

CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

(Expressed in Canadian dollars)

SIX MONTHS ENDED JUNE 30, 2019 AND 2018 (Unaudited)

CONDENSED INTERIM CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

(Unaudited - Expressed in Canadian dollars)

	June 30	December 31
	2019	2018
ASSETS		
Current		
Cash	\$ 674,746 \$	475,354
Receivables (Note 3)	5,680	309,045
Prepaid expenses	3,556	5,830
Total current assets	683,982	790,229
Non-current		
Investment in MESL (Note 4)	28,613,982	15,027,765
TOTAL ASSETS	\$ 29,297,964 \$	15,817,994
LIABILITIES AND EQUITY		
LIABILITIES		
Current		
Accounts payable and accrued liabilities (Note 5)	\$ 179,686 \$	184,132
Promissory note payable (Note 6)	-	237,689
Total liabilities	179,686	421,821
EQUITY		
Share capital (Note 7)	21,290,856	2,152,863
Reserves	8,685,895	8,853,961
Deficit	(2,316,618)	(1,835,058)
Total equity attributable to equity holders of the Company	27,660,133	9,171,766
Non-controlling interests (Note 8)	1,458,145	6,224,407
	29,118,278	15,396,173
Total equity		

Nature of operations and going concern (Note 1) Event after the reporting date (Note 12)

These condens	ed interim	consolidated	financial	statements	are	approved	and	authorized	for	issuance	by the	Board of	Directors	on
August 28, 2019	9.													

"Lewis Reford" Director	"Andrea Zaradic"	Director
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The accompanying notes are an integral part of these condensed interim consolidated financial statements.

RESERVOIR CAPITAL CORP.CONDENSED INTERIM CONSOLIDATED STATEMENTS OF INCOME (LOSS)

(Unaudited - Expressed in Canadian dollars)

	Three months	Three months	Six months	Six months
	ended	ended	ended	ended
	June 30	June 30	June 30	June 30
	2019	2018	2019	2018
Revenue				
Dividend income (Note 4)	\$ -	\$ -	\$ 442,287	\$ 15,640
General and administrative expenses				
Administrative services and office	(75,748)	(6,331)	(110,514)	(9,477)
Consulting fees (Note 8)	(51,000)	-	(107,030)	-
Foreign exchange loss	(1,043)	204	(5,512)	204
Interest and other	3,675	-	(5,626)	-
Professional fees	(87,061)	-	(98,811)	-
Transfer agent and filing fees	(16,804)	-	(21,800)	-
Travel and related costs	(8,561)	-	(17,124)	-
Income (loss) from operations	(236,542)	(6,127)	75,870	6,367
Settlement of promissory note payable (Note 6)	-	-	(9,737)	-
Income (loss) before income taxes	(236,542)	(6,127)	66,133	6,367
Deferred income tax recovery	93,891	-	44,116	-
Net income (loss)	\$ (142,651)	\$ (6,127)	\$ 110,249	\$ 6,367
Attributable to:				
Equity shareholders of the Company	\$ (142,694)	\$ (6,127)	\$ (65,730)	\$ 6,367
Non-controlling interests (Note 8)	\$ 43	\$ -	\$ 175,979	-
Basic and diluted earnings per share	\$ (0.00)	\$ (0.00)	\$ (0.00)	\$ 0.00
Weighted average no. of common shares				
outstanding - basic and diluted	222,970,737	48,164,424	214,183,127	48,164,424

CONDENSED INTERIM CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)

(Unaudited - Expressed in Canadian dollars)

	Three month	S	Three months	Six months	Six months
	ende	d	ended	ended	ended
	June 3	0	June 30	June 30	June 30
	201	9	2018	2019	2018
Net income (loss)	\$ (142,65)	1) \$	(6,127)	\$ 110,249	\$ 6,367
Other comprehensive income					
Items that may be reclassified subsequently to profit and los	S				
Foreign currency translation adjustment	(295,470))	(281,895)	(613,452)	(608,975)
Fair value adjustment on FVOCI financial instrument	246,707	7	-	246,707	-
Deferred income tax adjustment on KPHL investment	(93,89	1)	-	(44,116)	-
Total comprehensive income (loss)	\$ (285,305	5) \$	(288,022)	\$ (300,612)	\$ (602,608)
Attributable to:					
Equity shareholders of the Company	\$ (179,482	2) \$	(288,022)	\$ (243,532)	\$ (602,608)
Non-controlling interests (Note 8)	\$ (105,823	3) \$	-	\$ (57,080)	\$ _

