RESINCO CAPITAL PARTNERS

DATE

This management's discussion and analysis ("MD&A") of the results of operations of Resinco Capital Partners Inc. ("Resinco" or the "Company") for the year ended December 31, 2012, should be read in conjunction with the annual financial statements for the year ended December 31, 2012 ("Financial Statements"), as prepared in accordance with Canadian Generally Accepted Accounting Principles ("GAAP"). All amounts presented in this MD&A are in accordance with GAAP except as otherwise indicated, and are presented in thousands of Canadian dollars except for earnings and loss per share numbers or unless otherwise indicated.

The effective date of this MD&A is March 27, 2013.

NATURE OF OPERATIONS

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

Resinco trades on the Toronto Stock Exchange ("TSX") under the ticker symbol: "RIN". The Company's head office is in Vancouver, Canada.

OVERALL PERFORMANCE

For the year ended December 31, 2012 the TSX Venture index recorded a decrease of 17% compared with a 35% decrease in 2011. During the same period the Company's portfolio experienced a 1% value increase compared to a 68% value decrease in 2011. At year end the value of the portfolio was $9,242 compared to $9,197 in 2011, a net increase of $45. The increase in the fair value of the portfolio in 2012 was primarily due to an increase in value of the Woulfe Mining Corp. shares, the receipt of shares of Pembrook Mining Corp. a private company in settlement of debt, all off-set by the sale of a number of securities in the portfolio during the year

For fiscal 2012, the Company recorded a net loss of $366 or $0.00 per share, compared to net loss of $18,761 or $0.15 per share in 2011.

OUTLOOK

Resinco is focused on early-stage investment opportunities and is primarily focused on mineral resources. The Company recognizes two enterprise value enhancers; (1) the transition from private to public assets, and; (2) investing in assets which have been over-looked and have not realized their latent potential.

This strategy resulted in increases in the value of the Company's portfolio between 2009 and 2010, and reflected the general rise in commodity prices in 2009 and 2010. Though the global economy was showing increased signs of strength in the first quarter of 2012, the ongoing financial issues in the European Union, the United States recessionary trends, and the compression on all commodity streams, have continued to adversely affect all publicly traded entities, specifically those in the natural resource sector throughout 2012 and to the date of this MD&A. Throughout 2012, capital raising activities continued to be very constrained for the early stage mineral exploration companies resulting in minimal fundings being fully and successfully subscribed.

The TSX Venture Exchange, being the representative equities market on which most of the Company's publicly traded early-stage resource investments are listed, declined 35% in 2011 and a further 17% in 2012.

During the fourth quarter of 2012, the Company introduced a broad range of initiatives to reduce costs and streamline its corporate administration organization. The strategic business decision to outsource 'back-office" functionality was driven by a need to lower operating costs due to the depressed state of the junior resource market sector in which Resinco operates. The Company no longer provides corporate services to any of its early stage investee companies. The Chief Executive Officer has reduced his fees by 45% to reflect the need for costs savings to occur in all areas of the business. Reduced salaries and fees,

and outsourcing company finance and corporate compliance functions is expected to result in an annualized net reduction in costs of up to $1.2 million a year or approximately 70% of 2012 operating expense costs of $1.73 million.

Given the depressed market for funding early stage exploration investments the Company has curtailed new project evaluation and has disbanded its technical advisory board.

With the exception of Woulfe Mining Corp., one of the Company's largest investments, there has been a significant downturn in project advancement in Resinco's portfolio companies as junior natural resource companies protect their cash reserves.

INVESTMENTS SUMMARY

	December 31, 2012		**December 31, 2011**	
	Cost	**Fair value**	**Cost**	**Fair value**
Public Company Investments	$ 14,174	$ 8,714	$ 21,810	$ 9,177
Private Company Investments	2,540	528	6,547	20
Total	$ 16,714	$ 9,242	$ 28,357	$ 9,197

As at December 31, 2012, the Company held public company investments with a fair value of $8,714 compared to $9,177 at the end of 2011, a decrease of 5%. In 2012, the Company sold investments for proceeds of $2,379 (2011 - $5,413) and purchased investments totalling $365 (2011 - $2,847).

