#### 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

www.reservoircapital.ca

- 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	Mining					
Financial Services	exploration/development					
investment companies and funds	production					
mortgage investment companies	Oil and gas					
Forestry	Real estate					
☐ Hi-tech	Utilities					
☐ Industrial	Other (describe)					
	Hydroelectric Power Ceneration					

# 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.

# **December 2, 2011**

# **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 non-transferable Common Share purchase warrant ("Warrant").

Finder warrants.

 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 6,207,028 Units were distributed consisting of:

- (i) 6,207,028 Common Shares; and
- (ii) 6,207,028 Warrants. Each Warrant entitles the holder thereof to purchase one Common Share at an exercise price of \$1.00 per share until December 2, 2013. If, after April 2, 2012, the closing price of the Company's shares on the TSX Venture Exchange is \$1.50 or greater for 20 consecutive trading days, the Company may, by notice given within five trading days thereof, accelerate the expiry of the Warrants to the 21<sup>st</sup> trading day after such notice.

An aggregate of 203,196 Finder warrants, each entitling the holder to purchase one Common Share at \$0.70 until December 2, 2013.

• 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	2	\$0.70	\$192,500
British Columbia	14	\$0.70	\$287,700
Ontario	3	\$0.70	\$43,000
Alabama	1	\$0.70	\$15,330
Alaska	1	\$0.70	\$10,500
California	18	\$0.70	\$2,049,600
Colorado	5	\$0.70	\$145,600
Connecticut	1	\$0.70	\$49,000
Florida	7	\$0.70	\$106,540
Georgia	2	\$0.70	\$31,850
Illinois	1	\$0.70	\$21,000
Maryland	4	\$0.70	\$100,800
Massachusetts	2	\$0.70	\$46,830
Michigan	2	\$0.70	\$24,500
Minnesota	1	\$0.70	\$15,330
Montana	1	\$0.70	\$12,600
Nevada	2	\$0.70	\$20,300
New Hampshire	1	\$0.70	\$9,800
New Jersey	4	\$0.70	\$53,200
New Mexico	1	\$0.70	\$30,590
New York	2	\$0.70	\$31,500
Pennsylvania	1	\$0.70	\$25,480
South Carolina	1	\$0.70	\$9,800
South Dakota	1	\$0.70	\$10,500
Tennessee	3	\$0.70	\$56,700
Texas	3	\$0.70	\$62,160
Utah	1	\$0.70	\$24,500
Virginia	3	\$0.70	\$31,500
Washington	5	\$0.70	\$130,830
Wisconsin	2	\$0.70	\$27,930
Australia	1	\$0.70	\$46,200
British Virgin Islands	1	\$0.70	\$61,250
England	2	\$0.70	\$35,000
Hong Kong	2	\$0.70	\$24,500
Mexico  Total number of Purchasers	1 102	\$0.70	\$500,500
Total dollar value of distribution in all jurisdictions (Canadian \$)			\$4,344,920

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)		
444175 BC LTD 1000 BECKWITH AVENUE VICTORIA, BC V8X 3K4 CONTACT: Ralph Street, President TEL: 250-479-1884	N/A	20,000	\$14,000	Section 2.3 (Accredited Investor) of NI 45-106	2011-12-02		

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)
CARSON DEVELOPMENTS LTD 1006 FORT STREET, 3RD FLOOR VICTORIA, BC V8V 3K4 CONTACT: Richard Tuckey, Director TEL: 250-386-3389	N/A	20,000	\$14,000	Section 2.3 (Accredited Investor) of NI 45-106	2011-12-02
MADGE HINE TRUST 300 - 1006 FORT STREET VICTORIA, BC V8V 3K4 CONTACT: Cliff Horwood, Sole Executor TEL: 250-386-3389	N/A	20,000	\$14,000	Section 2.3 (Accredited Investor) of NI 45-106	2011-12-02
CLIFFORD E HORWOOD INC. 300 - 1006 FORT STREET VICTORIA, BC V8V 3K4 CONTACT: Cliff Horwood, President TEL: 250-386-3389	N/A	25,000	\$17,500	Section 2.3 (Accredited Investor) of NI 45-106	2011-12-02
ESTATE OF EVA MILDRED MAHAFFY, JOAN MARTINUK TRUST 300 - 1006 FORT STREET VICTORIA, BC V8V 3K4 CONTACT: Cliff Horwood, Executor & Trustee TEL: 250-386-1524	N/A	30,000	\$21,000	Section 2.3 (Accredited Investor) of NI 45-106	2011-12-02
ESTATE OF GRACE McEWEN 300 - 1006 FORT STREET VICTORIA, BC V8V 3K4 CONTACT: Cliff Horwood, Trustee TEL: 250-386-3389	N/A	20,000	\$14,000	Section 2.3 (Accredited Investor) of NI 45-106	2011-12-02
PIPELINE CHURCH 300 - 1006 FORT STREET VICTORIA, BC V8V 3K4 CONTACT: Cliff Horwood, Treasurer TEL: 250-386-3389	N/A	50,000	\$35,000	Section 2.3 (Accredited Investor) of NI 45-106	2011-12-02

