

ANNUAL INFORMATION FORM

For the year ended December 31, 2011



RESINCO CAPITAL PARTNERS INC.

Dated as at March 23, 2012

Suite 1430 – 800 West Pender Street
Vancouver, BC, Canada V6C 2V6
Tel: (604) 681-5755
Fax: (604) 684-2990
Email: info@resincocp.com
Website: www.resincocp.com

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2.1 Preliminary Notes

This Annual Information Form is prepared in the form prescribed by National Instrument 51-102F2 of the Canadian Securities Administrators and is hereby filed with the British Columbia, Alberta and Ontario Securities Commissions and the Toronto Stock Exchange.

Documents Incorporated by Reference

Incorporated by reference into this Annual Information Form (“AIF”) are:

- (a) the audited financial statements of Resinco Capital Partners Inc. (the “Company”) together with the Auditors’ Report thereon and Management Discussion and Analysis for the financial years ended December 31, 2011 and December 31, 2010;
- (b) the unaudited interim financial statements of the Company, together with the Management Discussion and Analysis for the three, six and nine month periods ended March 31, 2011, June 30, 2011 and September 30, 2011;
- (c) the most recent Management Information Circular of the Company dated May 18, 2011; and
- (d) all material change reports as filed with the British Columbia, Alberta and Ontario Securities commissions in accordance with the requirements of the applicable securities legislation of those jurisdictions;

all of which were filed via SEDAR with the British Columbia, Alberta and Ontario Securities Commissions and the Toronto Stock Exchange and are accessible for review at www.sedar.com. Copies may also be obtained from the Company upon request. See “Item 18: Additional Information” in this AIF.

Date of Information

All information in this AIF is as of March 23, 2012 unless otherwise indicated. Certain financial information is current as of December 31, 2011, being the date of the Company’s most recently completed financial year.

Forward Looking Statements

Statements in this AIF other than purely historical information, including statements relating to the Company’s future plans and objectives or expected results, constitute forward-looking statements. In certain cases, forward-looking statements can be identified by the use of words such as “plans”, “expects” or “does not expect”, “is expected”, “budget”, “scheduled”, “estimates”, “forecasts”, “intends”, “anticipates” or “does not anticipate”, or “believes”, or variations of such words and phrases or state that certain actions, events or results “may”, “could”, “would”, “might” or “will be taken”, “occur” or “be achieved”. Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements.

Although the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements,

there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. Important factors are identified in this AIF under the heading “Item 5.2 - Risk Factors”. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements. These forward-looking statements are made as of the date of this AIF and, other than as required by applicable securities laws, the Company assumes no obligation to update or revise them to reflect new events or circumstances.

Note Regarding NAV

This AIF contains references to “net asset value per share” (“NAV”). NAV is calculated as total assets minus total liabilities divided by the total number of common shares of the Company outstanding. The term net asset value per share does not have any standardized meaning according to Canadian GAAP (CGAAP) and therefore may not be comparable to similar measures presented by other companies.

Currency

All sums of money which are referred to herein are expressed in lawful money of Canada, unless otherwise specified.

ITEM 3: CORPORATE STRUCTURE

3.1 Names, Address and Incorporation

The Company was incorporated under the *Business Corporations Act* (British Columbia), on May 25, 2004 as ***Brownstar Ventures Inc.***. Pursuant to a Qualifying Transaction (as that term is defined in the policies of the TSX Venture Exchange), on August 18, 2005, the Company changed its name to ***Longview Strategies Incorporated*** following the passing of an ordinary shareholders’ resolution on June 28, 2005. On October 25, 2006, the Company changed its name to ***Longview Capital Partners Incorporated*** pursuant to a directors’ resolution dated September 6, 2006 and on November 24, 2009, the Company changed its name to ***Resinco Capital Partners Inc.*** pursuant to a directors’ resolution dated October 16, 2009.

The head office and principal address of the Company is located at Suite 1430, 800 West Pender Street, Vancouver, B.C., V6C 2V6. The registered and records office is located at Suite 2080, 777 Hornby Street, Vancouver, British Columbia V6Z 1S4. The Company is a reporting issuer in British Columbia, Alberta and Ontario.

3.2 Intercorporate Relationships

As at the Company’s most recent financial year-end, ended December 31, 2011, the Company has no subsidiaries which individually or in the aggregate held assets or generated revenues constituting over 10% of the Company’s consolidated assets or revenue.

See “Item 4: General Development of the Business” below for details as to the Company's projects.

ITEM 4: GENERAL DEVELOPMENT OF THE BUSINESS

4.1 Three Year History

Resinco Capital Partners Inc. is a global investment company which specializes in providing early-stage financing to private and public exploration and mining companies in the hard rock minerals, precious metals, rare-earth minerals, oil, gas, water and renewable energy sectors.

The Company changed its name from Longview Capital Partners Incorporated to Resinco Capital Partners Inc. on November 24, 2009. It began trading as a Tier 1 listed issuer on the TSX Venture Exchange (“TSXV”) on March 6, 2006. The Company graduated to the Toronto Stock Exchange (“TSX”) on September 24, 2007, and trades under the ticker symbol: “RIN”.

A Technical Advisory Board (“TAB”) was established in the fourth quarter of 2009 to provide the Company with advice, counsel, guidance and education related to the technical aspects of potential investments. Additionally, TAB members lead the technical due diligence of new deals and provide quality assurance related to the assessment of ongoing exploration programs and operational plans of its current investments. The TAB members each receive a \$500 (five hundred dollar) monthly retainer and annual stock option awards from the Company.

The following individuals are the current members of the TAB:

John Kerr, P. Eng. Geologist. Mr. Kerr graduated from the University of British Columbia in with a Bachelor of Applied Science (B.A.Sc) degree in Geological Engineering. He has participated in the mining industry continuously since graduation as an exploration geologist. His expertise is epithermal and sedex-hosted precious metal deposits in the southwest United States, strata controlled gold deposits and porphyry copper/gold/molybdenum deposits of the western Cordillera and VMS deposits in all areas of North America. Successful ventures include recognition and discovery of the Santa Fe gold mine, identification of the Calvada gold mine and discovery of the Mindora gold/silver deposit, all located in Nevada. He is also credited with early identification of two VMS deposits at the Rambler Mine in Newfoundland and recognition of the Frasergold strata controlled gold deposit in British Columbia. Mr. Kerr has sat on the boards of numerous public companies. He currently runs a geological consulting practice out of Vancouver, B.C., with projects located in all areas of North America.

Murray McClaren, P. Geo. Mr. McClaren is a professional Geologist and has a B.Sc in geology from the University of British Columbia. Mr. McClaren’s career has spanned over 30 years during which time he has been involved in the exploration and discovery of numerous mining properties. Significant accomplishments include El Condor which acquired the Kemiss deposit, Mr. McClaren was responsible for the rediscovery of the Boleo Copper Cobalt deposit he sold his interest to International Curator. Mr. McClaren has been responsible for the discovery and commercial development of several deposits in British Columbia. He is also credited with the early identification and exploration of 450km belt of IOCG deposits, northern Mexico.