As at December 31, 2012, the Company held investments in private companies with a fair value of $528, compared to $20 at the end of 2011. During the year ended December 31, 2012, the Company received 320,000 shares in Pembrook Mining Corp. ("Pembrook") at a fair value of $452 in partial settlement of a related party debt. Management continues to closely monitor the private company investments and has recorded fair value adjustments where considered appropriate.

At December 31, 2012, the cost base of the public and private investments was $16,714 compared to $28,357 at the end of 2011. The excess of cost over fair value at year-end was $7,472, representing a 45% unrealized loss, whereas at December 31, 2011, the excess of cost over fair value was $19,160 representing an unrealized loss of 68%.

RESULTS FROM OPERATIONS

The Company's net realized loss on disposal of investments in 2012 was $10,401 compared to a net realized gain on disposal of investments of $1,526 in 2011. On disposals of investments, the unrealized changes in the values of investments from previous years are included in the realized gain or loss of each year. In the current year ended December 31, 2012, $6,509 from prior years increased the $3,892 realized loss to $10,401. In the comparative year ended December 31, 2011, $760 from prior years reduced the $2,286 realized gain to $1,526.

In 2012, the Company received $2,379 (2011 - $5,413) proceeds from the sale of investments and purchased or acquired $365 (2011 - $2,847) of investments. The Company's performance mirrored the general sentiment of the commodities market in 2012, which saw commodity prices fluctuate throughout the year and fundraising for junior resource companies become very constricted.

Operating, general and administrative expenses decreased 12% in 2012 over 2011 to $1,730. In 2012 there was a 5% increase in consulting fees and a 5% increase in office and miscellaneous. Rent increased 48% as the Company subleased its premises (for which commissions applied) and rented new smaller office space. These increases were offset by the 100% decrease in investor relations as the Company did not participate in attending investor or trade conferences. Professional fees decreased by 20% despite the inclusion in the current year of $144 related to the settlement of a legal dispute stemming from activities in 2008. Salaries and benefits decreased 22% as the effects of the Company's cost saving initiatives begun in November 2012 were realized when all full-time employees were terminated and the corporate compliance and financial reporting services were out-sourced.

Due from related parties decreased in 2012 to $233 from $845 in 2011, a 72% decrease. The change was due to the following:

- As at December 31, 2011, there was $247 due from Cue Resources Ltd. ("Cue"). This was related to corporate services for fees of $189 that Resinco was providing to Cue as well as interest of $8 and a loan bonus of $50, both

related to the loan Resinco advanced to Cue. During the year ended December 31, 2012, Resinco continued to provide Cue corporate services until it was acquired by Uranium Energy Corporation ("UEC") in March 2012. In March 2012, $232, which was the outstanding amount due for corporate services, was settled through the issuance of 75,670 shares of UEC. The interest and loan bonus were also settled in shares of UEC. All UEC shares were sold during the year.

- As at December 31, 2012, there was $225 due from Teslin River Resources Corp. ("Teslin"). This was related to corporate services for fees of $170 that Resinco was providing to Teslin (2011 – $77) as well as interest of $15 (2011 – $6) and a loan bonus of $40 (2011 - $Nil), both related to the loan Resinco advanced to Teslin discussed below.

- On December 1, 2009, the Company and the former CEO signed a debt agreement in respect of the total amount owing of $421 for the recovery of personal indebtedness to the Company. The amount was due on demand, unsecured, and accrued interest at 5% as of December 1, 2010 and increased five percentage points each six months thereafter, until the interest rate is 60% per annum. During the current year, the Company settled the outstanding balance of $484 (principal and interest) through the receipt of $200 cash and 320,000 shares in Pembrook valued at $452. Within the same transaction, the Company assumed the former CEO's outstanding balance of $125 owed to Coral Rapids Minerals Inc., a private company owned 95% by Resinco. As a result of these agreements, the Company recorded a gain on settlement of due from related parties of $43.

Related party loan receivables increased in 2012 to $275 from $260 in 2011, a 6% increase. The change was due to the following:

- During the year ended December 31, 2012, the Company loaned Teslin $275. The amount is unsecured and bears interest at prime + 4%, compounded annually. A one-time administration fee of $25 and 300,000 bonus shares valued at $15 together with accrued interest on the loan are included in due from related parties. All amounts are due by December 31, 2014.