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)
DR MALCOLM B WILLIAMS INC PENSION PLAN A26 - 453 HEAD STREET VICTORIA, BC V9A 5S1 CONTACT: Cliff Horwood, Trustee TEL: 250-595-1551	N/A	30,000	\$21,000	Section 2.3 (Accredited Investor) of NI 45-106	2011-12-02
EXPLORATION CAPITAL PARTNERS 2005 LP 7770 EL CAMINO REAL CARLSBAD, CA, USA 92009 CONTACT: Gretchen Carter, CFO TEL: 760-943-3939	I	2,500,000	\$1,750,000	BCI 72-503	2011-12-02
DTOM LTD PARTNERSHIP 6501 GRAYSON COURT NASHVILLE, TN, USA 37205 CONTACT: Virginia Abernethy, GPTEL: 615-352-3679	N/A	38,000	\$26,600	BCI 72-503	2011-12-02
DALLAS AND BRENDA POWELL TRUST DALLAS AND BRENDA POWELL, TRUSTEES 2901 BRYN MAWR PLACE LONGMONT, CO, USA 80503 CONTACT: Dallas & Brenda Powell TEL: 303-776-7571	N/A	15,000	\$10,500	BCI 72-503	2011-12-02
GATTO PTY LTD  ATTN: HERBERT ZIEGELBOCK POBOX 616, ORMEAU, 4208 QUEENSLAND, 4208 AUSTRALIA CONTACT: Herbert Ziegelbock TEL: 075-547-6424	R	66,000	\$46,200	BCI 72-503	2011-12-02
DAVID <b>FALK REV TRUST</b> DAVID M FALK, TRUSTEE POBOX 2561 ARLINGTON, VA, USA 22202 CONTACT: David Falk, Trustee TEL: 703-920-1609	N/A	15,000	\$10,500	BCI 72-503	2011-12-02

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)
JOHN HARDEN REV TRUST JOHN AND MARGARET HARDEN, TRUSTEES 7090 COVENANT WOODS DRIVE, #104J MECHANICSVILLE, VA, USA 23111 CONTACT: John & Margaret Harden, Trustees TEL: 804-569-4224	N/A	15,000	\$10,500	BCI 72-503	2011-12-02
M HOWARD AND R TAY TRUST MICKEY HOWARD & ROSARIO TAY, TRUSTEES POBOX 8709 LA JOLLA, CA, USA 92038 CONTACT: Mickey Howard & Rosario Tay, Trustees TEL: 858-756-2339	N/A	15,000	\$10,500	BCI 72-503	2011-12-02
JENNY JOHNSON REV TRUST JENNY JOHNSON, TRUSTEE 5489 LAS VIRGENES ROAD CALABASAS, CA, USA 91302 CONTACT: Jenny Johnson, Trustee TEL: 818-878-1560	N/A	15,000	\$10,500	BCI 72-503	2011-12-02
GORDON T SEFCHIK REV TRUST GORDON T SEFCHIK, TRUSTEE 6920 HATCHERY ROAD WATERFORD, MI, USA 48327 CONTACT: Gordon Sefchik, Trustee TEL: 248-666-3464	N/A	15,000	\$10,500	BCI 72-503	2011-12-02
JOSE LACEY, RICHARD UTLEY, JLT(SOUTHERN) LTD, TRUSTEES OAKLAND ENERGY (UK) LTD RTMT-BEN-SCHM (06/17/92) EUROPARK, A5 WATLING STREET CLIFTON, NR RUGBY WARWICKSHIRE, CV23 0AQ, UNITED KINGDOM CONTACT: Jose Lacey, Trustee, Richard Utley, Trustee TEL: 011-44-1788-860-724	N/A	25,000	\$17,500	BCI 72-503	2011-12-02