Dr. Martin Keeley. Dr. Keeley brings 27 years of experience in international oil and gas exploration and development with focused expertise on fund raising, project management and opportunity generation. Dr. Keeley received his PhD in Geology from Trinity College Dublin, The University of Dublin, followed by receiving Executive Management Diplomas in Effective Management and Finance and Accounting. During his career Dr. Keeley is credited with

discovering the Jurassic oil field in western Egypt, to be extended into NE Libya, guiding Samsung towards the Issaouane farm-in discovery wells in southern Algeria, overseeing Plan Argentina, resulting in more than \$100 million new investment and developing major exploration plays in Colombia, Peru and Argentina.

Dr. Rainer Lehne. Dr. Rainer Lehne received his doctorate degree in Natural Resources from the University of Heidelberg. He specializes in project evaluation and development, feasibility studies, gold exploration (BLEG), applied mineralogy and ore processing. His career in geology and mineralogy has taken him around the world, including positions throughout South America and in Europe. Dr. Lehne participated in the feasibility study of BHP Billiton's world-class Antamina copper project in Peru and was the Technical and Environmental Auditor (World Bank) in Romania. He was also General Manager, Minera Inmet Peru S.A. (Inmet Mining Corporation, Canada). Since 2002 Dr. Lehne has been a guest lecturer for applied mineralogy and mineral beneficiation at the University of Geneva, Switzerland.

Christopher Healey. Mr. Healey is a licensed professional geologist in Saskatchewan and Wyoming with over 40 years' experience in the natural resources industry, specializing in uranium exploration and extraction. He is currently Chief Operating Officer for Titan Uranium Inc. He has held senior positions with Cameco Corporation, the world's largest uranium producer, where he managed its US operations and was responsible for the acquisition of several major uranium properties that had potential deposits in excess of 50 million pounds of resources. He was involved in the discovery and development of the world's two largest high grade deposits: Cigar Lake and McArthur River. Mr. Healey has both broad and deep experience in all aspects of resource mining, especially in the uranium sector. He has also worked on uranium projects around the world, including Canada, the United States, Paraguay, Kazakhstan, Mongolia, Australia and Malawi.

Mr. Healey has a Bachelor of Science degree in Geology from the University of Wales, Swansea. He also served as the national president of the Geological Society of Canadian Institute of Mining, Metallurgy and Petroleum. In addition to belonging to several key industry associations, he has also published several scientific papers on resource and reserve evaluations. He is a Director of Cue Resources Ltd, Monster Uranium Corp and Ansell Capital Corp.

Dr. Michael Smith. Dr. Michael Smith received his B.Sc. (First Class Honours) in Geology from the University of Durham in 1965 and his Ph.D. from the University of Strathclyde in 1974. He is a Fellow of the Institution of Materials Mining and Metallurgy; a Member of the Irish Association of Economic Geologists; a Member of the Gemmological Association; a Member of the Association of Mining Analysts; a Chartered Engineer (CEI) (1973); a Euro - Engineer (FEANI) (1995) and a Chartered Scientist (Science Council) (2005).

Dr. Smith has worked extensively throughout the world for the past 40 years with diverse experience in all natural resources, with over 30 years as an independent consultant reporting to investors, financial institutions and governments.

Andrew Gourlay. Mr. Gourlay has over 30 years' experience as a Professional Geologist and Qualified Person. Across Asia, North and South America, Mr. Gourlay has gained extensive management and exploration knowledge of a wide variety of deposit types with a particular focus on copper/gold porphyry systems. He has successfully advanced projects from grassroots to resource calculation stage. Mr. Gourlay has been a vital addition to companies like Kennecott Canada, Chase Resource Corp., Essex Resource Corp., Asia Gold Corp., and Sinchao Metals Corp.

On February 18, 2011 the Company announced that it would begin publishing its net asset value on a monthly basis, with 20 days of the end of each month.

Recent Financings

In the year ended December 31, 2011, there were no financings.

Investments

The Company completed the following significant investment acquisitions during its most recently completed financial year:

- 625,000 units of Lions Gate Metals Inc. at a price of \$0.80 per unit. Each unit consists of one common share of the company and one half share purchase warrant. Each warrant is exercisable for a period of two years, into an equal number of common shares at \$1.20 per warrant for the first year and \$1.50 per warrant for the second year;
- 6,250,000 units of Teslin River Resources Corp. at a price of \$0.10 per unit. Each unit consists of one common share of the company and one half share purchase warrant. Each warrant entitles the holder to purchase one additional common share of the company at a price of \$0.15 per share for 2 year period;
- 1,333,333 units of Terreno Resources Corp. at a price of \$0.15 per unit. Each unit consists of one common share of the company and one half share purchase warrant. Each warrant entitles the holder to purchase one additional common share of the company at a price of \$0.25 per share for a two year period;
- 1,250,000 common shares of Woulfe Mining Corp., pursuant to an exercise of warrants, at a price of \$0.12 per share.
- 500,000 common shares of MacArthur Minerals Ltd., pursuant to an exercise of warrants, at a price of \$2.00 per share.

The Company completed the following significant investment dispositions during its most recently completed financial year:

- 500,000 common shares of MacArthur Minerals Ltd., at an average gross proceeds of \$3.32 per share.
- 1,444,350 common shares of Prophecy Platinum Corp. (formerly Pacific Coast Nickel Corp.), at an average gross proceeds of \$1.06 per share.

For the year ended December 31, 2011 TSX Venture index recorded a decline of 35% compared with a 50% increase in 2010 and a 91% increase in 2009. During the same period the Company's portfolio experienced a 68% value decrease compared to a 68% value increase in 2010 and a 79% increase in 2009. At year end the value of the portfolio was \$9,197,000 compared to \$28,428,000 in 2010 (2009 - \$16,890,000), a net reduction of (\$19,231,000). The significant increase in the fair values of the securities in 2009 and 2010 was due largely to the global economic recovery and the continued rise in commodity prices which correlates with the Company's resource based portfolio. The reduction in 2011 compared to 2010 was a consequence of three issues. First, the current period issues surrounding the European debt crisis, second the continued effect that the natural disaster in Japan created in the first quarter of 2011 over early stage commodity based investments and specifically uranium investments and third, three of the company's key portfolio

investments experienced valuation reductions amounting to (\$9,572,000) which represented 50% of the portfolio's value reduction of the company in the year.

