RESERVOIR CAPITAL CORP.

CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
(Expressed in Canadian dollars)

THREE MONTHS ENDED MARCH 31, 2019 AND 2018
(Unaudited)

NOTICE TO READER

The accompanying unaudited condensed interim consolidated financial statements of Reservoir Capital Corp. for the three months ended March 31, 2019 and 2018 have been prepared by management and approved by the Audit Committee and the Board of Directors of the Company. These condensed consolidated interim financial statements have not been reviewed by the Company's external auditors.

RESERVOIR CAPITAL CORP.
CONDENSED INTERIM CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
(Expressed in Canadian dollars)

		March 31 2019		December 31 2018
ASSETS				
Current				
Cash	$	410,783	$	475,354
Receivables (Note 3)		447,216		309,045
Prepaid expenses		29,964		5,830
Total current assets		887,963		790,229
Non-current				
Investment in MESL (Note 4)		14,720,512		15,027,765
TOTAL ASSETS	$	15,608,475	$	15,817,994
LIABILITIES AND EQUITY				
LIABILITIES				
Current				
Accounts payable and accrued liabilities (Note 5)	$	134,954	$	184,132
Promissory note payable (Note 6)		-	$	237,689
Total liabilities		134,954		421,821
EQUITY				
Share capital (Note 7)		2,394,899		2,152,863
Reserves		8,722,684		8,853,961
Deficit		(1,758,094)		(1,835,058)
Total equity attributable to equity holders of the Company		9,359,489		9,171,766
Non-controlling interests (Note 8)		6,114,032		6,224,407
Total equity		15,473,521		15,396,173
TOTAL LIABILITIES AND EQUITY	$	15,608,475	$	15,817,994

Nature of operations and going concern (Note 1)
Event after the reporting date (Note 12)

These condensed interim consolidated financial statements are approved and authorized for issuance by the Board of Directors on May 29, 2019.

______*"Lewis Reford"*_______ Director

______*"C. Winston Bennett"*_______ Director

The accompanying notes are an integral part of these condensed interim consolidated financial statements.

RESERVOIR CAPITAL CORP.
CONDENSED INTERIM CONSOLIDATED STATEMENTS OF INCOME
(Expressed in Canadian dollars)

	Three months ended March 31 2019	Three months ended March 31 2018
Revenue		
Dividend income (Note 4)	$ 442,287	$ 15,640
General and administrative expenses		
Administrative services and office	(34,766)	(3,146)
Consulting fees (Note 8)	(56,030)	-
Professional fees	(11,750)	-
Transfer agent and filing fees	(4,996)	-
Travel and related costs	(8,563)	-
Income from operations	326,182	12,494
Foreign exchange loss	(4,469)	-
Interest and other expenses	(9,301)	-
Settlement of promissory note payable (Note 6)	(9,737)	-
Income before income taxes	302,675	12,494
Deferred income tax expense	(49,775)	-
Net income	$ 252,900	$ 12,494
Attributable to:		
Equity shareholders of the Company	$ 76,964	$ 12,494
Non-controlling interests (Note 8)	$ 175,936	$ -
Basic and diluted earnings per share	$ 0.00	$ 0.00
Weighted average no. of common shares outstanding - basic and diluted	114,110,906	48,164,424

The accompanying notes are an integral part of these condensed interim consolidated financial statements.

RESERVOIR CAPITAL CORP.

CONDENSED INTERIM CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(Expressed in Canadian dollars)

		Three months ended March 31 2019		Three months ended March 31 2018
Net income	$	252,900	$	12,494
Other comprehensive income				
Items that may be reclassified subsequently to profit and loss				
Foreign currency translation adjustment		(317,982)		-
Deferred income tax adjustment on KPHL investment		49,775		-
Total comprehensive income (loss)	$	(15,307)	$	12,494
Attributable to:				
Equity shareholders of the Company	$	(64,050)	$	12,494
Non-controlling interests (Note 8)	$	48,743	$	-

The accompanying notes are an integral part of these condensed interim consolidated financial statements.