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)
ELIZABETH YUNG REV TRUST ELIZABETH YUNG, TRUSTEE 18 TEN O'CLOCK LANEWESTON, CT, USA 06883 CONTACT: Elizabeth Yung, TrusteeTEL: 203-858-9674	N/A	70,000	\$49,000	BCI 72-503	2011-12-02
TAYLOR FAMILY TRUST RICHARD AND KAREN TAYLOR, TRUSTEES 1205 MUIRLANDS DRIVE LA JOLLA, CA, USA 92037 CONTACT: Karen & Richard Taylor, Trustees TEL: 858-454-1497	N/A	100,000	\$70,000	BCI 72-503	2011-12-02
ROBERT OHLWILER TRUST BOB AND ANITA OHLWILER, TRUSTEES 21629 SILVER BAY PLACE LAND O LAKES, FL, USA 34637 CONTACT: Bob & Anita Ohlwiler, Trustees TEL: 813-929-9405	N/A	22,000	\$15,400	BCI 72-503	2011-12-02
BROWNSTONE FAMILY, LLLP 11820 QUAIL VILLAGE WAY NAPLES, FL, USA 34119 CONTACT: M.L.Brownstone, General Partner TEL: 239-592-7930	N/A	42,300	\$29,610	BCI 72-503	2011-12-02
CATAWBA PRODUCTION CO, LLP  118 SOUTHERN STREET  CORPUS CHRISTI, TX, USA 78404  CONTACT: Robert M. Rice,  Managing Partner  TEL: 361-442-7888	N/A	21,900	\$15,330	BCI 72-503	2011-12-02
RHINOSHIELD ENTERPRISES 1002 RAWLINGS DRIVE SAN JOSE, CA, USA 95136 CONTACT: Delton Olson, President TEL: 408-266-7048	N/A	21,900	\$15,330	BCI 72-503	2011-12-02

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)
RADIANCE INVESTMENTS LTD  C/O ABM CHAMBERS  COLUMBUS CENTRE, ROAD TOWN  TORTOLA VG1110  BRITISH VIRGIN ISLANDS  CONTACT: Mark Dubois, Director  TEL:284-484-2933	N/A	87,500	\$61,250	BCI 72-503	2011-12-02
THE McDOUGAL FAMILY LTD PARTNERSHIP 2021 HIXON'S BLUFF GREENSBORO, GA, USA 30642 CONTACT: Russell T McDougal & Shelley T McDougal, General Partners TEL: 404-435-2042	N/A	17,500	\$12,250	BCI 72-503	2011-12-02
LAURIE E KELLY TRUST 10800 SE 17TH CIRCLE, #E58 VANCOUVER, WA, USA 98664 CONTACT: Laurie E Kelly, Trustee Timothy J Treible, Trustee TEL: 503-887-0032	N/A	14,000	\$9,800	BCI 72-503	2011-12-02
JOHN G BRANT APC MPP PLAN FBO JOHN BRANT 475 17TH STREET, SUITE 570 DENVER, CO, USA 80202 CONTACT: John G Brant TEL: 303-292-9224	N/A	50,000	\$35,000	BCI 72-503	2011-12-02
GORDON AND KARI HOLMES REV TRUST UAD 03/07/00 POBOX 1099 KENWOOD, CA, USA 95452 CONTACT: Gordon Holmes, Co-Trustee TEL: 707-833-1114	N/A	40,000	\$28,000	BCI 72-503	2011-12-02
GLOBAL STRATEGIC MANAGEMENT ATTN: ADRIAN DAY POBOX 796 CROWNSVILLE, MD, USA 21032-0796 CONTACT: Adrian Day, President TEL: 410-224-2037	N/A	30,000	\$21,000	BCI 72-503	2011-12-02