4.2 Significant Acquisitions

No significant acquisitions or significant dispositions have been completed by the Company during the last three financial years or are contemplated,

ITEM 5: DESCRIPTION OF THE BUSINESS

5.1 General

The Company is resources-based investment company trading on the Toronto Stock Exchange under the symbol "RIN". The Company's business objective is to give its shareholders the opportunity to indirectly invest in a diversified series of early stage natural resource investments, which, commonly, would not otherwise be available to them. The Company takes advantage of the favourable investment opportunities that arise between the private and public phases of a given investment in the natural resources sector, though appropriate investments in other industry sectors may be the subject of investments, in the discretion of the investment committee ("Investment Committee").

Investment Objectives

The principal investment objectives of the Company are as follows:

- to seek high return investment opportunities by investing directly in equity securities of public and private companies and assisting in early stage projects by providing logistical and financial support;
- to identify early stage opportunities in the hard rock minerals, precious metals, rare-earth minerals, oil, gas, water and renewable energy markets with attractive risk/reward ratios through industry contacts of the Board and the investment committee;
- to preserve its capital and limit the downside risk of its capital;
- to achieve a reasonable rate of capital appreciation;
- to minimize the risk associated with investments in securities; and
- to seek liquidity in its investments.

The Company's investment objectives, investment strategy and investment restrictions may be amended from time to time on the recommendation of senior management and approval by the board of directors (the "Board"). The Company does not anticipate the declaration of dividends to shareholders at this time and plans to re-invest the profits of its investments to further the growth and development of the Company's investment portfolio.

Investment Strategy

In pursuit of superior returns and to achieve the investment objectives as stated above, while mitigating risk, the Company, when appropriate, shall employ the following disciplines:

- Investments shall focus on natural resources industries in the hard rock minerals, precious metals, rare-earth minerals, oil, gas, water and renewable energy markets, concentrating on early stage exploration and development companies, but also intermediate and senior companies where appropriate.

- The Company will obtain detailed knowledge of the relevant business in which the investment will be made, as well as the investee company. The Company will work closely with the investee company's management and board, and in some cases assist in sourcing experienced and qualified persons to add to the board and/or management of the investee companies.
- The Company will maintain a flexible position with respect to the form of investment taken and may employ a wide range of investment instruments, including equity, bridge loans, secured loans, unsecured loans, convertible debentures, warrants and options, royalties, net profit interests and other hybrid instruments.
- Investments will be made in either private or public companies or for the Company's own account directly into project title.
- Investments may include:
 - a. acquisition, short term development and resale of resource property interests with an eye to retaining a carried interest, either through royalties, a carried joint venture percentage or equity holdings in the purchaser of such resource property interests;
 - b. capital investment in private resource companies, and assistance in moving them to the public stage through initial public offering, reverse takeover, or as the Qualifying Transaction for a CPC;
 - c. early stage equity investments in public resource companies believed to have favourable management and projects;
 - d. use of the Exchange's CPC Program, as permitted by the Exchange, to form special purpose public shells; and assist in sourcing and combining resource projects for their Qualifying Transaction, together with experienced resource professionals to operate the new company;
 - e. where appropriate, acting as a third party finder of opportunities in target or other companies, in exchange for a fee;
- The Company will have flexibility on the return sought, while seeking to recapture its capital within eighteen months of the initial investment.
- A limit of 25% of the investment capital base (at the time of the investment) in any one transaction has been set.
- The Company will seek to maintain the ability to actively review and revisit all of its investments on an ongoing basis. From time to time, the Company may insist on board or management representation on target companies.
- The Company will watch for liquidity of its investments and seek to realize value from same in a prudent and orderly fashion.
- The Company will take holdings in companies within the framework of the above guidelines, and which from time to time may result in the Company holding a control position in a target company.
- The Company will utilize the services of both independent geotechnical organizations and securities dealers to gain additional information on target investments where appropriate.

Notwithstanding the foregoing, from time to time, the Board may authorize such investments outside of these disciplines as it sees fit for the benefit of the Company and its shareholders.

Composition of Investment Portfolio

The nature and timing of the Company's investments will depend, in part, on available capital at any particular time and the investment opportunities identified and available to the Company.

As noted above, subject to the availability of capital, the Company intends to create a diversified portfolio of investments. The composition of its investment portfolio will vary over time depending on its assessment of a number of factors including the performance of financial markets and credit risk.

Investment Committee

The Company has established an Investment Committee consisting of three members of its Board to monitor its investment portfolio on an ongoing basis and to review the status of each investment on an as needed basis. Nominees for the Investment Committee shall be recommended by the Board.

The members of the Investment Committee shall be appointed annually by the Board at the first board meeting subsequent to the annual meeting of shareholders or on such other date as the Board shall determine. Members of the Investment Committee may be removed or replaced by the Board. Officers of the Company may be members of the Investment Committee. Each member of the Investment Committee shall be financially literate.

Conflicts of Interest

Prior to making any investment commitment, all members of the Board and Investment Committee shall be obligated to disclose any interest in the potential investment. In the event a conflict is detected, the target company shall be notified of the potential conflict in writing. The members of the Board and its advisors shall be responsible for detecting a potential conflict.

Where a conflict is determined to exist either within the Board, the Investment Committee, the Investment Management Committee or with the CEO, the person having a disclosable interest, shall abstain from making further decisions or recommendations concerning such acquisition or disposition. In the event of a conflict within the Investment Committee, the member of the Investment Committee affected shall be temporarily replaced with an alternate member for the purpose of evaluating the potential acquisition or disposition.

The Company and its affiliates, directors, officers, members of the Investment Committee (collectively the "Parties") are or may be involved in other financial, investment and professional activities which may on occasion cause a conflict of interest with their duties to the Company. These include serving as directors, officers, promoters, advisers or agents of other public and private companies, including companies in which the Company may invest. The Parties may also engage in transactions with the Company where any one or more of the Parties is acting in their capacity as financial advisor, broker, intermediary, principal, or counterparty, provided that such transactions are carried out on terms similar to those which would apply in a like transaction between parties not connected with the Parties or any one of them and such transactions are carried out on normal commercial terms as if negotiated at arm's length.

The following is a list of the Company's holdings (in thousands) as at December 31, 2011:

Public companies:

At December 31, 2011, the Company held the following investments:

Investee	Shares	Warrants	Options	Cost	Fair Value
Public companies:					
Woulfe Mining Corp. (formerly Oriental Minerals Inc.) ⁽ⁱ⁾	27,042,353	-	-	\$ 5,902	\$4,868
Lions Gate Metals Inc. ⁽ⁱ⁾	3,883,437	1,567,887	-	4,656	1,313
Terreno Resources Corp. (formerly Mega Moly Inc.) ⁽ⁱ⁾	8,621,600	2,333,333	120,000	1,342	850
Teslin River Resources (was Wind River Resources Ltd.) ⁽ⁱ⁾⁽ⁱⁱⁱ⁾	16,716,420	3,125,000	-	1,554	688
Salmon River Resources Ltd.	2,489,343	-	-	-285	498
Cue Resources Ltd. ⁽ⁱ⁾	18,901,850	4,285,715	-	5,055	382
Total of 9 other public company investments, each valued under \$150				2,766	328
Advance against warrants - Cue Resources Ltd.				250	250
Total value of public company investments				\$ 21,810	\$9,177
Private companies:					
Atlantis Gold Mines Corp.	200,000	-	-	50	20
Total of 8 other private company investments, each valued at nil ⁽ⁱⁱ⁾				6,497	-
Total value of private company investments				\$ 6,547	\$ 20
Total				\$ 28,357	\$9,197

(i) Director or officer of Resinco is also a director or officer of the investee company.