- During the year ended December 31, 2011, the Company loaned Cue $260 which was repaid during the year ended December 31, 2012. In addition, 1,000,000 bonus shares of Cue were issued to the Company at a value of $50, which were then converted to 19,500 shares of UEC. The accumulated interest of $13 was settled in 4,089 shares of UEC and the one-time administration fee of $25 was settled in 8,143 shares in UEC.

Accounts payable and accrued liabilities decreased in 2012 to $60 from $310 in 2011, an 81% decrease.

Due to related parties increased in 2012 to $959 from $856 in 2011, a 12% increase. Included in due to related parties are the following:

- A 2010 incentive payment is due to a company controlled by the Company's Chief Executive Officer of $731 (2011 - $750). The incentive payment of $964 was earned in 2010 and was payable in three equal instalments of $321 on April 30, 2011, December 31, 2011, and December 31, 2012. Interest at prime plus 2% applies on any amounts unpaid by April 30, 2011. Further interest applies if any instalment is not paid by the date payable, at a rate of prime plus 10% per annum for the first 6 months, prime plus 15% for the next 6 months and prime plus 20% for any period thereafter. The total incentive payment plus accrued interest must be repaid by December 31, 2013. During the year ended December 31, 2012, the Company made the final payment on the first instalment of $76 (2011 - $246). As at December 31, 2012, the amount outstanding relates to the second and third instalments plus accrued interest. The amount is still outstanding due to the adverse market conditions which have affected the junior resource sector.

- It is expected that Coral Rapids will be dissolved in 2013 and the $125 owed to Coral Rapids will be paid at that time when the majority of the cash, net of dissolution costs, will be immediately recovered by the Company as a shareholder on dissolution.

SELECTED ANNUAL INFORMATION

The Company's selected financial information for the past three fiscal years is as follows:

	Year ended December 31, 2012	Year ended December 31, 2011	Year ended December 31, 2010
Statement of operations			
Net revenues	$1,287	$(17,037)	$13,181
Income (loss) for the year	(366)	(18,761)	10,141
Income (loss) per share – basic and diluted	(0.00)	(0.15)	0.08
Balance sheet			
Total assets	10,161	10,606	29,439
Long-term debt	-	-	-
Dividends	-	-	-

SUMMARY OF QUARTERLY RESULTS

	Three months ended			
	December 31, 2012	September 30, 2012	June 30, 2012	March 31, 2012
Net revenues	$(1,048)	$2,498	$(6,408)	$6,245
Income (loss) for the period	(1,399)	1,987	(6,849)	5,895
Income (loss) per share – basic and diluted	(0.01)	0.02	(0.06)	0.05

	Three months ended			
	December 31, 2011	September 30, 2011	June 30, 2011	March 31, 2011
Net revenues	$(2,363)	$(2,106)	$(5,471)	$(7,097)
Income (loss) for the period	(2,856)	(2,383)	(5,919)	(7,603)
Income (loss) per share – basic and diluted	(0.02)	(0.02)	(0.05)	(0.06)

LIQUIDITY AND CAPITAL RESOURCES

At December 31, 2012, the Company had cash of $367, compared to $47 at December 31, 2011 and had investments valued at $9,242, compared to $9,197 at December 31, 2011. Net cash used in operating activities for the year ended December 31, 2012 was $1,721 (2011 - $2,352) and the net cash received from investing activities was $2,041 (2011 - $2,174). Funding for the Company's operations is generated from the sale of investments in its portfolio and, to a lesser extent, was earned by providing shared corporate and financial reporting services to investee public and private companies. Total service revenues decreased in 2012 to $189 from $392, as the Company stopped providing these services as of the last quarter of 2012. Most of the value of the portfolio of investments is comprised of publicly traded companies, offering greater liquidity than investments in private companies. The Company holds significant positions in several public companies and their average trading volumes determine the individual liquidities of the investments. As a whole, the Company's diverse investments provide sufficient liquidity to support the continuing operations of the Company.

Management believes its resources are more than sufficient to meet the Company's ongoing overhead requirements, however the Company does owe a company controlled by the Company's CEO $731, which is due to be paid on or before December 31, 2013.

As of the date of this MD&A, the Company had 123,019,885 common shares issued and outstanding. There are stock options outstanding that are not "in-the-money".

FOURTH QUARTER

The Company began the fourth quarter with $30 cash. During the fourth quarter the Company expended $410 in operating costs and recovered $747 from investing activities to end the quarter and the year with $367 cash.