RESERVOIR CAPITAL CORP.
CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CASH FLOWS
(Expressed in Canadian dollars)

	Three months ended March 31 2019	Three months ended March 31 2018
CASH FLOWS FROM OPERATING ACTIVITIES		
Net income	$ 252,900	$ 12,494
Adjustments for:		
Interest expense	4,347	-
Settlement of promissory note payable	9,737	-
Deferred income tax expense	49,775	-
Unrealized foreign exchange effect	(18,886)	-
Changes in non-cash working capital items:		
Receivables	(138,171)	149,535
Prepaid expenses	(24,134)	-
Accounts payable and accrued liabilities	(49,178)	(3,049)
Net cash provided by operating activities	86,390	158,980
CASH FLOWS FROM FINANCING ACTIVITIES		
Dividends to non-controlling interests	(159,118)	-
Net cash used in financing activities	(159,118)	-
Effect of foreign exchange changes on cash	8,157	-
Change in cash during the period	(64,571)	158,980
Cash, beginning of period	475,354	15,355
Cash, end of period	$ 410,783	$ 174,335

Supplemental disclosure with respect to cash flows (Note 9)

The accompanying notes are an integral part of these condensed interim consolidated financial statements.

RESERVOIR CAPITAL CORP.
CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
(Expressed in Canadian dollars)

	Number of shares		Share capital		Reserves		Deficit		Non-controlling interests		Total equity
Balance as at December 31, 2018	206,264,424	$	2,152,863	$	8,853,961	$	(1,835,058)	$	6,224,407	$	15,396,173
Settlement of promissory note payable	4,840,720		242,036		9,737		-		-		251,773
Dividends declared (Note 8)	-		-		-		-		(159,118)		(159,118)
Foreign currency translation adjustment	-		-		(190,789)		-		(127,193)		(317,982)
Deferred income tax liability on KPHL investment	-		-		49,775		-		-		49,775
Net income	-		-		-		76,964		175,936		252,900
Balance as at March 31, 2019	211,105,144	$	2,394,899	$	8,722,684	$	(1,758,094)	$	6,114,032	$	15,473,521

	Number of shares		Share capital		Reserves		Deficit		Total equity
Balance as at December 31, 2017	48,164,424	$	778,514	$	13,255,522	$	(643,829)	$	13,390,207
Net income	-		-		-		12,494		12,494
Balance as at March 31, 2018	48,164,424	$	778,514	$	13,255,522	$	(631,335)	$	13,402,701

The accompanying notes are an integral part of these condensed interim consolidated financial statements.

1. NATURE OF OPERATIONS AND GOING CONCERN

Reservoir Capital Corp. ("Reservoir" or the "Company") was incorporated under the Business Corporations Act (Alberta) on March 23, 2006 and was continued into British Columbia, under the Business Corporations Act (British Columbia) on November 15, 2007. The address of the Company's head office is 501 - 543 Granville Street, Vancouver, British Columbia, Canada V6C 1X8.

In 2018, the Company refocused its business operations from a greenfield hydro project developer to an investment firm. Consequently, the Company signed its definitive share purchase agreement (the "SPA") with Kappafrik Management DMCC ("KMGT") to acquire 60% of the outstanding shares of Kainji Power Holding Limited ("KPHL") resulting in an indirect minority ownership interest in Mainstream Energy Solutions Limited ("MESL"). In connection to the SPA, Reservoir issued 158,100,000 common shares of the Company to KMGT and certain KMGT shareholders and designees, who held 76.6% of the total issued and outstanding common shares of the Company on closing of the transaction. As the shareholders of KMGT have a majority ownership position, the acquisition will be accounted for as a reverse takeover ("RTO") and accordingly, all comparative information has been adjusted to reflect KPHL as the accounting acquirer. Concurrent with the closing of the Transaction, the Company completed its listing of its common shares on the Canadian Securities Exchange ("CSE") for trading and de-listing from the TSX Venture Exchange (the "TSX-V").

