

AMENDED

Form 45-106F6

British Columbia Report of Exempt Distribution

This is the form required under section 6.1 of National Instrument 45-106 for a report of exempt distribution in British Columbia.

Issuer/underwriter information

Item 1: Issuer/underwriter name and contact information

A. State the following:

- the full name of the issuer of the security distributed. Include the former name of the issuer if its name has changed since this report was last filed;
- the issuer's website address; and
- the address, telephone number and email address of the issuer's head office.

Reservoir Capital Corp.

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B. If an underwriter is completing this report, state the following:

- the full name of the underwriter;
- the underwriter's website address; and
- the address, telephone number and email address of the underwriter's head office.

Item 2: Reporting issuer status

A. State whether the issuer is or is not a reporting issuer and, if reporting, each of the jurisdictions in which it is reporting.

The issuer is a reporting issuer in the provinces of British Columbia, Alberta and Ontario.

B. If the issuer is an investment fund managed by an investment fund manager registered in a jurisdiction of Canada, name the investment fund manager and state the jurisdiction(s) where it is registered.

Item 3: Issuer's industry

Indicate the industry of the issuer by checking the appropriate box below.

- | | |
|---|--|
| <input type="checkbox"/> Bio-tech | Mining |
| <input type="checkbox"/> Financial Services | <input type="checkbox"/> exploration/development |
| <input type="checkbox"/> investment companies and funds | <input type="checkbox"/> production |
| <input type="checkbox"/> mortgage investment companies | <input type="checkbox"/> Oil and gas |
| <input type="checkbox"/> securitized products issuers | <input type="checkbox"/> Real estate |
| <input type="checkbox"/> Forestry | <input type="checkbox"/> Utilities |
| <input type="checkbox"/> Hi-tech | <input checked="" type="checkbox"/> Other (describe) |
| <input type="checkbox"/> Industrial | <u>Renewable Energy</u> |

Item 4: Insiders and promoters of non-reporting issuers

If the issuer is an investment fund managed by an investment fund manager registered in a jurisdiction of Canada, do not complete this table.

If the issuer is not a reporting issuer in any jurisdiction of Canada, complete the following table by providing information about each insider and promoter of the issuer. If the insider or promoter is not an individual, complete the table for directors and officers of the insider or promoter.

Information about insiders and promoters			
Full name, municipality and country of principal residence	All positions held (e.g., director, officer, promoter and/or holder of more than 10% of voting securities)	Number and type of securities of the issuer beneficially owned or, directly or indirectly controlled, on the distribution date, including any securities purchased under the distribution	Total price paid for all securities beneficially owned or, directly or indirectly controlled, on the distribution date, including any securities purchased under the distribution (Canadian \$)
NOT APPLICABLE			

Details of distribution**Item 5: Distribution date**

State the distribution date. If this report is being filed for securities distributed on more than one distribution date, state all distribution dates.

November 6, 2015

Item 6: Number and type of securities

For each security distributed:

- describe the type of security;

Units, each Unit consists of one common share in the capital of the Issuer (“Common Share”) and one-half of a non-transferable Common Share purchase warrant (“Warrant”).

- state the total number of securities distributed. If the security is convertible or exchangeable, describe the type of underlying security, the terms of exercise or conversion and any expiry date; and

An aggregate of 2,000,000 Units were distributed consisting of:

- (i) **2,000,000 Common Shares; and**
- (ii) **1,000,000 Warrants. Each Warrant entitles the holder thereof to purchase one Common Share at an exercise price of \$0.75 per share until November 6, 2020. If, after March 06, 2016, the closing price of the Company’s common shares on the TSX Venture Exchange for 30 consecutive trading days (the “Acceleration Period”) exceeds \$0.90 per share, the Company may, by written notice to the Warrant Holder and issuance of a news release, both within two trading days of the Acceleration Period, accelerate the date on which the Expiry Time occurs to the 20th trading day after the Acceleration Period and, if the Warrant Holder does not exercise the Warrants before such date, the Warrants will terminate.**

An aggregate of 5,000 Finder Units were distributed consisting of:

- (i) **5,000 Common Shares; and**
- (ii) **2,500 Warrants. Each Warrant entitles the Finder to purchase one Common Share at an exercise price of \$0.75 per share until November 6, 2020. If, after March 06, 2016, the closing price of the Company’s common shares on the TSX Venture Exchange for 30 consecutive trading days (the “Acceleration Period”) exceeds \$0.90 per share, the Company may, by written notice to the Warrant Holder and issuance of a news release, both within two trading days of the Acceleration Period, accelerate the date on which the Expiry Time occurs to the 20th trading day after the Acceleration Period and, if the Warrant Holder does not exercise the Warrants before such date, the Warrants will terminate.**

- if the issuer is an investment fund managed by an investment fund manager registered in a jurisdiction of Canada, state the exemption(s) relied on. If more than one exemption is relied on, state the amount raised using each exemption.

