



ANNUAL INFORMATION FORM

of

RESINCO CAPITAL PARTNERS INC.

For the financial year ended December 31, 2012

Dated March 27, 2013

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Preliminary Notes

This Annual Information Form (“AIF”) 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.

Throughout this AIF, Resinco Capital Partners Inc. is referred to as the “Company”. All information contained herein is as at December 31, 2012, unless otherwise stated.

Cautionary Statement Regarding Forward-Looking Information

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.

Cautionary Statement Regarding References to 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 Generally Accepted Accounting Principles (“GAAP”) and therefore may not be comparable to similar measures presented by other companies.

Reporting Currency

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

CORPORATE STRUCTURE

Names 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 Company 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".

The head office and principal address of the Company is located at Suite 1500, 885 West Georgia Street, Vancouver, B.C., V6C 3E8. 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.

Intercorporate Relationships

As at the Company's most recent financial year-end, ended December 31, 2012, the Company has no subsidiaries.

GENERAL DEVELOPMENT OF THE BUSINESS

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.

Financings

The Company did not raise equity financing in the last three financial years.

Investments

The Company completed the following significant investment acquisitions during fiscal 2012:

- 707,500 common shares of Lions Gate Metals Inc. at prices between \$0.40 and \$0.67 per share.
- 320,000 common shares of Pembroke Mining Corp., a private company, at a value of \$452,000 through a debt settlement agreement.

The Company completed the following significant investment dispositions during fiscal 2012:

- 253,000 common shares of Mesa Exploration Corp., at an average gross proceeds of \$0.23 per share.
- 1,077,000 common shares of Salmon River Resources Ltd., at an average gross proceeds of \$0.27 per share.

- 265,000 common shares of Shoal Point Energy Ltd., at an average gross proceeds of \$0.31 per share.
- 195,000 common shares of Tanzania Minerals Corp., at an average gross proceeds of \$0.24 per share.
- 516,614 common shares of Uranium Energy Corp. (formerly Cue Resources Ltd.), at an average gross proceeds of \$2.50 per share, which amount includes the 148,028 common shares purchased by or issued to Resinco during the year.
- 1,929,000 common shares of Woulfe Mining Corp., at an average gross proceeds of \$0.31 per share.

For the year ended December 31, 2012 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 \$9,242,000 compared to \$9,197,000 in 2011, a net increase of \$45,000. The slight increase in the fair value of the securities in 2012 was due to the increase in value of the Company's Woulfe Mining Corp. shares off-set by the sale of a number of its securities during the year.

The Company completed the following significant investment acquisitions during fiscal 2011:

- 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 fiscal 2011:

- 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. During the same period the Company's portfolio experienced a 68% value decrease compared to a 68% value increase in 2010. At year end the value of the portfolio was \$9,197,000 compared to \$28,428,000 in 2010, a net reduction of (\$19,231,000). 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.

The Company completed the following significant investment acquisitions during fiscal 2010:

- 100,000 shares of Altus Agritech Inc. a bio mass project in Columbia at a deemed price of \$1.00 per share as part of a debt conversion;
- 1,595,400 shares of Cue Resources Ltd. in April, 2010 are part of a debt conversion; 500,000 bonus shares at a deemed price of \$0.10 per share as per a loan agreement entered into in May 2010 and in November, it acquired 4,285,715 units at \$0.07 per unit, each unit consisting of one common shares and one share purchase warrant at an exercise price of \$0.12 per warrant, exercisable until November 3, 2012;
- 1,233,333 shares of Salmon River Resources Ltd. through two non-brokered private placements;
- 1,143,000 units of Source Exploration Corp. at a price of \$0.175 per unit. Each unit consists of one common share and one-half share purchase warrant. Each whole share purchase warrant entitles the holder to purchase a further common share for a period of twenty-four months from the date of closing at a price of \$0.30 per common share;
- 4,000,000 units of Galena Capital Corp. at a price of \$0.05 per unit. Each unit consists of one common share and one-half share purchase warrant. Each whole share purchase warrant entitles the holder to purchase a further common share for a period of two years from the date of closing at a price of \$0.15 per common share subject to the Company's right to accelerate the term of the warrant if the volume-weighted average trading price of the Company's common shares on the TSXV exceeds \$0.30 for ten consecutive trading days at any time after September 21, 2010;
- 312,500 units of Lions Gate Metals Inc. at a price of \$0.80 per unit. Each unit consists of one common share and one-half share purchase warrant. Each whole share purchase warrant entitles the holder to purchase an additional common share for a period of five years from the date of closing at a price of \$1.00 per common share;
- 1,000,000 units of Teslin River Resources Corp. at a price of \$0.05 per unit. Each unit consists of one common share and one half of one share purchase warrant, with each such whole share purchase warrant entitling the holder the acquire an additional common share of company at a price of \$0.10 per share for a period of one year;
- 1,666,667 units of Terreno Resources Corp. at a price of \$0.15 per unit. Each unit consists of one common share and one share purchase warrant, with each share purchase warrant entitling the holder to acquire an additional common share of the company at a price of \$0.20 per share for a two year period;
- 1,500,000 units of Pacific Coast Nickel Corp. at a price of \$0.07 per unit. Each unit consists of one common share of the company and one share purchase warrant. Each warrant entitles the holder to purchase one additional common share of the company at a price of \$0.10 per share for a 2 year period;