The Company's current primary focus is to seek returns through investments in the securities of other clean power companies and clean power assets, which may be located in emerging nations and, consequently, may be subject to a higher level of risk compared to more developed countries. Operations, the status of renewable energy licenses and the recoverability of investments in emerging nations can be affected by changing economic, regulatory and political situations.

These condensed interim consolidated financial statements of the Company are presented in Canadian dollars unless otherwise indicated. The condensed interim consolidated financial statements have been prepared assuming the Company will continue on a going-concern basis. The ability of the Company to continue as a going-concern depends upon its ability to raise adequate financing and to develop profitable operations, or to partner or sell its projects to a third party. The consolidated financial statements do not include adjustments to amounts and classifications of assets and liabilities that might be necessary should the Company be unable to continue operations. As at March 31, 2019, the Company has not achieved profitable operations and has accumulated losses since inception. There is material uncertainty that may cast significant doubt on the ability of the Company to continue as a going concern.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of preparation and measurement

These condensed consolidated interim financial statements have been prepared in accordance with International Accounting Standard 34 Interim Financial Reporting using accounting policies consistent with International Financial Reporting Standards ("IFRS") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC"). These condensed interim consolidated financial statements have been prepared on a historical cost basis, except for financial instruments classified as financial instruments at fair value through profit and loss, which are stated at their fair value. In addition, these condensed interim consolidated financial statements have been prepared using the accrual basis of accounting except for cash flow information. The condensed interim consolidated financial statements of the Company have been prepared in accordance with the same accounting policies and methods of their application as the most recent audited financial statements for the year ended December 31, 2018, except that they do not include all note disclosures required for annual audited financial statements, and they include new accounting standards effective in the current period. It is suggested that the condensed interim consolidated financial statements be read in conjunction with the annual audited financial statements.

(Unaudited - expressed in Canadian dollars)

3. RECEIVABLES

The Company's receivables arise from dividend receivable and goods and services tax ("GST") receivable from government taxation authority.

4. INVESTMENT IN MESL

	March 31 2019	December 31 2018
Opening balance	$ 15,027,765	$ 13,246,112
Fair value adjustment	-	639,971
Effect of foreign exchange	(307,253)	1,141,682
Ending balance	$ 14,720,512	$ 15,027,765

In December 2017, KPHL acquired 8,443,333 shares of MESL, representing a 2.1% ownership interest, for US$2. MESL operates a 1,338.4 megawatt ("MW") hydroelectric power generation plant in Nigeria. During the year ended December 31, 2018, KPHL received 1,688,666 bonus shares of MESL, resulting in 10,131,999 of total shares held. As at March 31, 2019, the carrying amount of this investment was adjusted to its fair value using the DCF method with the following inputs and assumptions: (a) weighted average cost of capital ("WACC") of 12.2% (December 31, 2018 - 12.2%), (b) discount for possible lack of marketability of 20% (December 31, 2018 - 20%), and (c) foreign exchange rate of C$1/US$0.75 (December 31 2018 - C$1/US$0.73). There have been no transfers between different levels during the three months ended March 31, 2019.

During the three months ended March 31, 2019, the Company recognized $442,287 of dividend income from MESL.

5. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

	March 31 2019	December 31 2018
Trade accounts payable	$ 75,904	$ 131,082
Accrued liabilities	59,050	53,050
	$ 134,954	$ 184,132

6. PROMISSORY NOTE PAYABLE

As part of the RTO from the acquisition of KPHL, the Company assumed a promissory note payable owed to a former related party of Reservoir carrying an interest at the rate of 4% per annum. During the three months ended March 31, 2019, the Company settled the promissory note payable of $242,036 by issuing 4,840,270 common shares and 1,000,000 share purchase warrants, valued at $242,036 and $9,737, respectively, resulting in a loss of settlement of $9,737.

(Unaudited - expressed in Canadian dollars)

7. SHARE CAPITAL

Authorized share capital

Authorized share capital consists of an unlimited number of common shares without par value. As at March 31, 2019, 92,100,000 (December 31, 2018 - 110,520,000) common shares were held in escrow with an additional 15% released every six months beginning March 21, 2019.