(ii) Fair value of investments totalling (\$760) was recognized in Gain (loss) on disposal of investments during the year for Investee Companies that have been dissolved subsequent to the fiscal year.

(iii) The Company holds a more than 20% interest in this investment.

Investment in shares of public companies which are traded on a recognized securities exchange are recorded at the closing prices on the last day the security traded at, or prior to, the consolidated balance sheet date.

Investments in privately-held companies are recorded at cost unless an upward adjustment is considered appropriate and supported by pervasive, objective and observable evidence such as a significant subsequent equity financing by an unrelated professional investor at a transaction price higher than the Company's carrying value. Downward adjustments to carrying values are made when there is pervasive, objective and observable evidence of other than a temporary decline in value as indicated by the assessment of the financial condition of the investment based on operational results, forecasts, and other developments since acquisition.

Competitive Conditions

The Company competes with mutual funds, investment issuers and other investment vehicles (for the purposes of investment opportunities), in addition to hedge funds, other institutional investors and corporate buyers. Many of these competitors have greater financial, technical and other resources than the Company.

Employees

As of December 31, 2011, the Company had the following number of employees and contractors:

Location	Employees	Consultants
Canada	5	14

Bankruptcy and Similar Procedures

There are no bankruptcies, receivership or similar proceedings against the Company, nor is the Company aware of any such pending or threatened proceedings. There has not been any voluntary bankruptcy, receivership or similar proceedings by Woulfe during its last three financial years.

Reorganization

The Company has not completed any reorganizations in its last three financial years.

Social or Environmental Policies

The Company has not adopted any specific social or environmental policies that are fundamental to its operations.

5.2 Risk Factors

An investment in the common shares of the Company involves a significant degree of risk and ought to be considered a speculative investment. An investment in the common shares of the Company is suitable only for investors able to sustain a total loss of their investment. Shareholders should not rely upon realizing significant returns from the common shares and should be aware that the value of the Company's common shares could fluctuate.

The following is brief discussion of those factors which may have a material impact on, or constitute risk factors in respect of the Company's future financial performance:

Marketability of Investments

There is no assurance that the investment objectives of the Company will actually be achieved. The value of the shares of the Company will increase or decrease with the value of its investment portfolio and general economic conditions beyond the control of the Company's management, including the level of interest rates, corporate earnings, economic activity, the value of the Canadian dollar and other factors.

Lack of Liquidity

Due to market conditions beyond its control, including investor demand, resale restrictions, general market trends and regulatory restrictions, the Company may not be able to liquidate investments, including its investments in private issuer investee companies without a listed market for their securities, when it would otherwise desire to do so in order to operate in

accordance with its investment policy and strategy. Such lack of liquidity could have a material adverse effect on the value of the Company's investments and, consequently, the value of the shares of the Company.

Fluctuation in Investments

The Company's investments in securities of public companies are subject to volatility in the share prices of the companies. There can be no assurance that an active trading market for any of the subject shares is sustainable. The trading prices of the subject shares could be subject to wide fluctuations in response to various factors beyond the Company's control, including, quarterly variations in the subject companies' results of operations, changes in earnings (if any), estimates by analysts, conditions in the industry of the subject companies and general market or economic conditions. In recent years equity markets have experienced extreme price and volume fluctuations. These fluctuations have had a substantial effect on market prices, often unrelated to the operating performance of the specific companies. Such market fluctuations could adversely affect the market price of our investments.

Limited Number of Investments

The Company intends to participate in a limited number of investments and, as a consequence, the aggregate returns realized by the Company may be substantially and adversely affected by the unfavourable performance of even a single investment. Accordingly, there can be no assurance that the Company will be able to reduce its investment risk by diversifying its portfolio. The resulting lack of diversification may adversely impact the ability of the Company to achieve its desired investment returns. Completion of one or more investments may result in a highly concentrated investment in a particular company. As the Company is particularly focused on natural resources, the Company's portfolio is heavily concentrated in one sector of the economy, further reducing the diversification of its portfolio.

Reliance on the Board

Shareholders will be required to rely on the business judgment, expertise and integrity of the directors and officers of the Company. The Company must rely substantially upon the knowledge and expertise of its directors and officers in entering into any investment agreement or investment arrangements, in determining the composition of the Company's investment portfolio, and in determining when and whether to dispose of securities owned by the Company. The death or disability of any of the Company's directors and officers could adversely affect the ability of the Company to achieve its objectives. The success of the Company will be dependent upon Management, the Board and the Investment Committee of the Company successfully identifying and managing the Company's investments.

Trading Price of Common Shares Relative to Net Asset Value

The Company is neither a mutual fund nor an investment fund and due to the nature of its business and investment strategy and the composition of its investment portfolio, the market price of its common shares, at any time, may vary significantly from the Company's net asset value per share. This risk is separate and distinct from the risk that the market price of the common shares may decrease.

Private Issuer and Illiquid Investments

The Company invests in securities of private issuers, which cannot be resold without a prospectus, an available exemption or an appropriate ruling under relevant securities legislation and there may not be any market for such securities. Investments in private issuers may offer

relatively high potential returns, but will also be subject to a relatively high degree of risk. There can be no assurance that a public market will develop for any of the Company's private company investments or that it will otherwise be able to realize a return on such investments.

The Company also invests in illiquid securities of public issuers. A considerable period of time may elapse between the time a decision is made to sell such securities and the time the Company is able to do so, and the value of such securities could decline during such period.

Ability to Raise Investment Capital

If the Company is unable to raise additional investment capital either through investment returns or new financing through securities offerings, then it will be limited in its ability to fulfill its investment objectives. This may adversely affect its long-term viability. The Company will require additional capital to continue its business and to raise additional capital the Company may have to issue additional shares which may dilute the interests of existing shareholders.

Competitive Risks

The Company faces competition from other capital providers, all of which compete for investment opportunities. These competitors may limit the Company's opportunities to acquire interests in investments that are attractive to the Company. The Company may be required to invest otherwise than in accordance with its investment policy and strategy in order to meet its investment objectives. If the Company is required to invest other than in accordance with its investment policy and strategy, its ability to achieve its desired rates of return on its investments may be adversely affected.