N/A

Item 7: Geographical information about purchasers

Complete the following table for each Canadian and foreign jurisdiction where purchasers of the securities reside. Do not include in this table information about securities issued as payment of commissions or finder's fees disclosed under item 9 of this report. The information provided in this table must reconcile with the information provided in item 8 and Schedules I and II.

Each Canadian and foreign jurisdiction where purchasers reside	Number of purchasers	Price per security (Canadian \$) ¹	Total dollar value raised from purchasers in the jurisdiction (Canadian \$)
British Columbia	2	0.50	75,000.00
Ontario	5	0.50	285,500
United States	15	0.50	589,500.00
Switzerland	1	0.50	50,000.00
Total number of Purchasers	23		
Total dollar value of distribution in all jurisdictions (Canadian \$)			1,000,000.00

Note 1: If securities are issued at different prices, list the highest and lowest price for which the securities were sold.

Item 8: Information about purchasers

Instructions

A. If the issuer is an investment fund managed by an investment fund manager registered in a jurisdiction of Canada, do not complete this table.

B. Information about the purchasers of securities under the distribution is required to be disclosed in different tables in this report. Complete

- the following table for each purchaser that is not an individual, and
- the tables in Schedules I and II of this report for each purchaser who is an individual.

Do not include in the tables information about securities issued as payment of commissions or finder's fees disclosed under item 9 of this report.

C. An issuer or underwriter completing this table in connection with a distribution using the exemption in subparagraph 6.1(1)(j) [*TSX Venture Exchange offering*] of National Instrument 45-106 *Prospectus Exemptions* may choose to replace the information in the first column with the total number of purchasers, whether individuals or not, by jurisdiction. If the issuer or underwriter chooses to do so, then the issuer or underwriter is not required to complete the second column or the tables in Schedules I and II.

Information about non-individual purchasers					
Full name and address of purchaser and name and telephone number of a contact person	Indicate if the purchaser is an insider (I) of the issuer or a registrant (R)	Number and type of securities purchased	Total purchase price (Canadian \$)	Exemption relied on	Date of distribution (yyyy-mm-dd)
MANNCO ENTERPRISES LTD. Contact: MANN, Lee P.O. Box 519 Woodville, Texas USA 75979 Telephone: 409-429-4494	I	260,000 Common Shares 130,000 Warrants	\$130,000	Section 2.3 (Accredited Investor) of NI 45-106	2015-11-06
B4 CAPITAL, LLC Contact: BARCLAY, David 2548 Royal Palm Way Weston, Florida USA 33327 Telephone: 954-895-7217	N/A	50,000 Common Shares 25,000 Warrants	\$25,000	Section 2.3 (Accredited Investor) of NI 45-106	2015-11-06

