

Form 45-106F1
Report of Exempt Distribution

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

Issuer information

Item 1: State the full name of the issuer of the security distributed and the address and telephone number of its head office. If the issuer of the security distributed is an investment fund, state the name of the fund as the issuer, and provide the full name of the manager of the investment fund and the address and telephone number of the head office of the manager. Include the former name of the issuer if its name has changed since last report.

Reservoir Capital Corp. (the "Corporation")
Suite 300, 570 Granville Street
Vancouver, British Columbia
V6C 3P1

Telephone: (604) 662-8448

Item 2: State whether the issuer is or is not a reporting issuer and, if reporting, each of the jurisdictions in which it is reporting.

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

Item 3: Indicate the industry of the issuer by checking the appropriate box next to one of the industries listed below.

- | | |
|---------------------------------------------------------|--------------------------------------------------|
| <input type="checkbox"/> Bio-tech | <input checked="" type="checkbox"/> 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"/> Forestry | <input type="checkbox"/> Real estate |
| <input type="checkbox"/> Hi-tech | <input type="checkbox"/> Utilities |
| <input type="checkbox"/> Industrial | <input type="checkbox"/> Other (describe) |
-

Details of distribution

Item 4: Complete Schedule I to this report. Schedule I is designed to assist in completing the remainder of this report.

See Schedule I attached hereto.

Item 5: State the distribution date. If the report is being filed for securities distributed on more than one distribution date, state all distribution dates.

November 26, 2010

Item 6: For each security distributed:

(a) describe the type of security,

Units (“Units”) at a price of \$0.60 per Unit. Each Unit consists of one common share in the capital of the Corporation (“Common Share”) and one non-transferable Common Share purchase warrant (“Warrant”). Each Warrant entitles the holder thereof to purchase one Common Share at an exercise price of \$0.80 per share until November 26, 2011 and \$0.90 per share until November 26, 2012. If after the expiry of all resale restrictions, the closing price of the Shares on the TSX Venture Exchange is \$1.20 or greater for a period of 20 consecutive trading days, the Company will provide notice of an earlier expiry of the Warrants, in which case the Warrants shall expire 21 trading days after giving such notice.

(b) 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 5,100,000 Units were distributed consisting of:

(i) **5,100,000 Common Shares; and**

(ii) **5,100,000 Warrants.**

(c) state the exemption(s) relied on.

Section 2.5 (Family, Friends and Business Associates), Section 2.3 (Accredited Investor) of NI 45-106 - *Prospectus and Registration Exemptions* and Section 3 of British Columbia Instrument 72-503 - *Distribution of Securities Outside British Columbia* (“BCI 72-503”).

Item 7: Complete the following table for each Canadian and foreign jurisdiction where purchasers of the securities reside. Do not include in this table, securities issued as payment for commissions or finder’s fees disclosed under item 8, below.

Each jurisdiction where purchasers reside	Number of purchasers	Price per security (Cdn\$)	Total dollar value raised from purchasers in the jurisdiction (Cdn \$)
ALBERTA	2	\$0.60	\$13,500
BRITISH COLUMBIA	33	\$0.60	\$697,401
MANITOBA	1	\$0.60	\$3,000
ONTARIO	25	\$0.60	\$689,700
SASKATCHEWAN	2	\$0.60	\$19,500
ALABAMA	2	\$0.60	\$70,800
ARIZONA	3	\$0.60	\$24,600
CALIFORNIA	18	\$0.60	\$210,400
COLORADO	2	\$0.60	\$42,000
CONNECTICUT	3	\$0.60	\$47,100
FLORIDA	3	\$0.60	\$36,000

ILLINOIS	2	\$0.60	\$37,500
INDIANA	1	\$0.60	\$4,500
IOWA	1	\$0.60	\$10,800
KANSAS	1	\$0.60	\$10,200
MARYLAND	1	\$0.60	\$15,000
MASSACHUTES	5	\$0.60	\$96,600
MINNESOTA	1	\$0.60	\$10,800
MISSOURI	1	\$0.60	\$12,000
NEW HAMPSHIRE	1	\$0.60	\$15,000
NEW JERSEY	3	\$0.60	\$33,600
NEW MEXICO	1	\$0.60	\$15,000
NEW YORK	5	\$0.60	\$36,000
OKLAHOMA	3	\$0.60	\$15,600
OREGON	1	\$0.60	\$30,000
TEXAS	4	\$0.60	\$111,000
UTAH	3	\$0.60	\$44,400
VIRGINIA	2	\$0.60	\$28,500
WASHINGTON	5	\$0.60	\$45,000
Bahamas	1	\$0.60	\$300,000
Brazil	1	\$0.60	\$13,500
Cayman Islands	1	\$0.60	\$180,000
Germany	2	\$0.60	\$15,000
Hong Kong	1	\$0.60	\$6,000
Indonesia	1	\$0.60	\$6,000
Italy	1	\$0.60	\$60,000
Japan	1	\$0.60	\$10,500
New Zealand	1	\$0.60	\$4,500
Switzerland	1	\$0.60	\$4,500
United Kingdom	2	\$0.60	\$34,500
Total number of Purchasers	148		
Total dollar value of distribution in all jurisdictions (Canadian \$)			\$3,060,000

