



NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the Annual General and Special Meeting of Shareholders (the "Meeting") of RESINCO CAPITAL PARTNERS INC. (the "Company") will be held at Suite 2080, 777 Hornby Street, Vancouver, British Columbia, V6Z 1S4, on **Tuesday, June 12th, 2012 at 10:00 a.m.** for the following purposes:

1. To receive the Audited Financial Statements and Management Discussion & Analysis of the Company for the fiscal year ended December 31st, 2011 and the auditors' report thereon;
2. To fix the number of directors at five;
3. To elect directors of the Company for the ensuing year;
4. To appoint the auditors for the Company for the ensuing year and authorize the Directors to fix the auditors' remuneration;
5. To approve the ratification of the Company's Stock Option Plan;
6. To ratify and approve the Subject Grants;
7. To approve an ordinary resolution to consolidate the issued and outstanding shares of the Company, at the Directors' discretion, on the basis of up to one (1) new common share for three (3) old common shares; and
8. To transact such other business as may properly come before the Meeting or any adjournment thereof;

All as more particularly set out in the attached Circular. The form of proxy accompanies this Notice. The audited financial statements, auditors' report and management's discussion and analysis have been delivered to those shareholders who indicated to the Company that they wished to receive copies of same.

The Directors have fixed the close of business on May 8th, 2012 as the record date for determination of shareholders entitled to notice of and the right to vote at the Meeting either in person or by proxy. A shareholder who is unable to attend the Meeting in person and who wishes to ensure that their shares will be voted at the Meeting, is requested to complete, date and execute the enclosed form of Proxy and deliver it to the Company's transfer agent: COMPUTERSHARE INVESTOR SERVICES INC., 100 University Avenue, 9th Floor, Toronto, Ontario, M5J 2Y1, Fax No. 1-866-249-7775, by fax, hand, online or by mail in accordance with the instructions set out in the form of Proxy and Management Proxy Circular.

BY ORDER OF THE BOARD OF DIRECTORS

"John Icke"

Director, President and Chief Executive Officer

May 14th, 2012
Vancouver, British Columbia