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

CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CASH FLOWS

(Unaudited - Expressed in Canadian dollars)

	Six months	Six months
	ended	ended
	June 30	June 30
	2019	2018
CASH FLOWS FROM OPERATING ACTIVITIES		
Net income	\$ 110,249 \$	6,367
Adjustments for:		
Interest expense	4,347	-
Settlement of promissory note payable	9,737	-
Deferred income tax expense	(44,116)	-
Unrealized foreign exchange effect	(37,468)	6,801
Changes in non-cash working capital items:		
Receivables	303,365	145,572
Prepaid expenses	2,274	(2,597)
Accounts payable and accrued liabilities	(4,446)	(3,339)
Net cash provided by operating activities	343,942	152,804
CASH FLOWS FROM FINANCING ACTIVITIES		
Dividends to non-controlling interests	(160,333)	_
Net cash used in financing activities	(160,333)	
Net cash used in illiancing activities	(100,333)	
Effect of foreign exchange changes on cash	15,783	-
Change in cash during the period	199,392	152,804
Cash, beginning of period	475,354	14,948
Cash, end of period	\$ 674,746 \$	167,752

Supplemental disclosure with respect to cash flows (Note 9)

CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY (Unaudited - Expressed in Canadian dollars)

	Number	Share			Non-controlling	Total
	of shares	capital	Reserves	Deficit	interests	equity
Balance as at December 31, 2018	206,264,424 \$	2,152,863 \$	8,853,961	(1,835,058) \$	6,224,407 \$	15,396,173
Settlement of promissory note payable	4,840,720	242,036	9,737	-	-	251,773
Acquisition of MESL shares (Note 4 and 8)	199,018,240	13,931,277	-	(696,564)	696,564	13,931,277
Acquisition of KPHL shares (Note 8)	70,923,993	4,964,680	-	280,734	(5,245,414)	-
Dividends declared (Note 8)	-	-	-	-	(160,333)	(160,333)
Foreign currency translation adjustment	-	-	(368,058)	-	(245,394)	(613,452)
Fair value adjustment on FVOCI financial instrument	-	-	234,371	-	12,336	246,707
Deferred income tax liability on KPHL investment	-	-	(44,116)	-	-	(44,116)
Net income	=	-	-	(65,730)	175,979	110,249
Balance as at June 30, 2019	481,047,377 \$	21,290,856 \$	8,685,895	(2,316,618) \$	1,458,145 \$	29,118,278

	Number	Share			Total
	of shares	capital	Reserves	Deficit	equity
Balance as at December 31, 2017	48,164,424	\$ 778,514	\$ 13,255,522 \$	(643,829) \$	13,390,207
Foreign currency translation adjustment	-	-	(608,975)	-	(608,975)
Net income	-	-	-	6,367	6,367
Balance as at June 30, 2018	48,164,424	\$ 778,514	\$ 12,646,547 \$	(637,462) \$	12,787,599

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS (Unaudited - expressed in Canadian dollars) FOR THE SIX MONTHS ENDED JUNE 30, 2019 AND 2018

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.

In 2018, the Company refocused its business operations from a greenfield hydro project developer to an investment firm. Consequently, the Company signed its definitive share purchase agreement (the "SPA") with Kappafrik Management DMCC ("KMGT") to acquire 60% of the outstanding shares of Kainji Power Holding Limited ("KPHL") resulting in an indirect minority ownership interest in Mainstream Energy Solutions Limited ("MESL"). In connection to the SPA, Reservoir issued 158,100,000 common shares of the Company to KMGT and certain KMGT shareholders and designees, who held 76.6% of the total issued and outstanding common shares of the Company on closing of the transaction. As the shareholders of KMGT have a majority ownership position, the acquisition was accounted for as a reverse takeover ("RTO") and accordingly, all comparative information has been adjusted to reflect KPHL as the accounting acquirer. 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"). In June 2019, the Company increased its ownership interest in KPHL (Note 8) and MESL (Note 4).