Conflicts of Interest

The directors and officers of the Company will not be devoting all of their time to the affairs of the Company, but will be devoting such time as may be required to effectively manage the Company. Certain of the directors and officers of the Company are engaged and will continue to be engaged in the search for investments for themselves and on behalf of others, including other private and public corporations. Accordingly, conflicts of interest may arise from time to time. Any conflicts will be subject to the procedures and remedies under the British Columbia Business Corporations Act.

Foreign Exchange Risks

The value of the Company's investments and, consequently, its shares, will be subject to foreign currency and foreign exchange rate risks. Some of the Company's investments will be made in U.S. dollars and the Company may also invest in securities denominated or quoted in other foreign currencies. Therefore, changes in currency exchange rates as well as associated transaction costs could adversely affect the value of the Company's shares during any period. In addition, the Company could also make investments in jurisdictions which may place restrictions on the repatriation of funds.

Minority Shareholder Risk

Insiders of the Company own approximately 24.81% of the Company's outstanding shares. Accordingly, insiders of the Company will likely be able to exercise effective control over all matters requiring the approval of the shareholders, including the election of directors and significant corporate transactions.

ITEM 6: DIVIDENDS

The Company has not paid dividends on its common shares since incorporation. The Company has no present intention of paying dividends on its common shares as it anticipates that all available funds, including the profits of its investments will be re-invested to further the growth and development of the Company's investment portfolio.

Subject to the requirements of the *Business Corporations Act* (British Columbia), there are no restrictions which could prevent the Company from paying dividends.

ITEM 7: DESCRIPTION OF CAPITAL STRUCTURE

7.1 General Description of Capital Structure

The Company has an authorized capital of an unlimited number of common shares without par value, of which 123,019,885 common shares were issued and outstanding as of the date of this AIF. A further 8,600,000 common shares have been reserved and allotted for issuance upon the due and proper exercise of certain incentive options outstanding as at the date hereof.

All of the common shares of the Company rank equally as to dividends, voting powers and participation in assets and in all other respects. Each common share carries one vote per share at meetings of the shareholders of the Company. There are no indentures or agreements limiting the payment of dividends and there are no conversion rights, special liquidation rights, pre-emptive rights or subscription rights attached to the common shares. The common shares presently issued are not subject to any calls or assessments.

Under its Stock Option Plan, the Company may grant options to purchase up to 10% of the Company's issued and outstanding common shares at the time of grant to directors, officers, employees and consultants. As of the date of this AIF, the Company has granted options to purchase 8,600,000 common shares at exercise prices from \$0.055 to \$0.155 per share and expiry dates ranging from July 2, 2013 to November 4, 2016.

7.2 Constraints

There are no known constraints on the ownership of securities of the Company to ensure that the Company has a required level of Canadian ownership.

7.3 Ratings

There are no known ratings, including provisional ratings, by rating organizations for securities of the Company which are outstanding.

ITEM 8: MARKET FOR SECURITIES

8.1 Trading Price and Volume

The common shares of the Company are traded in Canada on the Toronto Stock Exchange under the symbol "RIN".

The following table provides the high and low prices and average volume for the Company's shares for the periods indicated as traded on the Toronto Stock Exchange (stated in Canadian dollars):

Month	High	Low	Volume
December 2011	\$0.05	\$0.035	1,849,532
November 2011	\$0.06	\$0.045	1,233,103
October 2011	\$0.07	\$0.06	1,445,541
September 2011	\$0.08	\$0.06	604,420
August 2011	\$0.105	\$0.07	751,525
July 2011	\$0.11	\$0.06	3,786,590
June 2011	\$0.085	\$0.06	1,740,684
May 2011	\$0.11	\$0.06	2,212,411
April 2011	\$0.125	\$0.095	1,488,600
March 2011	\$0.15	\$0.09	2,088,919
February 2011	\$0.17	\$0.135	3,035,795
January 2011	\$0.175	\$0.135	2,905,674

8.2 Prior Sales

During the financial year ended December 31, 2011, the Company issued the following securities:

Date	Type of Transaction	Number and Type of Securities	Price	Proceeds
January 5, 2011	Grant of Options	50,000 Stock Options	\$0.155	N/A
January 13, 2011	Exercise of Options	50,000 Common Shares 150,000 Common Shares	\$0.135 \$0.08	\$6,750 \$12,000
January 24, 2011	Grant of Options	3,000,000 Stock Options	\$0.155	N/A
February 7, 2011	Grant of Options	100,000 Stock Options	\$0.145	N/A
February 9, 2011	Exercise of Options	25,000 Common Shares 25,000 Common Shares 45,000 Common Shares 12,000 Common Shares	\$0.055 \$0.06 \$0.08 \$0.11	\$1,375 \$1,500 \$3,600 \$1,320
March 15, 2011	Grant of Options	540,000 Stock Options	\$0.11	N/A
April 11, 2011	Exercise of Options	100,000 Common Shares 60,000 Common Shares	\$0.055 \$0.09	\$5,500 \$5,400
April 13, 2011	Grant of Options	350,000 Stock Options	\$0.105	N/A
April 26, 2011	Exercise of Options	24,000 Common Shares	\$0.08	\$1,920
May 16, 2011	Grant of Options	75,000 Stock Options	\$0.085	N/A
June 1, 2011	Grant of Options	25,000 Stock Options	\$0.08	N/A
June 8, 2011	Exercise of Options	200,000 Common Shares 480,000 Common Shares 280,000 Common Shares	\$0.155 \$0.11 \$0.06	\$31,000 \$52,800 \$16,800
July 19, 2011	Exercise of Options	40,000 Common Shares 25,000 Common Shares 40,000 Common Shares	\$0.055 \$0.06 \$0.08	\$2,200 \$1,500 \$3,200
July 26, 2011	Exercise of Options	100,000 Common Shares	\$0.055	\$5,500

Date	Type of Transaction	Number and Type of Securities	Price	Proceeds
		50,000 Common Shares	\$0.06	\$3,000
		60,000 Common Shares	\$0.08	\$4,800
August 8, 2011	Grant of Options	100,000 Stock Options	\$0.085	N/A
November 4, 2011	Grant of Options	290,000 Stock Options	\$0.055	N/A
November 7, 2011	Exercise of Options	300,000 Common Shares	\$0.08	\$24,000

ITEM 9: ESCROWED SECURITIES

As of the date of this AIF, no securities of the Company are held in escrow.

ITEM 10: DIRECTORS & OFFICERS

10.1 Name, Occupation and Security Holding

The following table sets out the names of the directors and officers, all offices in the Company each now holds, each person's principal occupation, business or employment, the period of time during which each has been a director of the Company and the number of shares of the Company beneficially owned by each, directly and indirectly, or over which each exercised control or direction as at the date of this AIF.