In February 2019, the Company issued 4,840,270 common shares and 1,000,000 share purchase warrants to settle a promissory note payable (Note 6).

Share purchase warrants

The continuity of share purchase warrants for the three months ended March 31, 2019 are as follows:

	Number of warrants		Weighted average exercise price
Balance as at December 31, 2018	7,985,582	$	0.39
Issued	1,000,000		0.10
Balance as at March 31, 2019	8,985,582	$	0.36

The weighted average remaining contractual life of the warrants is 0.63 (December 31, 2018 - 0.85) years.

Share purchase warrants outstanding and exercisable as at March 31, 2019 are as follows:

Expiry Date			Exercise price	Number of warrants
Jul 09, 2019	(1)	$	0.20	2,293,100
Aug 01, 2019	(1)	$	0.20	2,188,232
Dec 01, 2019	(2)	$	0.60	1,652,500
Jan 21, 2020	(2)	$	0.60	498,500
Feb 06, 2020	(2)	$	0.60	350,750
Feb 15, 2020		$	0.10	1,000,000
Nov 06, 2020	(3)	$	0.75	1,002,500
Total				8,985,582

(1) Expiry may be accelerated, if closing price of the Company's shares on the CSE is $0.30 or greater for 30 trading days
(2) Expiry may be accelerated, if closing price of the Company's shares on the CSE is $0.80 or greater for 30 trading days
(3) Expiry may be accelerated, if closing price of the Company's shares on the CSE is $0.90 or greater for 30 trading days

(Unaudited - expressed in Canadian dollars)

8. RELATED PARTY BALANCES AND TRANSACTIONS

Non-controlling interests

KPHL is a 60%-owned subsidiary of the Company and is 40% owned by minority shareholders. For the three months ended March 31, 2019, total comprehensive income of $48,473 (2018 - $Nil) has been allocated and a dividend of $159,118 (2018 - $Nil) has been paid or accrued to the non-controlling interests ("NCI") for a balance of $6,114,032 (December 31, 2018 - $6,224,407). The NCI's share of net income for the three months ended March 31, 2019 was $175,936 (2018 - $Nil). Summarized financial information about KPHL is as follows:

For the three months ended		March 31 2019
Total assets	$	15,293,942
Total liabilities		(9,971)
Net income		439,840
Total comprehensive income	$	121,858

Compensation of key management personnel

The aggregate value of transactions and outstanding balances relating to key management personnel were as follows:

Three months ended March 31, 2019		Salary or fees		Share-based payments		Total
Management	$	25,000	$	-	$	25,000
Outside directors		20,000		-		20,000
	$	45,000	$	-	$	45,000

Three months ended March 31, 2018		Salary or fees		Share-based payments		Total
Management	$	-	$	-	$	-
Outside directors		-		-		-
	$	-	$	-	$	-

Included in accounts payable and accrued liabilities, as at March 31, 2019 was $49,773 (December 31, 2018 - $114,694) due to related parties.

9. SUPPLEMENTAL DISCLOSURE WITH RESPECT TO CASH FLOWS

Significant non-cash investing and financing activities

During the three months ended March 31, 2019, the Company issued 4,840,720 common shares and 1,000,000 share purchase warrants, valued at $242,036 and $9,737, respectively, to settle a promissory note payable to a former related party of Reservoir (Note 6).

During the three months ended March 31, 2018, the Company did not have any significant non-cash investing and financing activities.

(Unaudited - expressed in Canadian dollars)

10. SEGMENTED INFORMATION

The Company operates in a single segment, being acquisition and investment in renewable energy interests. In addition, the Company has corporate activities, which include the evaluation and acquisition of new investments, treasury and finance, regulatory reporting, and corporate administration. As at March 31, 2019 and December 31, 2018, the Company's core asset, the investment in MESL, was located in Nigeria.