The Company's current 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.

These condensed interim consolidated financial statements of the Company are presented in Canadian dollars unless otherwise indicated. The condensed interim 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.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of preparation and measurement

These condensed consolidated interim financial statements have been prepared in accordance with International Accounting Standard 34 Interim Financial Reporting using accounting policies consistent with International Financial Reporting Standards ("IFRS") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC"). These condensed interim consolidated financial statements have been prepared on a historical cost basis, except for financial instruments classified as financial instruments at fair value through profit or loss, which are stated at their fair value. In addition, these condensed interim consolidated financial statements have been prepared using the accrual basis of accounting except for cash flow information. The condensed interim consolidated financial statements of the Company have been prepared in accordance with the same accounting policies and methods of their application as the most recent audited financial statements for the year ended December 31, 2018, except that they do not include all note disclosures required for annual audited financial statements, and they include new accounting standards effective in the current period. It is suggested that the condensed interim consolidated financial statements be read in conjunction with the annual audited financial statements.

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS (Unaudited - expressed in Canadian dollars) FOR THE SIX MONTHS ENDED JUNE 30, 2019 AND 2018

RECEIVABLES

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

4. INVESTMENT IN MESL

	June 30	December 31
	2019	2018
Opening balance	\$ 15,027,765	\$ 13,246,112
Additions	13,931,277	-
Fair value adjustment	246,707	639,971
Effect of foreign exchange	(591,767)	1,141,682
Ending balance	\$ 28,613,982	\$ 15,027,765

In December 2017, KPHL acquired 8,443,333 shares of MESL, representing a 2.1% ownership interest, for US\$2. MESL operates a 1,338.4 megawatt ("MW") hydroelectric power generation plant in Nigeria. During the year ended December 31, 2018, KPHL received 1,688,666 bonus shares of MESL, resulting in 10,131,999 of total shares held. In June 2019, the Company entered into a share exchange agreement where the Company issued 199,018,240 common shares to acquire 9,950,912 shares of MESL, which were then transferred to and held by KPHL (Note 8). As at June 30, 2019, the Company held 20,082,911 shares of MESL, representing a 4.0% ownership interest.

As at June 30, 2019, the carrying amount of this investment was adjusted to its fair value using the discounted cash flow ("DCF") method with the following inputs and assumptions: (a) weighted average cost of capital ("WACC") of 12.2% (December 31, 2018 - 12.2%), (b) discount for possible lack of marketability of 20% (December 31, 2018 - 20%), and (c) foreign exchange rate of C\$1/US\$0.75 (December 31 2018 - C\$1/US\$0.73).

During the six months ended June 30, 2019, the Company recognized \$442,287 of dividend income from MESL.

5. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

	June 30	December 31
	2019	2018
Trade accounts payable	\$ 150,636 \$	131,082
Accrued liabilities	29,050	53,050
	\$ 179,686 \$	184,132

6. PROMISSORY NOTE PAYABLE

As part of the RTO from the acquisition of KPHL, the Company assumed a promissory note payable owed to a former related party of Reservoir carrying an interest at the rate of 4% per annum. During the six months ended June 30, 2019, the Company settled the promissory note payable of \$242,036 by issuing 4,840,270 common shares and 1,000,000 share purchase warrants, valued at \$242,036 and \$9,737, respectively, resulting in a loss of settlement of \$9,737.

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS (Unaudited - expressed in Canadian dollars)
FOR THE SIX MONTHS ENDED JUNE 30, 2019 AND 2018

SHARE CAPITAL

Authorized share capital

Authorized share capital consists of an unlimited number of common shares without par value. As at June 30, 2019, 92,100,000 (December 31, 2018 - 110,520,000) common shares were held in escrow with an additional 15% released every six months beginning March 21, 2019.