CONTRACTUAL OBLIGATIONS

The Company has obligations under an operating lease for offices in Vancouver, B.C. until 2016 as described in the notes to the Financial Statements. This office has been sub-leased and Resinco expects to recover 100% of the lease payments over the term of the lease. The Company has also leased an office in Vancouver in an office-sharing arrangement for the CEO.

RELATED PARTY TRANSACTIONS

Related party transactions not disclosed elsewhere in this MD&A are as follows:

(a) During the year ended December 31, 2012, the Company received or accrued corporate services revenue of $179 (2011 - $209) and interest and loan income of $96 (2011 – $136) from investee companies and the former CEO.

(b) During the year ended December 31, 2012, the Company paid or accrued consulting fees of $280 (2011 - $280) to a company controlled by the CEO, $63 (2011 - $18) to a company controlled by a director and $134 (2011 - $158) to a company controlled by the former CFO.

(c) During the year ended December 31, 2012, the Company paid or accrued professional fees of $16 (2011 - $Nil) to a company controlled by the current CFO.

(d) During the year ended December 31, 2012, the Company paid or accrued interest of $71 (2011 - $31) to a company controlled by the CEO.

(e) The Company has a committed obligation, effective January 1, 2008, whereby the Board of Directors and corporate officers have the option to collectively participate in up to 20% of any founding stock in all new private company investments.

Transactions with related parties were conducted and recorded at the exchange amount at the time of the transaction.

CRITICAL ACCOUNTING ESTIMATES

The preparation of financial statements in conformity with Canadian GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the period. Estimates are based upon historical experience and various other assumptions that are believed to be reasonable under the prevailing circumstances. These estimates, as described below, are evaluated on a regular basis and provide the foundation for making judgments regarding the carrying values of assets and liabilities and the reported amount of revenue and expenses. Actual results could differ materially from those estimates.

Stock-based compensation

Management uses the Black-Scholes option pricing model to estimate the fair value of each stock option at the date of grant. The value of stock options granted to employees, directors and consultants is recorded as stock-based compensation expense and credited to contributed surplus. The value of any stock options issued as compensation for private placements and other financings is recorded as share issue costs and credited to contributed surplus. Any consideration received from the exercise of stock options is credited to share capital and the appropriate amount of the options' fair value is reallocated from contributed surplus to capital stock.

Income Taxes

The Company follows the liability method of accounting for income taxes. Under this method, the estimated income taxes payable for the current period are recognized. Future income tax assets and liabilities are recognized when a temporary difference between the tax basis and the accounting basis of an asset and/or liability exists. Future income tax assets and liabilities are recorded using enacted or substantively-enacted tax rates. Future income tax assets are recognized only to the extent that their realization is considered more likely than not.

Investments

At the end of each financial reporting period, the Company's management estimates the fair value of its investments based on the criteria below and records such valuations in the financial statements.

(i) Public Investments

1) Securities, including shares, options and warrants which are traded on an active market, such as on a recognized securities exchange and for which no sales restrictions apply, are presented at fair values based on quoted closing bid prices at the balance sheet date. These are included in Level 1.

2) Securities which are traded on a recognized securities exchange but which are escrowed or otherwise restricted as to sale or transfer are recorded at amounts discounted from market value to a maximum of 10%. In determining the discount for such investments, the Company considers the nature and length of the restriction. These are included in Level 2.

3) For options and warrants which are not traded on a recognized securities exchange, no market value is readily available. When there are sufficient and reliable observable market inputs, a valuation technique is used; if no such market inputs are available or reliable, the options and warrants are valued at intrinsic value, which is equal to the higher of the closing bid price at the balance sheet date of the underlying security less the exercise price of the option or warrant, and zero. These are included in Level 2.

(ii) Private Investments

All investments in private companies, other than options and warrants, are initially recorded at cost, being the fair value at the time of acquisition. Thereafter, at each reporting period, the fair value of an investment may, depending upon the circumstances, be adjusted using one or more of the valuation indicators described below. These are included in Level 3. Options and warrants of private companies are carried at nil.

The determinations of fair value of the Company's investments in private companies at other than initial cost are subject to certain limitations. Financial information for private companies in which the Company has investments may not be available or, if available, that information may be limited and/or unreliable. Use of the valuation approach described below may involve uncertainties and determinations based on management's judgment and any value estimated from these techniques may not be realized or realizable.