Information about non-individual purchasers

Full name and address of purchaser and name and telephone number of a contact person	Indicate if the purchaser is an insider (I) of the issuer or a registrant (R)	Number and type of securities purchased	Total purchase price (Canadian \$)	Exemption relied on	Date of distribution (yyyy-mm-dd)
ADVENTURE SEEKERS TRAVEL, INC. Contact: RHODES, Bryce 520 Pike Street, Suite 1415 Seattle, Washington USA 98101-4040 Telephone: 858-354-8202	N/A	100,000 Common Shares 50,000 Warrants	\$50,000	Section 2.3 (Accredited Investor) of NI 45-106	2015-11-06
GLOBAL MAXFIN CAPITAL INC. Contact: OSTFIELD, Mike 53 Latimer Avenue Toronto, Ontario Canada M5N 2M1 Telephone: 416-508-1859	N/A	50,000 Common Shares 25,000 Warrants	\$25,000	Section 2.3 (Accredited Investor) of NI 45-106	2015-11-06
J. DAVID NOLL MANAGEMENT TRUST Contact: NOLL, David P.O. Box 1198 Big Timber, Montana USA 59011 Telephone: 800-477-7853	N/A	50,000 Common Shares 25,000 Warrants	\$25,000	Section 2.3 (Accredited Investor) of NI 45-106	2015-11-06
BRANT, JOHN G. APC MPP PLAN Contact: BRANT, John P.O. Box 46063 Denver, Colorado USA 80201-6063 Telephone: 303-292-9224 Ext.29	N/A	100,000 Common Shares 50,000 Warrants	\$50,000	Section 2.3 (Accredited Investor) of NI 45-106	2015-11-06
NAKEETA LP Contact: COULSON, Randy 5001 Woodway Dr. 1704 Houston, Texas USA 77056-1701 Telephone: 832-752-1956	N/A	55,000 Common Shares 27,500 Warrants	\$27,500	Section 2.3 (Accredited Investor) of NI 45-106 Section 2.5	2015-11-06
OFFICE ENVIRONMENT & SERVICES PSP Contact: E. ZIMMERMAN BOULOS, TTEE 1524 San Marco Blvd Jacksonville, Florida USA 32207-2906 Telephone: 904-398-9761	N/A	60,000 Common Shares 30,000 Warrants	\$30,000	Section 2.3 (Accredited Investor) of NI 45-106	2015-11-06
TOTALS:		725,000 Common Shares 362,500 Warrants	\$362,500		

Commissions and finder's fees

Item 9: Commissions and finder's fees

Instructions

A. Complete the following table by providing information for each person who has received or will receive compensation in connection with the distribution(s). Compensation includes commissions, discounts or other fees or payments of a similar nature. Do not include information about payments for services incidental to the distribution, such as clerical, printing, legal or accounting services.

B. If the securities being issued as compensation are or include convertible securities, such as warrants or options, add a footnote describing the terms of the convertible securities, including the term and exercise price. Do not include the exercise price of any convertible security in the total dollar value of the compensation unless the securities have been converted.

Full name and address of the person being compensated	Indicate if the person being compensated is an insider (I) of the issuer or a registrant (R)	Compensation paid or to be paid (cash and/or securities)				
		Cash (Canadian \$)	Securities			Total dollar value of compensation (Canadian \$)
			Number and type of securities issued	Price per security (Canadian \$)	Exemption relied on and date of distribution (yyyy-mm-dd)	
Haywood Securities Inc. 200 Burrard Street Suite 700 Vancouver, BC V6C 3L7	R	\$5,525.00	N/A	N/A	N/A	\$5,525.00
Martin Stephan Amandastraße 8 D-13467 Berlin Germany	N/A	N/A	5,000 Common Shares 2,500 Warrants*	\$0.50 N/A	BCI 72-503 2015-11-06	\$2,500.00

*** Each Warrant entitles the Finder to purchase one Common Share at an exercise price of \$0.75 per share until November 6, 2020. If, after March 06, 2016, the closing price of the Company's common shares on the TSX Venture Exchange for 30 consecutive trading days (the "Acceleration Period") exceeds \$0.90 per share, the Company may, by written notice to the Warrant Holder and issuance of a news release, both within two trading days of the Acceleration Period, accelerate the date on which the Expiry Time occurs to the 20th trading day after the Acceleration Period and, if the Warrant Holder does not exercise the Warrants before such date, the Warrants will terminate.**

Certificate

On behalf of the [issuer/underwriter], I certify that the statements made in this report are true.

Date: November 17, 2015

Reservoir Capital Corp.

Name of [issuer/underwriter] (please print)

Kim C. Casswell

Print name, title and telephone number of person signing

Signed: "Kim C. Casswell", Corporate Secretary, 604 662-8448

Signature

Instruction

The person certifying this report must complete the information in the square brackets by deleting the inapplicable word. For electronic filings, substitute a typewritten signature for a manual signature.

Item 10: Contact information

State the name, title and telephone number of the person who may be contacted with respect to any questions regarding the contents of this report, if different than the person signing the certificate.

IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN THIS REPORT.

Notice - Collection and use of personal information

The British Columbia Securities Commission collects and uses the personal information required to be included in this report for the administration and enforcement of the *Securities Act*. If you have any questions about the collection and use of this information, contact the British Columbia Securities Commission at the following address:

British Columbia Securities Commission

P.O. Box 10142, Pacific Centre
701 West Georgia Street
Vancouver, British Columbia V7Y 1L2
Telephone: (604) 899-6500
Toll free across Canada: 1-800-373-6393
Facsimile: (604) 899-6581