In February 2019, the Company issued 4,840,270 common shares and 1,000,000 share purchase warrants to settle a promissory note payable (Note 6).

In June 2019, the Company issued 70,923,993 common shares, valued at \$4,964,680, to acquire 350 shares of KPHL increasing its ownership from 60% to 95% (Note 8).

In June 2019, the Company issued 199,018,240 common shares, valued at \$13,931,277, to acquire 9,950,912 MESL shares (Note 4), which were then transferred to and held by KPHL (Note 8).

Share purchase warrants

The continuity of share purchase warrants for the six months ended June 30, 2019 are as follows:

		Weighted
	Number	average
	of warrants	exercise price
Balance as at December 31, 2018	7,985,582 \$	0.39
Issued	1,000,000	0.10
Balance as at June 30, 2019	8,985,582 \$	0.36

The weighted average remaining contractual life of the warrants is 0.38 (December 31, 2018 - 0.85) years.

Share purchase warrants outstanding and exercisable as at June 30, 2019 are as follows:

		Exercise	Number
Expiry Date		price	of warrants
Jul 09, 2019	(1)	\$ 0.20	2,293,100
Aug 01, 2019	(1)	\$ 0.20	2,188,232
Dec 01, 2019	(2)	\$ 0.60	1,652,500
Jan 21, 2020	(2)	\$ 0.60	498,500
Feb 06, 2020	(2)	\$ 0.60	350,750
Feb 15, 2020		\$ 0.10	1,000,000
Nov 06, 2020	(3)	\$ 0.75	1,002,500
Total			8,985,582

⁽¹⁾ Expiry may be accelerated, if closing price of the Company's shares on the CSE is \$0.30 or greater for 30 trading days

⁽²⁾ Expiry may be accelerated, if closing price of the Company's shares on the CSE is \$0.80 or greater for 30 trading days

⁽³⁾ Expiry may be accelerated, if closing price of the Company's shares on the CSE is \$0.90 or greater for 30 trading days

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS (Unaudited - expressed in Canadian dollars)
FOR THE SIX MONTHS ENDED JUNE 30, 2019 AND 2018

8. RELATED PARTY BALANCES AND TRANSACTIONS

Non-controlling interests

In June 2019, the Company issued 70,923,993 common shares to acquire an additional 35% ownership interest in KPHL, which has become a 95%-owned subsidiary of the Company and 5%-owned by minority shareholders, resulting in an allocation of \$5,245,414 from the non-controlling interests ("NCI") to the Company's share capital and deficit. The non-controlling interest of 5% (40% until the above-mentioned acquisition) is owned, directly or indirectly, by a director of the Company.

In June 2019, the Company issued 199,018,240 common shares, valued at \$13,931,277, to acquire 9,950,912 MESL shares, which were then transferred to and held by KPHL, resulting in an allocation \$696,564 from the Company's deficit to the NCI.

In addition to the transactions disclosed above, for the six months ended June 30, 2019, total comprehensive loss of \$57,079 (2018 - \$Nil) has been allocated and a dividend of \$160,333 (2018 - \$Nil) has been paid or accrued to the NCI, resulting in a balance of \$1,458,145 (December 31, 2018 - \$6,224,407). The NCI's share of net income for the six months ended June 30, 2019 was \$175,979 (2018 - \$Nil). Summarized financial information about KPHL is as follows:

		June 30
For the six months ended		2019
Total assets	\$	29,173,351
Total liabilities		(9,746)
Net income		438,175
Total comprehensive income (loss)	\$\$	(27,312)

Compensation of key management personnel

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

	Salary	Share-based	
Six months ended June 30, 2019	or fees	payments	Total
Management	\$ 50,000	\$ -	\$ 50,000
Outside directors	40,000	-	40,000
Seabord Services Corp	49,500	-	49,500
	\$ 139,500	\$ -	\$ 139,500

	Salary	Share-based	
Six months ended June 30, 2018	or fees	payments	Total
Management	\$ -	\$ -	\$ -
Outside directors	-	-	_
	\$ -	\$ -	\$

Seabord is a management services company and 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.