The following circumstances are used to determine if the fair value of an investment in a private company should be adjusted upward or downward at the end of each reporting period. In addition to the events described below, which may affect a specific investment, management will take into account general market conditions when valuing the Company's investments. Absent the occurrence of any of these events, or any significant change in general market conditions, the fair value of the investment is left unchanged.

The fair value of an investment in a private company may be adjusted upward if:

1) There has been a significant subsequent equity financing provided by outside investors at a valuation above the current fair value of the investee company. In this instance, the fair value of the investment is adjusted to the value at which the financing took place; or

2) There has been significant corporate, political, operating and/or economic events affecting the investee company that, in management's opinion, have a positive impact on the investee company's prospects and, therefore, its fair value.

The fair value of an investment in a private company may be adjusted downward if:

1) There has been a significant subsequent equity financing provided by outside investors at a valuation below the current fair value of the investee company. In this instance, the fair value of the investment is adjusted to the value at which the financing took place; or

2) The investee company is placed into receivership or bankruptcy; or

3) Based on financial information received from the investee company it is apparent to management that the investee company is unlikely to be able to continue as a going concern; or

4) There has been significant corporate, political, operating and/or economic events affecting the investee company that, in management's opinion, have a negative impact on the investee company's prospects and, therefore, its fair value.

In the circumstances where general market conditions so warrant, an adjustment to the fair value of an investment will be based on management's judgment and any value estimated may not be realized and may differ from values that might be determined if a ready market existed.

Transaction costs incurred in the purchase and sale of investments, such as brokerage commissions, are recorded as an expense in the statements of operations. Purchases and sales of securities are accounted for on a trade-date basis.

The Company also incurs costs to investigate certain early stage projects and other potential investment opportunities to determine whether an investment will be made. These costs are expensed as incurred.

Revenue recognition

Security transactions are recorded on a trade-date basis. Realized gains and losses on the disposal of investments and unrealized gains and losses in the fair value of investments are reflected in the statement of operations and are calculated on an average-cost basis. Upon disposal of an investment, previously recognized unrealized gains or losses are reversed, so as to recognize the full realized gain or loss in the period of disposition.

Interest and loan income is recorded on an accrual basis when reasonable assurance exists regarding measurement and collectability.

Revenue for corporate services is recognized when persuasive evidence of an arrangement exists, services have been rendered, the price is fixed or determinable and collectability is reasonably assured.

Loan impairment

Loans are accounted for at their face value net of any allowance for loan impairment. When a loan is deemed to be impaired, its carrying amount is reduced to its estimated realizable amount which is measured by discounting expected future cash flows at the effective interest rate inherent in the loans, if such future cash flows can be reasonably estimated. Otherwise the net realizable amount is measured as the net recoverable value of any security pledged as collateral for the loan. The amount initially recognized as impairment, together with any subsequent change, is charged to the allowance for loan impairment. A write-off of the loan will occur when the loan is believed to have no reasonable expectation of collectability. Loan impairments are reversed if the conditions that gave rise to the impairment are no longer present and it is determined that the loan is no longer impaired as a result.

TRANSITION TO NEW FINANCIAL REPORTING FRAMEWORK

Canadian publicly listed enterprises were required to adopt International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB") and Interpretations of the International Financial Reporting Interpretations Committee ("IFRIC") in replacement of GAAP on January 1, 2011. This transition would have required the Company to present its financial statements under IFRS starting with its first quarterly report dated March 31, 2011, with restated comparative information for the comparative quarter of March 31, 2010, also under IFRS. The Company elected to defer the date of adoption of IFRS until no later than January 1, 2014. This election is permitted by the Canadian Accounting Standards Board ("AcSB") and applies to Investment Companies and Segregated Accounts of Life Insurance Enterprises. The decision is in response to the IASB's announcement in late 2010 that its Investment Company project is delayed. The current rules under IFRS are inconsistent with the rules followed by the Company pursuant to AcG-18 under GAAP. The conversion to IFRS will impact the Company's accounting policies and financial reporting systems. The transition may also impact certain business processes, accounting for contractual agreements and compensation arrangements.