Name , Province and Country of Residence and position ⁽¹⁾	Principal Occupation for Past Five Years ⁽¹⁾	Director/ Officer Since	Shares Beneficially Owned (Number & %) ⁽²⁾
Hein Poulus ⁽⁴⁾⁽⁵⁾⁽⁶⁾ <i>Chairman, Director</i> <i>British Columbia</i> <i>Canada</i>	Lawyer, Partner with Stikeman Elliott LLP.	August 2005	19,345,518 (15.73%)
John Icke ⁽⁵⁾⁽⁶⁾ <i>Director,</i> <i>President & CEO</i> <i>British Columbia</i> <i>Canada</i>	President of Resinco Capital Partners Inc. since January 2008 and CEO since June 2009; President of JRI Strategy Consultants Inc. from March 2005 to present.	June 2009	7,960,000 (6.47%)
Ronald Shorr ⁽³⁾⁽⁴⁾⁽⁶⁾ <i>Director</i> <i>New York, USA</i>	Mining Consultant from 1990 to present, CEO of Maudore Minerals Ltd. from August 2004 to present.	August 2005	3,001,852 (2.44%)
Alexander Poulus ⁽³⁾⁽⁴⁾⁽⁵⁾ <i>Director</i> <i>British Columbia</i> <i>Canada</i>	Retired Banking Executive with TD Canada Trust until September 2006.	June 2009	210,000 (0.17%)
Michael Hitch ⁽³⁾ <i>Director</i> <i>British Columbia</i> <i>Canada</i>	Assistant Professor, University of British Columbia Norman B. Keevil Institute of Mining Engineering since January 2007.	April 2011	0
David McAdam <i>CFO</i> <i>British Columbia</i> <i>Canada</i>	President of First Line Consultants Ltd. from 2008 to Present; CFO of Resinco Capital Partners Inc., since April 2011; CFO of Eastern Platinum Ltd. from 2006 to 2008.	April 2011	0

Name , Province and Country of Residence and position ⁽¹⁾	Principal Occupation for Past Five Years ⁽¹⁾	Director/ Officer Since	Shares Beneficially Owned (Number & %) ⁽²⁾
Christina Boddy <i>Corporate Secretary</i> <i>British Columbia</i> <i>Canada</i>	Corporate Secretary of Resinco Capital Partners since April 2011; Manager, Corporate Legal Services, Finavera Wind Energy Inc, from April 2007 to February 2011.	April 2011	0

- (1) The information as to province and country and of residence and principal occupation of each nominee has been individually furnished by the respective nominee.
- (2) The approximate number of shares of the Company carrying the right to vote in all circumstances beneficially owned directly or indirectly, or over which control or direction is exercised is based upon information furnished to the Company by each director/officer as at the date hereof
- (3) Member of Audit Committee.
- (4) Member of Compensation Committee.
- (5) Member of Corporate Governance and Nominating Committee.
- (6) Member of Investment Committee.

The term of office of each of the directors expires at the next general meeting of shareholders.

As of the date hereof, all of the directors and officers of the Company, as a group, beneficially own, directly or indirectly, or exercise control over 30,517,370 common shares representing 24.81% of the Company's 123,019,885 common shares issued and outstanding.

10.2 Cease Trade Orders, Bankruptcies, Penalties or Sanctions

Except as disclosed below, as at the date of this AIF and within the ten years before the date of this AIF, no director, executive officer or a shareholder holding sufficient number of securities of the Company to materially affect control of the Company,

- (a) is or has been a director or executive officer of any company (including the Company), that while that person was acting in that capacity:
 - i. was the subject of a cease trade order or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days;
 - ii. was subject to an event that resulted, after the director or executive officer ceased to be a director or executive officer, in the company being the subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days;
 - iii. or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or
- (b) has within 10 years before the date of the AIF become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any

proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold the assets of the directors, officers or shareholders.

Hein Poulus was a director of Tournigan Gold Corporation (then called Tournigan Ventures Corporation) (“Tournigan”) on January 21, 2002, when the British Columbia Securities Commission and Alberta Securities Commission issued a cease trade order against Tournigan for failure to file its audited financial statements and supporting documentation within the time provided. The audited financial statements were filed and the cease trade order was lifted by the British Columbia Securities Commission on April 23, 2002 and by the Alberta Securities Commission on May 10, 2002. Tournigan’s shares were suspended from trading on the Exchange on the issuance of the first cease trade order and were reinstated for trading on May 21, 2002.

John Icke is and was a director of Woulfe Mining Corp. at the date of a cease trade order issued by the British Columbia Securities Commission on November 5, 2009 for failure to file audited financial statements and management’s discussion and analysis for the year ended June 30, 2009 on time. The order was revoked on December 8, 2009 following the filing of the required documents. The Company’s shares were also suspended from trading on the TSX Venture Exchange on November 6, 2009 in relation thereto and resumed trading on December 9, 2009.

Hein Poulus, John Icke and Alexander Poulus were directors of Sheen Resources Ltd. at the date of a trading suspension issued by the TSX Venture Exchange on April 19, 2010 for failure by Sheen to maintain a transfer agent and at the date of a cease trade order issued by British Columbia Securities Commission on May 5, 2010 and re-issued June 10, 2010, by the Ontario Securities Commission on June 30, 2010 for failure to file audited financial statements and management’s discussion and analysis for the Company for the year ended December 31, 2009 on time and interim financial statements and management’s discussion and analysis for the Company for the three months ended March 31, 2010. The suspensions and cease trade orders remain in effect as of the date of this circular. *Hein Poulus, John Icke and Alexander Poulus* each resigned as Directors of Sheen Resources in October 2010.

No director, officer or promoter of the Company or a shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company, has, within the ten years prior to the date of this AIF, been subject to:

- (a) any penalties or sanctions imposed by a court or securities regulatory authority relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or
- (b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in making an investment decision.

10.3 Conflicts of Interest

Certain directors and officers of the Company are also directors, officers or shareholders of other companies that are similarly engaged in the business of acquiring and exploiting natural resources properties. These associations to other public companies in the resource sector may give rise to conflicts of interest from time to time.

Under the laws of the Province of British Columbia, the directors and senior officers of the Company are required by law to act honestly and in good faith with a view to the best interests of the Company. In the event that such a conflict of interest arises at a meeting of the Company’s directors, a director who has such a conflict will disclose such interest in a contract or transaction

and will abstain from voting on any resolution in respect of such contract or transaction. See also Item 5.2 “Risk Factors”.

ITEM 11: AUDIT COMMITTEE

The audit committee has various responsibilities as set forth in National Instrument 52-110 (“NI 52-110”).

Audit Committee Charter and Composition of the Audit Committee

The audit committee’s charter is set out below:

1.0 Purpose of the Committee

1.1 The Audit Committee represents the Board in discharging its responsibility relating to the accounting, reporting and financial practices of the Company and its subsidiaries, and has general responsibility for oversight of internal controls, accounting and auditing activities and legal compliance of the Company and its subsidiaries.