Commissions and finder's fees

Item 8: 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 payments for services incidental to the distribution, such as clerical, printing, legal or accounting services.

If the securities being issued as compensation are or include convertible securities, such as warrants or options, please 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	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	Exemption relied on and date of distribution	
Global Resource Investments Ltd. 7770 El Camino Real Carlsbad, CA, 92009	N/A	112,750 Units * 98,950 Finder Warrants**	\$0.60 N/A	Section 2.3 of NI 45-106 November 26, 2010	\$67,650
Haywood Securities Inc. 2000 Commerce Place 400 Burrard St. Vancouver, BC V6C 3A6	N/A	30,000 Units * 20,000 Finder Warrants**	\$0.60 N/A	Section 2.3 of NI 45-106 November 26, 2010	\$18,000
Trimark Trading 1704, Al Mossa Tower 1 Sheik Zayed Road PO Box 30020 Dubai, UAE	N/A	18,000 Units * 15,000 Finder Warrants**	\$0.60 N/A	BCI 72-503 November 26, 2010	\$10,800
Raymond James Ltd. 400-925 West Georgia Street Vancouver, BC V6C 3L2	N/A	30,000 Units* 25,000 Finder Warrants**	\$0.60 N/A	Section 2.3 of NI 45-106 November 26, 2010	\$18,000
All Group Financial Services 106 Front St., East Suite 300 Toronto, ON M5A 1E1	N/A	6,000 Units* 5,000 Finder Warrants**	\$0.60 N/A	Section 2.3 of NI 45-106 November 26, 2010	\$3,600
Northland Capital Partners Inc. First Canadian Place 100 King Street West Suite 3050 Toronto, ON M5X 1C9	N/A	42,000 Units* 35,000 Finder Warrants**	\$0.60 N/A	Section 2.3 of NI 45-106 November 26, 2010	\$25,200

* Each Unit consists of one common share and one non-transferrable common share purchase warrant. Each warrant entitles the holder to purchase one additional common share at an exercise price of \$0.80 until November 26, 2011 and \$0.90 per share until November 26, 2012.

** The Finder Warrants are exercisable at \$0.60 until November 26, 2012

Item 9: If a distribution is made in Ontario, please include the attached “Authorization of Indirect Collection of Personal Information for Distributions in Ontario”. The “Authorization of Indirect Collection of Personal Information for Distributions in Ontario” is only required to be filed with the Ontario Securities Commission.

Certificate

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

Date: November 29, 2010

Reservoir Capital Corp.

Name of issuer (please print)

KIM C. CASSWELL, CORPORATE SECRETARY, 604-662-8448

Print name, title and telephone number of person signing

Signed: *“Kim C. Casswell”*

Signature

Item 10: 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.

N/A.

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

Notice - Collection and use of personal information

The personal information required under this form is collected on behalf of and used by the securities regulatory authorities or, where applicable, the regulators under the authority granted in securities legislation for the purposes of the administration and enforcement of the securities legislation.

If you have any questions about the collection and use of this information, contact the securities regulatory authority or, where applicable, the regulator in the jurisdiction(s) where the form is filed, at the address(es) listed at the end of this report.

Authorization of Indirect Collection of Personal Information for Distributions in Ontario

The attached Schedule I contains personal information of purchasers and details of the distribution(s). The issuer hereby confirms that each purchaser listed in Schedule I of this report

- (a) has been notified by the issuer
 - (i) of the delivery to the Ontario Securities Commission of the information pertaining to the person as set out in Schedule I,
 - (ii) that this information is being collected indirectly by the Ontario Securities Commission under the authority granted to it in securities legislation,
 - (iii) that this information is being collected for the purposes of the administration and enforcement of the securities legislation of Ontario, and
 - (iv) of the title, business address and business telephone number of the public official in Ontario, as set out in this report, who can answer questions about the Ontario Securities Commission's indirect collection of the information, and
- (b) has authorized the indirect collection of the information by the Ontario Securities Commission.