In respect of IFRS work done to date, and with the exception of the IASB investment accounting policies, management believes that the differences will not have a material impact on the Company's reported results and financial position. The Company expects that most adjustments required upon transition to IFRS will be made retrospectively against opening retained earnings, and shown on the first comparative balance sheet. IFRS 1, "First Time Adoption of International Financial Reporting Standards" provides entities which are adopting IFRS for the first time with a number of optional exemptions and mandatory exceptions to certain of the IFRS requirements for retrospective application of IFRS. The Company has analyzed the various choices and will implement those which are determined to be most appropriate to the Company's particular circumstances. Management believes that the differences will not have a material impact on the Company's financial position and results of operations.

FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

Financial instruments

i) Classification

Financial instruments of a company are classified into one of five categories: held-for-trading, held-to-maturity, loans and receivables, available-for-sale and other financial liabilities. All financial instruments are measured at fair value at initial recognition. Subsequent to initial recognition, loans and receivables, held-to-maturity investments and other financial liabilities are measured at amortized cost, held-for-trading financial assets are measured at fair value with changes in fair value recognized in the statement of operations, and available-for-sale financial instruments are measured at fair value with changes in fair value recorded in other comprehensive income until the change in value is realized or the instrument is derecognized or impaired.

The Company has classified its cash and restricted cash as held-for-trading. The accounting method for the Company's investments under AcG-18 is consistent with the held-for-trading classification as investments are accounted for at fair value with changes in fair value recognized in the statement of operations. Accounts receivable, due from related parties, loan receivable and related party loan receivables are classified as loans and receivables and are initially measured at fair value and subsequently measured at amortized cost with a reduction for an allowance for doubtful accounts or a provision for impairment, if necessary. Accounts payable and accrued liabilities and due to related parties are classified as other financial liabilities.

ii) Fair value

The Company has determined the fair value of its financial instruments as follows:

a. The carrying values of cash, restricted cash, accounts receivable, due from related parties, accounts payable and accrued liabilities, and due to related parties in the balance sheets approximate their fair values due to the short-term nature of these instruments.

b. The carrying value of loan receivable and related party loan receivables approximates its fair value as the amounts presented are stated net of an impairment provision.

c. Fair value of investments is determined as disclosed in Note 2(a) to the Financial Statements.

d. The Company does not have any other comprehensive income (loss) components and, as such, comprehensive income (loss) is equal to net income (loss).

The Company's financial instruments recorded at fair value require disclosure about how the fair value was determined based on significant levels of inputs described in the following hierarchy:

Level 1 - Quoted prices are available in active markets for identical assets or liabilities as of the reporting date. Active markets are those in which transactions occur in sufficient frequency and value to provide pricing information on an ongoing basis.

Level 2 - Pricing inputs are other than quoted prices in active markets included in Level 1. Prices in Level 2 are either directly or indirectly observable as of the reporting date. Level 2 valuations are based on inputs including quoted forward prices for commodities, time value and volatility factors, which can be substantially observed or corroborated in the market place.

Level 3 - Valuations in this level are those with inputs for the asset or liability that are not based on observable market data.

The financial instruments measured at fair value on the Company's balance sheet are classified as follows:

December 31, 2012	**Level 1**	**Level 2**	**Level 3**	**Total**
Assets				
Cash	$ 367	$ -	$ -	$ 367
Restricted cash	$ 29	$ -	$ -	$ 29
Investments	$8,689	$25	$528	$9,242

December 31, 2011	**Level 1**	**Level 2**	**Level 3**	**Total**
Assets				
Cash	$ 47	$ -	$ -	$ 47
Restricted cash	$ 29	$ -	$ -	$ 29
Investments	$8,775	$402	$20	$9,197

During the year ended December 31, 2012, $250 of the investments which were held in Level 2 as at December 31, 2011 were transferred out to Level 1 as the shares were no longer restricted.

The following table reconciles the Company's Level 3 fair value measurements from December 31, 2011 to December 31, 2012:

	Level 3 Investments	
	December 31, 2012	December 31, 2011
Balance at beginning of the year	$ 20	$ 108
Acquired	452	50
Realized losses	-	(764)
Unrealized gains	76	626
Transferred out to level 1	(20)	-
Balance at end of the year	$ 528	$ 20

During the year ended December 31, 2012, the investments which were held in Level 3 as at December 31, 2011, were transferred to Level 1. The transfer was due to the investee going public during the year.

