

**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.**

**Suite 501-543 Granville Street**

**Vancouver, BC V6C 1X8**

**Tel: 604 662-8448**

**Email: [kcasswell@seabordservices.com](mailto:kcasswell@seabordservices.com)**

**[www.reservoircapitalcorp.com](http://www.reservoircapitalcorp.com)**

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.

N/A

**Item 3: Issuer's industry**

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

☐ Bio-tech☐ Financial Services☐ investment companies and funds☐ mortgage investment companies☐ Forestry☐ Hi-tech☐ Industrial☐ Mining☒ exploration/development☐ production☐ Oil and gas☐ Real estate☐ Utilities☒ Other (describe)**Renewable Energy****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.

<b>Information about insiders and promoters</b>			
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 \$)
<b>NOT APPLICABLE</b>			

## **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.

**December 18, 2012**

### **Item 6: Number and type of securities**

For each security distributed:

- describe the type of security;

**Common share without par value (each, a “Common Share”) and Common Share purchase warrants (each, a “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

**(i) 28,918,000 Common Shares; and**

**(ii) 28,918,000 Warrants. Each Warrant entitles the holder thereof to purchase one Common Share at an exercise price of \$0.25 until December 18, 2014. If, after April 18, 2013, the closing price of the Issuer’s shares on the TSX Venture Exchange is \$0.35 or greater for 10 consecutive trading days, the Issuer may, by notice given within five trading days thereof, accelerate the expiry of the warrants to the 21st trading day after such notice.**

- 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.

CANADIAN AND FOREIGN JURISDICTIONS WHERE PURCHASERS RESIDE	NUMBER OF PURCHASERS	PRICE PER SECURITIES (Canadian \$) <sup>1</sup>	TOTAL VALUE RAISED IN JURISDICTION (Canadian \$)
Alberta	1	0.10	10,000
British Columbia	28	0.10	465,000
Ontario	6	0.10	58,000
United States	64	0.10	1,721,000
Argentina	1	0.10	75,000
Brazil	1	0.10	50,000
Germany	2	0.10	16,000
Indonesia	1	0.10	5,000
Mexico	1	0.10	300,000
Serbia	1	0.10	50,000
United Kingdom	2	0.10	35,000
<b>Total number of Purchasers</b>	<b>108</b>		
<b>Total dollar value of distribution in all jurisdictions (Canadian \$)</b>			<b>\$2,785,000</b>

1 The price for a unit consisting of one Common Share and one Warrant.

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 and Registration 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 (Units)	Total purchase price (Canadian \$)	Exemption relied on	Date of distribution (yyyy-mm-dd)
<b>WINN CHILDREN TRUST</b> 381 Forest Avenue, Suite C Laguna Beach, CA USA 92651  Cynthia Winn, Trustee Tel: 949-376-6451	N/A	100,000	\$10,000.00	BCI 72-503	2012-12-18
<b>CYNTHIA WINN TRUST</b> 381 Forest Avenue, Suite C Laguna Beach, CA USA 92651  Cynthia Winn, Trustee Tel: 949-376-6451	N/A	200,000	\$20,000.00	BCI 72-503	2012-12-18
<b>444175 BC LTD</b> 1000 Beckwith Avenue Victoria, BC CANADA V8X 3K4.  Ralph Street, President 250-479-1884	N/A	200,000	\$20,000.00	Section 2.3 (Accredited Investor) of NI 45-106	2012-12-18