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)
SCOTT GROSSMAN REV TRUST 3589 SOUTH OCEAN BLVD, #907 S PALM BEACH, FL, USA 33480 CONTACT: Scott Grossman, Trustee TEL: 561-254-4893	N/A	20,000	\$14,000	BCI 72-503	2011-12-02
ELAINE BEGUN BYPASS TRUST JAY BEGUN TRUSTEE 931 HARTZ WAY, #200 DANVILLE, CA, USA 94526 CONTACT: Jay R Begun, Trustee TEL: 925-743-8500 EXT 102	N/A	30,000	\$21,000	BCI 72-503	2011-12-02
RODNEY McINTYRE TRUST UAD 5/1/01 RODNEY McINTYRE, TRUSTEE 2169 McINTYRE ROAD STEVENSVILLE, MT, USA 59870 CONTACT: Rodney McIntyre TEL: 406-777-3464	N/A	18,000	\$12,600	BCI 72-503	2011-12-02
TAPAWINGO FAMILY LTD A PARTNERSHIP N2719 HARDSCRABBLE ROAD PALMYRA, WI, USA 53156 CONTACT: Cliffton R Scudder, General Manager TEL: 262-495-3355	N/A	18,000	\$12,600	BCI 72-503	2011-12-02
JOSH D BRADBURY JR, IRREVOCABLE TRUST UAD 5/1/01 568 HIGH DRIVE LAGUNA BEACH, CA, USA 92657 CONTACT: Josh Bradbury TEL: 949-274-0324	N/A	19,000	\$13,300	BCI 72-503	2011-12-02
BENSON FAMILY TRUST 2264 BEAN CREEK ROAD SCOTTS VALLEY, CA, USA 95066 CONTACT: Richard & Janet Benson TEL: 931-438-2826	N/A	29,200	\$20,440	BCI 72-503	2011-12-02
MARK FREIDLANDER SURVIVOR TRUST 374 HOSKINS COURT HENDERSON, NV, USA 89012 CONTACT: Mark Freidlander TEL: 702-283-3608	N/A	14,000	\$9,800	BCI 72-503	2011-12-02

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)	
GEORGE R KEMPTON TRUST 3991 GULF SHORE BLVD NORTH, #101 NAPLES, FL, USA 34103 CONTACT: George Kempton TEL: 239-649-6384	N/A	16,000	\$11,200	BCI 72-503	2011-12-02	
GRATZ FAMILY TRUST 17044 DEARBORN STREET NORTHRIDGE, CA, USA 91325 CONTACT: Donald & Janice Gratz TEL: 818-445-0857	N/A	16,000	\$11,200	BCI 72-503	2011-12-02	
TOTAL UNITS		3,631,300	\$2,541,910			

## 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.

	Indicate if the person		)			
Full name and address of	being compensated			Securities		
the person being compensated is an insider (I) of the issuer or a registrant (R)	Cash (Canadian \$)	Number and type of securities issued	Price per security (Canadian \$)	Exemption relied on and date of distribution (yyyy-mm-dd)	Total dollar value of compensation (Canadian \$)	
Global Resource Investments, Ltd. 7770 El Camino Real Carlsbad, CA 92009	N/A	\$80,245	114,636 Finder Warrants *	N/A	BCI 72-503 2011-12-02	\$80,245
Haywood Securities Inc. Waterfront Centre 700-200 Burrard St. Vancouver, BC V6C 3L6	R	\$20,412	29,160 Finder Warrants *	N/A	Section 2.3 (Accredited Investor) of NI 45-106	\$20,412
Canaccord Genuity Corp. 2200-609 Granville St. Vancouver, BC V7Y 1H2	R	\$11,500	16,500 Finder Warrants*	N/A	Section 2.3 (Accredited Investor) of NI 45-106	\$11,500
Global Market Development LLC 444 South Cedros Ave. Suite #495 Solana Beach, CA 92075	N/A	\$30,030	42,900 Finder Warrants*	N/A	BCI 72-503 2011-12-02	\$30,030

<sup>\*</sup> The Finder Warrants are each exercisable to purchase one Common Share at \$0.70 until December 2, 2013

# Certificate

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

Date: December 7, 2011

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