Risk management

The Company is or may be subject to certain risks including interest rate risk, currency risk, credit risk and market risk. Risk management strategies may expose the Company to further gains or losses, but serve to stabilize future cash flows, reduce the volatility of operating results and increase overall financial strength.

Interest rate risk

The Company has loans receivable and, therefore, may be subject to interest rate risk. Management believes the exposure to the interest rate risk is immaterial given the size of the loans outstanding and the current low global interest rate environment. This risk is further mitigated by fixing interest rates at the inception of the loans where possible.

Currency risk

The Company has foreign investments and is therefore subject to currency risk. Management believes these investment and transaction amounts are not significant and there are no material foreign currency commitments. The currency risk is therefore manageable and not significant. The Company does not currently use any derivative instruments to reduce its exposure to fluctuations in foreign currency exchange rates.

Credit risk

Credit risk is the risk associated with the inability of a third party to fulfil its payment obligations. The Company is exposed to the risk that third parties that owe money or securities in connection with services provided, or for other purposes, will default on their underlying obligations.

Prior to accepting any service engagement or providing any loan, the Company assesses future recoverability by examining the entities' financial conditions, properties and assets, business development activities and management. The Company manages its exposure to credit risk by reviewing the outstanding balances on an ongoing basis, monitoring the amount attributable to each counterparty and the length of time taken for amounts to be settled. Where necessary, management takes appropriate action to follow up on those balances considered overdue.

Credit risk encompasses the default risk of the counterparties. As at December 31, 2012, the Company was owed $508 from related parties.

The Company is exposed to credit risk on accounts receivable, due from related parties, loan receivable, and related party loan receivables from investee companies. Management has determined that the maximum exposure to losses is equal to $508 in 2012 (2011 - $1,241).

Liquidity risk

Liquidity risk is the risk that the Company will have insufficient cash resources to meet its financial obligations as they become due. The Company's liquidity and operating results may be adversely affected if the Company does not have access to the capital markets, whether as a result of a downturn in general market conditions or related to matters specific to the Company, or if the value of the Company's investments decline, resulting in lower proceeds and/or losses on disposition. The Company generates cash flows primarily from the disposition of its investments and from its financing activities. The Company's investments focus on early-stage natural resource and renewable energy companies which can at times be relatively illiquid and if the Company decides to dispose of certain securities, it may not be able to do so at favourable prices at that time, or at all. However, the Company has sufficient marketable securities which are freely tradable and relatively liquid to fund its obligations as they become due under normal operating conditions such that, in the absence of overall market disruptions or exceptional circumstances, liquidity risk can be minimized.

Market risk

Market risk is the risk that the fair value of, or future cash flows from, the Company's financial instruments will significantly fluctuate due to changes in market prices. The value of the financial instruments can be affected by changes in interest rates, foreign exchange rates and equity and commodity prices. The Company is exposed to market risk in trading its investments and unfavourable market conditions could result in dispositions of investments at less than favourable prices. The Company's investments are primarily concentrated in the natural resource industry, which results in exposure to higher volatility than broader market investments and indexes. The Company's investments are accounted for at fair value and are sensitive to changes in market bid prices, such that changes in market prices result in a proportionate change in the carrying value of the Company's investments. A 10% change in the fair values of the Company's investments at December 31, 2012, would have a $924 (2011 - $920) impact on net income.

Concentration risk

The Company is subject to concentration risk due to the nature of the Company's operations as an investment company and the number of investments held in the portfolio which consists primarily of early-stage natural resource and renewable energy companies and their related technologies. As a result, the investment portfolio is directly exposed to the risks associated with companies operating in this industry sector.

As at December 31, 2012, approximately 97% (2011 - 95%) of the fair value of the Company's investment portfolio consisted of investments in five companies with the largest single investment comprising 80% (2011 - 53%) of the total portfolio value.

OUTSTANDING SHARE DATA

As of the date of this MD&A, the Company had the following outstanding securities:

	Common shares issued and outstanding	Stock options
Balance, December 31, 2012	123,019,885	7,398,000
Forfeited	-	(717,000)
Balance, as at the date of this MD&A	123,019,885	6,681,000

CAUTIONARY NOTE REGARDING FORWARD-LOOKING INFORMATION

Statements in this MD&A 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. 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 MD&A 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.