**INFORMATION ABOUT NON-INDIVIDUAL PURCHASERS**

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<b>BON-RO HOLDINGS LTD.</b> 1301 Front Road Lasalle, Ontario CANADA N9J 2A9  Rosaire Bondy, President 519-734-8001	N/A	50,000	\$5,000.00	Section 2.3 (Accredited Investor) of NI 45-106	2012-12-18
<b>CARSON DEVELOPMENTS LTD</b> 1006 Fort Street, 3rd Floor Victoria, BC CANADA V8V 3K4  Clifford Horwood, Director 250-386-3389	N/A	200,000	\$20,000.00	Section 2.3 (Accredited Investor) of NI 45-106	2012-12-18
<b>MADGE HINE TRUST</b> 300-1006 Fort Street Victoria, BC CANADA V8V 3K4  Clifford Horwood, Executor 250-386-3389	N/A	200,000	\$20,000.00	Section 2.3 (Accredited Investor) of NI 45-106	2012-12-18
<b>CLIFFORD E HORWOOD INC</b> 300-1006 Fort Street Victoria, BC CANADA V8V 3K4  Clifford Horwood, President 250-386-3389	N/A	100,000	\$10,000.00	Section 2.3 (Accredited Investor) of NI 45-106	2012-12-18

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<b>ESTATE OF EVA MILDRED MAHAFFY JOAN MARTINUK TRUST</b> 300-1006 Fort Street Victoria, BC CANADA V8V 3K4  Clifford Horwood, Executor & Trustee 250-386-3389	N/A	100,000	\$10,000.00	Section 2.3 (Accredited Investor) of NI 45-106	2012-12-18
<b>PIPELINE CHURCH</b> 300-1006 Fort Street Victoria, BC CANADA V8V 3K4  Clifford Horwood, Treasurer 250-386-3389	N/A	350,000	\$35,000.00	Section 2.3 (Accredited Investor) of NI 45-106	2012-12-18
<b>RICHARD T TUCKEY INC</b> 1006 Fort Street, 3rd Floor Victoria, BC CANADA V8V 3K4  Richard Tuckey, Director 250-386-3389	N/A	100,000	\$10,000.00	Section 2.3 (Accredited Investor) of NI 45-106	2012-12-18
<b>JOMA ENTERPRISES LTD</b> 35323 McKinley Pl. Abbotsford, BC Canada V2S 8L8  John Webb, President 604-859-0027	N/A	200,000	\$20,000.00	Section 2.3 (Accredited Investor) of NI 45-106	2012-12-18

**INFORMATION ABOUT NON-INDIVIDUAL PURCHASERS**

<b>Full name and address of purchaser and name and telephone number of a contact person</b>	<b>Indicate if the purchaser is an insider (I) of the issuer or a registrant (R)</b>	<b>Number and type of securities purchased (Units)</b>	<b>Total purchase price (Canadian \$)</b>	<b>Exemption relied on</b>	<b>Date of distribution (yyyy-mm-dd)</b>
<b>SAILAWAY HOLDINGS LTD</b> 1860 Orchard Way West Vancouver, BC Canada V7V 4G2  Alan Shearer, President 604-913-6751	N/A	200,000	\$20,000.00	Section 2.3 (Accredited Investor) of NI 45-106	2012-12-18
<b>ROSSTREE CAPITAL CORP</b> 6150 Glendalough Place Vancouver, BC Canada V6N 1S6  Scott Ross, Corporate Secretary 604-263-5147	R	250,000	\$25,000.00	Section 2.3 (Accredited Investor) of NI 45-106	2012-12-18
<b>JANET A POPE TRUST, UAD 8/15/01</b> 15N460 Settlers Grove Road Hampshire, Illinois USA 60140  Janet A Pope, Trustee 847-464-5820	N/A	100,000	\$10,000.00	BCI 72-503	2012-12-18
<b>OFFICE ENVIRONMENTS &amp; SERVICES INC.</b> 1524 San Marco Blvd Jacksonville, Florida USA 32207  E. Zimmerman Boulos, 904-398-9761	N/A	100,000	\$10,000.00	BCI 72-503	2012-12-18