11. FINANCIAL INSTRUMENTS, RISK AND CAPITAL MANAGEMENT

Financial instruments

The Company classified its financial instruments as follows:

As at March 31, 2019		Amortized cost		FVOCI
Cash	$	410,783	$	-
Receivables		444,176		-
Investment in MESL		-		14,720,512
Accounts payable and accrued liabilities		(134,954)		-
	$	720,005	$	14,720,512

As at December 31, 2018		Amortized cost		FVOCI
Cash	$	475,354	$	-
Receivables		299,421		-
Investment in MESL		-		15,027,765
Accounts payable and accrued liabilities		(184,132)		-
Promissory notes payable		(237,689)		
	$	352,954	$	15,027,765

Fair value

Financial instruments recorded at fair value on the statement of financial position are classified using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:

a) Level 1 - Unadjusted quoted prices in active markets for identical assets or liabilities;
b) Level 2 - Inputs other than quoted prices that are observable for assets or liabilities, either directly or indirectly; and
c) Level 3 - Inputs for assets and liabilities that are not based on observable market data.

The fair value hierarchy requires the use of observable market inputs whenever such inputs exist. A financial instrument is classified to the lowest level of the hierarchy for which a significant input has been considered in measuring fair value.

(Unaudited - expressed in Canadian dollars)

11. FINANCIAL INSTRUMENTS, RISK AND CAPITAL MANAGEMENT (cont'd…)

Fair value (cont'd…)

As at March 31, 2019, the Company's financial instruments measured at fair value are as follows:

Financial Assets	Level 1	Level 2	Level 3	Total
Investment in MESL	$ -	$ -	$ 14,720,512	$ 14,720,512

The carrying value of cash, receivables, accounts payable and accrued liabilities, and promissory notes payable approximated their fair value because of the short-term nature of these instruments. The fair value of the Company's investment in MESL was determined based on unobservable inputs using a DCF method (Note 4) and thereby classified with Level 3 of the fair value hierarchy.

Risk and capital management

The Company considers items included in equity as capital. The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefits for other stakeholders.

As at March 31, 2019, the Company had a working capital of $753,009 (December 31, 2018 - $368,408). The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Company may issue new shares through public and/or private placements, sell assets, or return capital to shareholders. The Company is not subject to externally imposed capital requirements. The Company's financial instruments are exposed to certain financial risks, including credit risk, interest rate risk, liquidity risk and currency risk.

Credit risk

The Company is exposed to credit risk by holding cash and receivables. This risk is minimized by holding the funds in Canadian banks or Canadian treasury bills. The Company's receivables are due from a government agency. The carrying amount of financial assets recorded in the financial statements represents the Company's maximum exposure to credit risk. The Company believes it is not exposed to significant credit risk and overall, the Company's credit risk has not declined significantly from prior year.

Liquidity risk

Liquidity risk is the risk that the Company will be unable to meet its financial obligations as they come due. The Company is exposed to liquidity risk and actively manages its working capital items and available resources.

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in the market interest rates. The Company's cash is held mainly in bank accounts which do not pay a significant amount of interest and therefore there is minimal interest rate risk.

11. FINANCIAL INSTRUMENTS, RISK AND CAPITAL MANAGEMENT (cont'd…)

Currency risk

The primary exposure of the Company is its receivable, which is denominated in Nigerian naira ("NGN"). Consequently, the Company is exposed to the risk that the exchange rates relative to the NGN may change in a manner which has a material effect on the carrying amount of its dividend receivable. Based on the exposure, as at March 31, 2019, and assuming that all other variables remain constant, a 1% depreciation or appreciation of the NGN against the Canadian dollar would result in an increase/decrease of approximately $9,000 in the Company's pre-tax income or loss.

12. EVENT AFTER THE REPORTING DATE

Subsequent to March 31, 2019, the Company entered into a share exchange agreement where the Company will issue 199,018,240 common shares to acquire 9,950,912 shares of MESL and 67,675,993 common shares to acquire 350 shares of KPHL, subject to regulatory approval.