

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 Suite 501, 543 Granville Street, Vancouver, BC 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 Vincent Gueneau ("**VG**") of 11,000,000 Shares (1,000,000 Shares held in VG's personal name and 10,000,000 Shares held through Kapower Ltd.) pursuant to the disposition of shares by VG in the capital of Kainji Power Holding Ltd. ("**KPHL**") to the Issuer, which took place privately on October 29, 2019 (the "**VG Acquisition**").

The VG Acquisition was part of a transaction whereby the Issuer, directly and indirectly, acquired 50 shares of KPHL from VG, representing a 5% interest KPHL, pursuant to an agreement dated October 4, 2019 between the Issuer and VG, resulting in the Issuer owning a 100% interest in KPHL (the "**Transaction**"). As partial consideration for the acquisition of the shares of KPHL, the Issuer issued an aggregate of 13,300,000 Shares to certain designated beneficiaries of VG, which included the 11,000,000 Shares issued to VG as described above.

Item 2 – Identity of the Acquiror

2.1 State the name and address of the acquiror.

Vincent Gueneau
The Lakes
Deema 4 Villa 184, PO
Box 29026
Dubai, United Arab Emirates

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.

The date of completion of the Transaction described in Item 1.2 above was completed on October 29, 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 Transaction, VG acquired a total of 11,000,000 Shares. As a result, VG's securityholding percentage increased from 25.94% to 27.47% on a non-diluted basis.

- 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.**

VG acquired ownership of the Shares that triggered the requirement to file this report pursuant to the Transaction.

- 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.**

Immediately before giving effect to the Transaction, VG held a total of 36,000,000 Shares and exercised control over 88,800,000 Shares (held through Kappafrik Management DMCC ("KMGT")), representing approximately 25.94% of the Issuer's 481,047,377 issued and outstanding Shares on an undiluted basis.

Upon closing of the Transaction, VG now owns and exercises control over a total of 135,800,000 Shares (37,000,000 Shares held in VG's personal name, 88,800,000 common shares held through KMGT and 10,000,000 common shares held through Kapower Ltd.), representing approximately 27.47% of the Issuer's 494,347,377 issued and outstanding Shares on an undiluted basis.

- 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.

Pursuant to the Transaction, the Issuer issued a total of 13,300,000 Shares to certain designated beneficiaries of VG as partial consideration for the Issuer's direct and indirect acquisition of 50 shares of KPHL, thereby increasing the Issuer's ownership percentage in KPHL from 95% to 100%.

At the time of the Transaction, the 13,300,000 Shares were valued at approximately CAD\$798,000, based on a value of CAD\$0.06 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.**

VG acquired the Shares for investment purposes. VG intends to evaluate his investment in the Issuer and to increase or decrease his beneficial shareholdings from time to time as he may determine appropriate for investment purposes.

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 30th day of October, 2019.

"Vincent Gueneau"

VINCENT GUENEAU