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<b>RBC CAPITAL MARKETS LLC, CUSTODIAN ROGER SMITH ROTH IRA</b> 211 Wellingwood Dr. East Amherst, New York USA 14051  Roger Smith 716-228-4800	N/A	100,000	\$10,000.00	BCI 72-503	2012-12-18
<b>HERBERT E.C. WEEKS JR. REV TRUST UAD 4/29/99</b> 11 Fells Road Falmouth, MA USA 02540  Herbert E.C. Weeks Jr., Trustee 508-548-4605	N/A	200,000	\$20,000.00	BCI 72-503	2012-12-18
<b>RAINEY KIZER REVIERE AND BELL 401K</b> P. O. Box 1147 Jackson, TN USA 38302  Jerry Kizer, Trustee 731-426-8105	N/A	100,000	\$10,000.00	BCI 72-503	2012-12-18
<b>EXPLORATION CAPITAL PARTNERS 2008, LP</b> 1910 Palomar Point Way, Suite 200 Carlsbad, California USA 92008  Gretchen Carter, CFO 760-444-5280	I	970,000	\$97,000.00	BCI 72-503	2012-12-18
<b>CATAWBA PRODUCTION CO, LLP</b> 118 Southern Street Corpus Christi, TX USA 78404  Robert Rice 361-442-7888	N/A	100,000	\$10,000.00	BCI 72-503	2012-12-18

**INFORMATION ABOUT NON-INDIVIDUAL PURCHASERS**

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<b>THE MCDUGAL FAMILY LIMITED PARTNERSHIP</b> 2021 Hixons Bluff Greensboro, GA USA 30642  Russell T. McDougal, General Partner 404-435-2042	N/A	100,000	\$10,000.00	BCI 72-503	2012-12-18
<b>JEFFREY N BROWN TRUST UAD 05/08/08</b> 548 Market Street, #46960 San Francisco, CA USA 94104  Jeffrey N. Brown 415-830-4338	N/A	100,000	\$10,000.00	BCI 72-503	2012-12-18
<b>PELHAM E ADAMS, TRUSTEE OF THE PELHAM E ADAMS TRUST</b> 8225 South Bennett Drive Columbia, MO USA 65201  Pelham E. Adams 573-442-1511	N/A	1,000,000	\$100,000.00	BCI 72-503	2012-12-18
<b>CUMMINGS FAMILY TRUST LTD 4/28/89</b> 4855 Vieja Drive Santa Barbara, CA USA 93110  Craig R. Cummings, Trustee and Gayle A. Cummings, Trustee 858-229-6604	N/A	250,000	\$25,000.00	BCI 72-503	2012-12-18
<b>DONNELL FAMILY LLC</b> 2804 Cactus Drive Edmond, OK USA 73013  Dan Donnell 405-348-6621	N/A	250,000	\$25,000.00	BCI 72-503	2012-12-18

**INFORMATION ABOUT NON-INDIVIDUAL PURCHASERS**

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<b>JBD TRUST #1 UAD 10/01/01</b> P.O. Box 16217 Seattle, WA USA 98116-0217  John E. Donovan, Trustee 206-937-3362	N/A	250,000	\$25,000.00	BCI 72-503	2012-12-18
<b>GENTLING INVESTMENTS LLC</b> 4417 Ettenmoor Lane SW Rochester, MN USA 55902  Greg Gentling, President 507-282-4473	N/A	1,000,000	\$100,000.00	BCI 72-503	2012-12-18
<b>DAVID &amp; BARBARA GRALNEK, JT/WROS</b> 2521 E. Carol Avenue Phoenix, AZ USA 85028  David Gralnek and Barbara Gralnek 602-570-6541	N/A	100,000	\$10,000.00	BCI 72-503	2012-12-18
<b>SCOTT GROSSMAN REV TRUST</b> 3589 S. Ocean Blvd, #907 S. Palm Beach, FL USA 33480  Scott Grossman, Trustee 561-254-4893	N/A	200,000	\$20,000.00	BCI 72-503	2012-12-18
<b>JOYCE H KEMPTON TRUST</b> 3991 Gulf Shore Blvd North, #101 Naples, FL USA 34103  Joyce Kempton, Trustee 239-649-6384	N/A	250,000	\$25,000.00	BCI 72-503	2012-12-18