2.0 Members of the Committee

2.1 The Audit Committee shall consist of no less than three Directors, all of whom shall be "independent" as defined under National Instrument 52-110. The members of the Committee shall be selected annually by the Board and shall serve at the pleasure of the Board.

2.2 At least one Member of the Audit Committee must be "financially literate" as defined under National Instrument 52-110, having sufficient accounting or related financial management expertise to read and understand a set of financial statements, including the related notes, that present a breadth and level of complexity of the accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's financial statements.

3.0 Meeting Requirements

3.1 The Committee will, where possible, meet on a regular basis at least once every quarter, and will hold special meetings as it deems necessary or appropriate in its judgment. Meetings may be held in person or telephonically, and shall be at such times and places as the Committee determines. Without meeting, the Committee may act by unanimous written consent of all members which shall constitute a meeting for the purposes of this charter.

3.2 A majority of the members of the Committee shall constitute a quorum.

4.0 Duties and Responsibilities

The Audit Committee’s function is one of oversight only and shall not relieve the Company’s management of its responsibilities for preparing financial statements which accurately and fairly present the Company’s financial results and conditions or the responsibilities of the external auditors relating to the audit or review of financial statements. Specifically, the Audit Committee will:

- (a) have the authority with respect to the appointment, retention or discharge of the independent public accountants as auditors of the Company (the “auditors”) who perform the annual audit in accordance with applicable securities laws, and who shall be ultimately accountable to the Board through the Audit Committee;
- (b) review with the auditors the scope of the audit and the results of the annual audit examination by the auditors, including any reports of the auditors prepared in connection with the annual audit;
- (c) review information, including written statements from the auditors, concerning any relationships between the auditors and the Company or any other relationships that may adversely affect the independence of the auditors and assess the independence of the auditors;
- (d) review and discuss with management and the auditors the Company’s audited financial statements and accompanying Management’s Discussion and Analysis of Financial Conditions (“MD&A”), including a discussion with the auditors of their judgments as to the quality of the Company’s accounting principles and report on them to the Board;
- (e) review and discuss with management the Company’s interim financial statements and interim MD&A and report on them to the Board;
- (f) pre-approve all auditing services and non-audit services provided to the Company by the auditors to the extent and in the manner required by applicable law or regulation. In no circumstances shall the auditors provide any non-audit services to the Company that are prohibited by applicable law or regulation;
- (g) evaluate the external auditor’s performance for the preceding fiscal year, reviewing their fees and making recommendations to the Board;
- (h) periodically review the adequacy of the Company's internal controls and ensure that such internal controls are effective;
- (i) review changes in the accounting policies of the Company and accounting and financial reporting proposals that are provided by the auditors that may have a significant impact on the Company’s financial reports, and report on them to the Board;
- (j) oversee and annually review the Company’s Code of Business Conduct and Ethics;
- (k) approve material contracts where the Board of Directors determines that it has a conflict;
- (l) establish procedures for the receipt, retention and treatment of complaints received by the Company regarding the audit or other accounting matters;
- (m) where unanimously considered necessary by the Audit Committee, engage independent counsel and/or other advisors at the Company’s expense to advise on material issues affecting the Company which the Audit Committee considers are not appropriate for the full Board;

- (n) satisfy itself that management has put into place procedures that facilitate compliance with the provisions of applicable securities laws and regulation relating to insider trading, continuous disclosure and financial reporting;
- (o) review and monitor the adequacy and effectiveness of the Company's whistleblower policy and approve any changes to made thereto;
- (p) review and monitor all related party transactions which may be entered into by the Company; and
- (q) periodically review the adequacy of its charter and recommending any changes thereto to the Board.

5.0 Miscellaneous

5.1 Nothing contained in this Charter is intended to extend applicable standards of liability under statutory or regulatory requirements for the directors of the Company or members of the Committee. The purposes and responsibilities outlined in this Charter are meant to serve as guidelines rather than as inflexible rules and the Committee is encouraged to adopt such additional procedures and standards as it deems necessary from time to time to fulfill its responsibilities.

Composition of the Audit Committee

The members of the audit committee are Ronald Shorr (Chairman), Alexander Poulus and Michael Hitch. Two members are considered to be independent at this time, and the Company is in the process of searching for a third independent director to sit on the audit committee. All members are considered to be financially literate.

A member of the audit committee is *independent* if the member has no direct or indirect material relationship with the Company. A material relationship means a relationship which could, in the view of the Company's board of directors, reasonably interfere with the exercise of a member's independent judgment.

A member of the audit committee is considered *financially literate* if he or she has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company.

Relevant Education and Experience

Ronald Shorr, CFA, holds a B.A. from the University of Michigan and an M.B.A. in Finance from Harvard Business School. He was a senior securities analyst for most of his career with such firms as Morgan Stanley Dean Witter, E. F. Hutton, NatWest and Bear Stearns. Mr. Shorr is currently Chairman of the Board, CEO and CFO of Maudore Minerals Ltd., listed on the TSX Venture Exchange. He serves on the Audit Committee of Tournigan Gold.

Alexander Poulus holds a B.A. in Economics from the University of British Columbia and is a Certified Financial Planner. He has completed the Canadian Securities Course in addition to holding Mutual Fund Sales and Compliance licences. Mr. Poulus is a Fellow of the Institute of Canadian Bankers and spent his career in Commercial and Retail Banking as well as Finance. He retired from TD Canada Trust in September, 2006.

Michael Hitch has over 20 years of experience in the minerals sector and has been a senior executive with major mining companies around the world including AngloGold Ashanti Limited and Echo Bay Mines Ltd. Dr. Hitch has many years of experience building and financing junior resource companies. In his role as consultant to TSX-listed Golden China Resources Corp, Dr. Hitch focused on gold exploration and development, and merchant banking in the evolving precious metals industry of the People's Republic of China. Previously, he held positions as mining analyst for Clarus Securities Inc and Octagon Capital Corporation, and served as VP corporate Development for Ivanhoe Mines Ltd., AngloGold Ashanti, Echo Bay Mines Ltd, and Teck Cominco. Dr. Hitch holds a Master's degree in Geology and a Ph.D. in Environmental and Resource Studies and is currently an Assistant Professor with the Norman B. Keevil Institute of Mining Engineering at the University Of British Columbia.

Audit Committee Oversight

Since the commencement of the Company's recently completed financial year, there has not been a recommendation of the Audit Committee to nominate or compensate an external auditor which was not adopted by the board of directors.