DISCLOSURE CONTROLS AND PROCEDURES AND INTERNAL CONTROLS OVER FINANCIAL REPORTING

Disclosure Controls and Procedures

The Company is required to review and report on the effectiveness of its disclosure controls and procedures ("DC&P") in accordance with National Instrument 52-109, "Certification of Disclosure in Issuers' Annual and Interim Filings", ("NI52-109") issued by the Canadian Securities Administrators. NI 52-109 requires a Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO") to certify that they are responsible for establishing and maintaining DC&P for the issuer, that DC&P have been designed and are effective in providing reasonable assurance that material information relating to the issuer is made known to them, that they have evaluated the effectiveness of the issuer's DC&P and that their conclusions about the effectiveness of those DC&P at the end of the period covered by the relevant annual filings have been disclosed by the issuer.

Management, including the CEO and CFO, has evaluated the design of the Company's DC&P as at December 31, 2012, and has concluded that the DC&P are effective in ensuring that information required to be disclosed by the Company in its corporate filings is recorded, processed, summarized and reported within the required time period for the period then ended.

A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that its objectives are met. Due to inherent limitations in all such systems, no evaluations of controls can provide absolute assurance that all control issues within a company have been detected. In addition, the design of any system of control is based upon certain assumptions about the likelihood of future events and there can be no assurance that any design will succeed in achieving its stated goals under all future events, no matter how remote, or that the degree of compliance with the policies or procedures may not deteriorate. Accordingly, the Company's DC&P are effective in providing reasonable, not absolute, assurance that the objectives of itsdisclosure control system have been met.

Internal Controls over Financial Reporting

NI 52-109 also requires CEOs and CFOs to certify that they are responsible for establishing and maintaining internal controls over financial reporting ("ICFR") for the issuer, that the ICFR have been designed and are effective in providing reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements in accordance with GAAP, and that the issuer has disclosed any changes in its internal controls during its most recent interim period that has materially affected, or is reasonably likely to materially affect, its ICFR.

The design and operating effectiveness of the Company's ICFR were evaluated by management in accordance with "Internal Controls over Financial Reporting – Guidance for Smaller Public Companies", as published by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO"), and NI 52-109, as at December 31, 2012. The Company's management has not identified in their review any weaknesses that have materially affected, or are reasonably likely to materially affect, Resinco's ICFR. Based on this evaluation, management has concluded that the Company's ICFR are effective in providing reasonable assurance that its financial reporting is reliable and its financial statementsare prepared in accordance with GAAP.

Other than the recent change in management, there were no changes in the Company's ICFR that, in the view of the Company's management, occurred during the year endedDecember 31, 2011or up to the date of this report that have materially affected, or are reasonably likely to materially affect, the Company's ICFR.

RESINCO CAPITAL PARTNERS

RISKS AND UNCERTAINTIES

The business of investing primarily in resource exploration and development companies involves a high degree of risk. The Company's portfolio is highly concentrated in this sector, which is exposed to above average cyclical fluctuations due to economic conditions, commodity supply/demand imbalances and global political factors. Development stage companies in this sector focus on early-stage resource properties, and few of those properties explored are ultimately developed into commercial operations. At present, none of the Company's investments are in companies that are in commercial operations, and therefore do not internally generate any cash flows to support their operations. Thus, they are reliant on raising additional financing through debt or equity issuances to continue their operations and develop their properties.

The Company's investments are also exposed to title risks, environmental and insurance risks, as well as political and environmental instability. The business of investing in public companies exposes the Company to the inherent risk of unusual market fluctuations.

Other risks facing the Company include competition, which can either increase costs or reduce the number of attractive opportunities, reliance on third parties (such as brokerage houses and securities clearing houses), statutory and regulatory requirements and uncertainty of additional financing. As the Company generates the majority of its income from the proceeds of disposition of its investments, the volatility of the sector could impact the availability and quantity of cash flows available. The Company does not use any derivative instruments to reduce its exposure to fluctuations in foreign currency exchange rates.

Information concerning risks specific to the Company and its industry, which are required to be included in this MD&A are incorporated by reference to the Company's AIF, in the section entitled "Description of the Business – Risk Factors".

ADDITIONAL INFORMATION

Additional information is available on SEDAR at www.sedar.com, or by contacting the Company's head office at Suite 1500 – 885 West Georgia Street, Vancouver BC, Canada V6C 3E8, by telephone at 604-696-6516 or by emailing the Company at info@resincocp.com.