

FORM 51-102F3
Material Change Report

Item 1. Name and Address of Company

Resinco Capital Partners Inc. (the “Company”)
1430 – 800 West Pender Street
Vancouver, BC
V6C 2V6

Item 2. Date of Material Change

April 27th, 2012

Item 3. News Release

The News Release dated April 30th, 2012 was disseminated via Marketwire.

Item 4. Summary of Material Change

Resinco Capital Partners Inc. Releases Q1 2012 Results and Provides Loan Facility

Item 5.1 Full Description of Material Change

For a description of the material change, see Schedule “A”.

The Company currently owns a 29.90% interest in the capital of Teslin River Resources Corp. (“Teslin”). This interest will be increased to 30.27% with the payment of the 300,000 bonus shares referenced in Schedule “A”. As the Company is a control person of Teslin, the loan is a ‘related party transaction’ within the meaning of Multilateral Instrument 61-101. As a related party transaction, the following additional disclosures are provided (following the listing of disclosures in Section 5.2 of MI 61-101).

The review and approval process that has been adopted by the Directors for this transaction are as follows:

- a) the independent members of the Board of Directors of the Company approved the lending of the funds;
- b) the Company has determined that a distribution of an information circular to shareholders, preparation and distribution of a formal valuation and seeking of shareholder approval of the loan is not necessary under MI 61-101 because:
 - i) the transaction being for a loan for an amount representing 4.4% of the market capitalization of the Company, the loan transaction falls with an exemption to the minority approval requirements described in section 5.7(1)(a) of MI 61-101; and

SCHEDULE A

ii) the disinterested directors of the Company (ie. those other than John Icke and Hein Poulus) have all approved the transaction.

Item 5.2 Disclosure for Restructuring Transaction

Not Applicable.

Item 6. Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

Not Applicable.

Item 7. Omitted Information

Not Applicable.

Item 8. Executive Officer

The following Senior Officer of the Company is available to answer questions regarding this report:

John Icke, President and CEO
604-696-6515

Item 9. Date of Report

Dated at Vancouver, BC, this 4th day of May, 2012.



Schedule "A"

Resinco Capital Partners Inc. Releases Q1 2012 Results and Provides Loan Facility

April 30, 2012

TSX: RIN
FWB: L6V

Vancouver, British Columbia CANADA - Resinco® Capital Partners Inc., ("Resinco" or the "Company") announces its financial results for the three months ended March 31, 2012. The Company posted a net profit of \$5,894,000 (\$0.05 per share (basic)), versus a net loss of \$7,603,000 (\$0.06 loss per share (basic)) for the same period in 2011. At period end, the Company held investments with a fair value of \$15.5 million (\$0.125 per share), compared to \$9.2 million (\$0.076 per share) at December 31, 2011.

Resinco realized a gain of \$244,000 on the sale of marketable securities during the quarter and recorded an unrealized investment gain of \$6,001,000, compared to a realized gain of \$1,068,000 and an unrealized loss of \$8,165,000 for the same period in 2011.

John Icke, President and CEO commented: "The first quarter of 2012 generated a marginal improvement in performance as compared to the fourth quarter of 2011. Positive momentum, in terms of our composite portfolio valuation, has been an arduous journey as a consequence of the ongoing global economic malaise which is fuelled by what appears to be weekly incidents that erode investor confidence. The key investments in our small portfolio continue to publish excellent progress and we can only hope that our investors show patience and confidence in the longer-term underlying asset value that we have."

The Company also announces that it has entered into an agreement with Teslin River Resources Corp. (TSX-V "TLR") ("Teslin") whereby Resinco will provide Teslin with a loan facility for up to three hundred thousand dollars (\$300,000). The terms of this agreement would see funding available on an as needed basis bearing an interest rate equal to prime plus 4%. In conjunction with this loan, Resinco will be paid a one-time administrative fee of twenty five thousand dollars (\$25,000) plus a one-time bonus of three hundred thousand (300,000) common shares of Teslin, issuable as the loan facility is drawn down, such that two hundred thousand (200,000) shares will be issued upon receipt of regulatory approval and the balance of one hundred thousand (100,000) shares will be issuable upon the later of receipt of regulatory approval and the aggregate draw down by Teslin of one hundred thousand dollars (\$100,000) of the loan. The loan or portion thereof will become fully due and payable by December 31, 2014.

Resinco currently owns a 29.90% interest in the capital of Teslin, and this interest will be increased to 30.27% with the payment of the above mentioned bonus shares. As Resinco is a control person of Teslin, the loan is a 'related party transaction' within the meaning of Multilateral Instrument 61-101.

About Resinco® Capital Partners Inc.

Resinco (Resource Investment Company) 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 markets.

For more information on Resinco, please visit www.resincocp.com.

On behalf of the Board of Directors
RESINCO® CAPITAL PARTNERS INC.:

John Icke
President and CEO

For more information, please contact
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President and CEO
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Statements in this news release, other than purely historical information, including statements relating to the Company's future plans and objectives or expected results, constitute Forward-looking statements. Such statements are based on numerous assumptions and are subject to all the risks and uncertainties inherent in the Company's business, including risks related to mineral exploration and development. Consequently, actual results may vary materially from those described in the forward-looking statements.

The TSX Exchange does not accept responsibility for the adequacy or accuracy of this release.