Reliance on Certain Exemptions in NI 52-110

Since the commencement of the Company's most recently completed financial year, the Company has not relied on the exemption in section 2.4 (De Minimis Non-audit Services) of National Instrument 52-110 (which exempts all non-audit services provided by the Company's auditor from the requirement to be preapproved by the Audit Committee if such services are less than 5% of the auditor's annual fees charged to the Company, are not recognized as non-audit services at the time of the engagement of the auditor to perform them and are subsequently approved by the Audit Committee prior to the completion of that year's audit) or an exemption from National Instrument 52-110, in whole or in part, granted by a securities regulator under Part 8 (Exemptions) of National Instrument 52-110.

Pre-Approval Policies on Certain Exemptions

The audit committee has, within the charter of the audit committee, adopted specific policies and procedures for the engagement of non-audit services.

External Auditor Services Fees

The audit committee has reviewed the nature and amount of the services provided by PricewaterhouseCoopers LLP, to the Company to ensure auditor independence. Third party fees incurred for audit services in the last two fiscal years are outlined below:

Nature of Services	Fees Paid to Auditor in Year Ended December 31, 2011	Fees Paid to Auditor in Year Ended December 31, 2010
Audit Fees ⁽¹⁾	\$121,230	\$99,771
Audit Related Fees	\$2,040	-
Tax Fees ⁽²⁾	\$25,447	\$21,002
All other Fees ⁽³⁾	-	-
Total	\$148,717	\$120,773

⁽¹⁾ "Audit Fees" include fees necessary to perform the annual audit and quarterly reviews of the Company's consolidated financial statements. Audit Fees include fees for review of tax provisions and for accounting consultations on matters reflected in the financial statements. Audit Fees also include audit or other attest services required by legislation or regulation, such as comfort letters, consents, reviews of securities filings and statutory audits.

(2) “Tax Fees” include fees for all tax services other than those included in “Audit Fees” and “Audit-Related Fees”. This category includes fees for tax compliance, tax planning and tax advice. Tax planning and tax advice includes assistance with tax audits and appeals, tax advice related to mergers and acquisitions, and requests for rulings or technical advice from tax authorities.

(3) “All Other Fees” includes all other non-audit services”.

ITEM 12: PROMOTERS

Other than John Icke, the President and Chief Executive Officer, management is not aware of any other person who could be characterized as a promoter of the Corporation. As consideration for his services as President and Chief Executive Officer, Mr. Icke receives an annual salary of \$280,000, subject to review by the Board. As at the date of this AIF, Mr. Icke owns, directly or indirectly, or exercises control or direction over 7,960,000 common shares of the Corporation.

		Annual Compensation			Long Term Compensation			
					Awards	Payouts		
Name and Principal Position	Period Ended Dec 31	Salary	Bonus	Other Annual Compensation	Number of Shares Under Options granted#	Number of Bonus Shares Subject to Resale Restrictions	LTIP Payouts	All other Compensation
John Icke President and Chief Executive Officer ⁽¹⁾	2011	\$ 280,000	Nil	Nil	1,000,000 ⁽²⁾	Nil	Nil	Nil
	2010	\$280,000	\$964,407.96	Nil		Nil	Nil	Nil
	2009	\$289,000	Nil	Nil	700,000 ⁽³⁾ 1,200,000 ⁽⁴⁾	Nil	Nil	Nil

(1) Mr. Icke was elected as a director on June 9, 2009;

(2) Stock options granted on January 24, 2011 exercisable until January 24, 2016 at \$0.155 per share. Mr. Icke exercised 200,000 of these options on June 8, 2011;

(3) Stock options granted on February 9, 2009 exercisable until February 8, 2014 at \$0.06 per share. Mr. Icke has exercised all of these options: 280,000 on January 18, 2010, 140,000 on May 31, 2010, and 280,000 on June 8, 2011

(4) Stock options granted on November 25, 2009 exercisable until November 25, 2014 at \$0.11 per share. Mr. Icke exercised 240,000 of these options on January 18, 2010, 240,000 of these options on May 31, 2010, and 480,000 of these options on June 8, 2011.

ITEM 13: LEGAL PROCEEDINGS AND REGULATORY ACTIONS

The Company is not aware of any actual or pending material legal proceedings to which the Company is or is likely to be party or of which any of its business or property is or likely to be subject.

During the financial year ended December 31, 2011: (i) no penalties or sanctions were imposed against us by a court relating to securities legislation or by a securities regulatory authority; (ii) no other penalties or sanctions were imposed by a court or regulatory body against the Company that would likely be considered important to a reasonable investor in making an investment decision; and (iii) The Company did not enter into any settlement agreements before a court relating to securities legislation or with a securities regulatory authority.

ITEM 14: INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

The interest of management of the Company and others in material transactions and transactions involving remuneration for services is disclosed under the heading “Related Party Transactions” in the Company’s Management’s Discussion and Analysis dated December 31, 2011 and December 31, 2010 and under the sections titled “Interests of Insiders in Material Transactions”

and “Statement of Executive Compensation” in the Company’s Management Information Circular dated May 18, 2011. See Item 18 “Additional Information”.

ITEM 15: TRANSFER AGENTS AND REGISTRARS

The Company’s transfer agent and registrar is Computershare Investor Services Inc. of 510 Burrard Street, 3rd Floor, Vancouver, British Columbia, V6C 3B9.

ITEM 16: MATERIAL CONTRACTS

Except as disclosed below, there are no other contracts, other than those disclosed in this AIF and other than those entered into in the ordinary course of the Company’s business, that are material to the Company and which were entered into in the most recently completed financial year ended December 31, 2011 or before the most recently completed financial year but are still in effect as of the date of this AIF.

Please see Item 4 “General Description of the Business” for a discussion of the particulars of the Company’s material contracts relating to acquisitions.

ITEM 17: INTERESTS OF EXPERTS

17.1 Names of Experts

PricewaterhouseCoopers LLP are the Auditors for the Company and prepared the Auditor’s Report for the Company’s financial statements for the year ended December 31, 2011. As of the date hereof PricewaterhouseCoopers LLP have advised the Company that they are independent with respect to the Company within the meaning of the Rules of Professional Conduct of the Institute of Chartered Accountants of British Columbia.

17.2 Interests of Experts

None of the experts named in the “Names of Experts” section, when or after they prepared the statement, report or valuation, has received any registered or beneficial interest, direct or indirect, in any securities or other property of the Company or of one of the Company’s associates or affiliates and is not or is not expected to be elected, appointed or employed as a director, officer or employee of the Company or of any associate or affiliate of the Company. The information above has been provided to the Company by the individual expert.

ITEM 18: ADDITIONAL INFORMATION

Additional information on the Company may be found on the Company’s website at www.resincocp.com or on SEDAR at www.sedar.com.

Additional information, including directors’ and officers’ remuneration and indebtedness, principal holders of the Company’s securities and securities authorized for issuance under equity compensation plans, if applicable, is contained in the Company’s information circular for its most recent annual meeting of security holders that involved the election of directors.

Additional information is provided in the Company’s financial statements and the management discussion and analysis for its most recently completed financial year.