**INFORMATION ABOUT NON-INDIVIDUAL PURCHASERS**

<b>Full name and address of purchaser and name and telephone number of a contact person</b>	<b>Indicate if the purchaser is an insider (I) of the issuer or a registrant (R)</b>	<b>Number and type of securities purchased (Units)</b>	<b>Total purchase price (Canadian \$)</b>	<b>Exemption relied on</b>	<b>Date of distribution (yyyy-mm-dd)</b>
<b>J DAVID NOLL MANAGEMENT TRUST</b> P. O. Box 1198 Big Timber, MT USA 59011  J. David Noll, Trustee 406-930-1608	N/A	100,000	\$10,000.00	BCI 72-503	2012-12-18
<b>KEVIN REEDY 2000 DECLARATION OF TRUST</b> 3660 NE Merges Dr. Portland, OR USA 97212  Kevin Reedy, Trustee 503-318-0474	N/A	1,000,000	\$100,000.00	BCI 72-503	2012-12-18
<b>TAPAWINGO FAMILY LTD, A PARTNERSHIP</b> N2719 Hardscrabble Road Palmyra, WI USA 53156  Clifton R. Scudder, General Manager 262-495-3355	N/A	200,000	\$20,000.00	BCI 72-503	2012-12-18
<b>DRESSER FAMILY TRUST</b> 1326 W Platinum Street Butte, MT USA 59701  Hugh W. Dresser and/or Joyce A. Dresser, Trustees 406-723-4721	N/A	150,000	\$15,000.00	BCI 72-503	2012-12-18
<b>TAYLOR 2011 IRREV TST</b> 1205 Muirlands Dr. La Jolla, CA USA 92037  Richard Taylor, Trustee 858-454-1497	N/A	1,400,000	\$140,000.00	BCI 72-503	2012-12-18

INFORMATION ABOUT NON-INDIVIDUAL PURCHASERS					
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<b>JOHN G BRANT APC MPP PLAN UAD 12/31/86</b> 475 17th Street, Suite 570 Denver, CO USA 80202  John G. Brant, Trustee 303-292-9224 Ext: 29	N/A	630,000	\$63,000.00	BCI 72-503	2012-12-18
<b>TOTALS</b>		<b>10,900,000</b>	<b>\$1,090,000</b>		

### 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 (Units)	Price per security (Canadian \$)	Exemption relied on and date of distribution (yyyy-mm-dd)	
Sprott Global Resource Investments, Ltd. 1910 Palomar Point Way Suite 200 Carlsbad, CA 92008	N/A	Nil	800,000 Units *	\$0.10	BCI 72-503 2012-12-18	\$80,000
Haywood Securities Inc. Waterfront Centre 700-200 Burrard St. Vancouver, BC V6C 3L6	R	\$17,600	Nil	N/A	-	\$17,600
Raymond James Ltd. Waterfront Centre 200 Burrard St. Vancouver, BC V6C 3L2	R	Nil	260,000 Units*	\$0.10	Section 2.3 (Accredited Investor) of NI 45-106 2012-12-18	\$26,000
Global Market Development 444 South Cedros Ave. Suite 195 Solana Beach, CA 92075	N/A	\$24,000	Nil	N/A	-	\$24,000
Kingsdale Capital Markets Inc. 55 University Ave. Suite M002 Toronto, ON M5J 2H7	R	Nil	8,000 Units*	\$0.10	Section 2.3 (Accredited Investor) of NI 45-106 2012-12-18	\$800

**Each Unit consisted of one Common Share and one Warrant.**

## **Certificate**

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

Date: December 19, 2012

RESERVOIR CAPITAL CORP.

Name of [issuer/underwriter] (please print)

KIM CASSWELL, CORPORATE SECRETARY 604 662-8448

Print name, title and telephone number of person signing

Signed: "Kim Casswell"

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