements need not be included.

Not applicable.

**Item 7 – Change in Material Fact**

If applicable, describe any change in a material fact set out in a previous report filed by the acquiror under the early warning requirements or Part 4 in respect of the reporting issuer's securities.

Not applicable.

**Item 8 – Exemption**

If the acquiror relies on an exemption from requirements in securities legislation applicable to formal bids for the transaction, state the exemption being relied on and describe the facts supporting that reliance.

Not applicable

**Item 9 – Certification**

I, as the acquiror, certify to the best of my knowledge, information and belief, that the statements made in this report are true and complete in every respect.

DATED this 27<sup>th</sup> day of June, 2019.

"Tunde Joseph Afolabi"

**TUNDE JOSEPH AFOLABI**