Included in accounts payable and accrued liabilities, as at June 30, 2019 was \$37,429 (December 31, 2018 - \$123,744) due to related parties.

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS (Unaudited - expressed in Canadian dollars) FOR THE SIX MONTHS ENDED JUNE 30, 2019 AND 2018

SUPPLEMENTAL DISCLOSURE WITH RESPECT TO CASH FLOWS

Significant non-cash investing and financing activities

During the six months ended June 30, 2019, the Company:

- a) recorded a fair value adjustment of \$246,707 on investment in MESL and related currency translation adjustment of \$591,769:
- b) issued 4,840,720 common shares and 1,000,000 share purchase warrants, valued at \$242,036 and \$9,737, respectively, to settle a promissory note payable to a former related party of Reservoir (Note 6);
- c) issued 70,923,993 common shares, valued at \$4,964,680, to acquire 350 KPHL shares (Note 8); and
- d) issued 199,018,240 common shares, valued at \$13,931,277, to acquire 9,950,912 MESL shares (Note 4 and 8).

During the six months ended June 30, 2018, the Company recorded a currency translation adjustment of \$608,975 on investment in MESL.

10. SEGMENTED INFORMATION

The Company operates in a single segment, being acquisition and investment in renewable energy interests. In addition, the Company has corporate activities, which include the evaluation and acquisition of new investments, treasury and finance, regulatory reporting, and corporate administration. As at June 30, 2019 and December 31, 2018, the Company's core asset, the investment in MESL, was located in Nigeria.

11. FINANCIAL INSTRUMENTS, RISK AND CAPITAL MANAGEMENT

Financial instruments

The Company classified its financial instruments as follows:

		Amortized	
As at June 30, 2019		cost	FVOCI
Cash	\$	674,746 \$	-
Investment in MESL		-	28,613,982
Accounts payable and accrued liabilities		(179,686)	-
	\$	495,060 \$	28,613,982
	-	Amortized	·
As at December 31, 2018		cost	FVOCI

	Amortized	
As at December 31, 2018	cost	FVOCI
Cash	\$ 475,354 \$	-
Receivables	299,421	-
Investment in MESL	-	15,027,765
Accounts payable and accrued liabilities	(184,132)	-
Promissory notes payable	(237,689)	
	\$ 352,954 \$	15,027,765

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS (Unaudited - expressed in Canadian dollars) FOR THE SIX MONTHS ENDED JUNE 30, 2019 AND 2018

11. 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. As at June 30, 2019, the Company's financial instruments measured at fair value are as follows:

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 fair value of the Company's investment in MESL was determined based on unobservable inputs using a DCF method (Note 4) and thereby classified with Level 3 of the fair value hierarchy.

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.

As at June 30, 2019, the Company had a working capital of \$504,296 (December 31, 2018 - \$368,408). 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. 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 and receivables. 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. The carrying amount of financial assets recorded in the financial statements represents the Company's maximum exposure to credit risk. The Company believes it is not exposed to significant credit risk and overall, the Company's credit risk has not declined significantly from prior year.

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS (Unaudited - expressed in Canadian dollars) FOR THE SIX MONTHS ENDED JUNE 30, 2019 AND 2018

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

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.

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.

Currency risk

The primary exposure of the Company is its receivable, which is denominated in Nigerian naira ("NGN"). Consequently, the Company is exposed to the risk that the exchange rates relative to the NGN may change in a manner which has a material effect on the carrying amount of its dividend receivable. Based on the exposure, as at June 30, 2019, and assuming that all other variables remain constant, a 1% depreciation or appreciation of the NGN against the Canadian dollar would result in an increase/decrease of approximately \$Nil in the Company's pre-tax income or loss.

12. EVENT AFTER THE REPORTING DATE

Subsequent to June 30, 2019, the Company received dividend of US\$419,890 from its investment in MESL.