For the year ended December 31, 2010 TSX Venture index recorded an increase of 50% compared to a 91% increase in 2009. During the same period the Company's portfolio experienced a 68% value increase compared to a 79% increase in 2009. At year end the value of the portfolio was \$28,428,000 compared to \$16,890,000 in 2009, a net increase of \$11,538,000. The significant increase in the fair values of the securities in 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.

DESCRIPTION OF THE BUSINESS

General

The Company is a global investment company which specializes in providing early-stage financing to private and public junior exploration and mining companies engaged in the hard rock minerals, precious metals, rare-earth minerals, oil, gas, water and renewable energy markets. 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 Company's investment committee (the "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 TSXV's CPC Program, as permitted by the TSXV, 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 and maintain 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.

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

In November 2012, the Company introduced a number of initiatives to reduce costs and streamline its corporate administration organization and cost structure including terminating its entire full-time staff and outsourcing these functions. As of December 31, 2012, the Company had no employees. Certain officers of the Company are consultants to the Company and not employees.

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 24.8% 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.

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.

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.

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.

MARKET FOR SECURITIES

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

Trading Price and Volume

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 TSX (stated in Canadian dollars):

Month	High	Low	Volume
December 2012	\$ 0.050	\$ 0.040	90,954
November 2012	\$ 0.045	\$ 0.035	117,849
October 2012	\$ 0.045	\$ 0.030	55,910
September 2012	\$ 0.050	\$ 0.020	283,898
August 2012	\$ 0.030	\$ 0.020	201,633
July 2012	\$ 0.040	\$ 0.025	95,448
June 2012	\$ 0.045	\$ 0.035	118,584
May 2012	\$ 0.060	\$ 0.040	45,687
April 2012	\$ 0.065	\$ 0.045	110,030
March 2012	\$ 0.090	\$ 0.055	292,970
February 2012	\$ 0.085	\$ 0.045	318,216
January 2012	\$ 0.060	\$ 0.040	72,788

Prior Sales

At December 31, 2012, the Company had 7,398,000 incentive stock options outstanding under the Company's Stock Option Plan, of which 6,608,000 were vested. Each vested option is exercisable for one common share in the capital of the Company.

During the year ended December 31, 2012, the Company issued the following non-trading securities (stock options):

Date	Type of Transaction	Number and Type of Securities	Price	Proceeds
March 15, 2012	Grant of Options	150,000 Stock Options	\$0.06	N/A
June 12, 2012	Grant of Options	130,000 Stock Options	\$0.04	N/A
July 25, 2012	Grant of Options	250,000 Stock Options	\$0.035	N/A

DIRECTORS and OFFICERS

Name, Occupation and Security Holding

The name, province or state, and country of residence, position or office held with the Company and principal occupation for the immediately preceding five years of each of the directors and executive officers of the Company are as follows:

Name, Province and Country of Residence and position ⁽¹⁾	Principal Occupation for Past Five Years ⁽¹⁾	Director/ Officer Since
Hein Poulus ⁽³⁾⁽⁴⁾⁽⁵⁾ <i>Chairman, Director</i> <i>British Columbia</i> <i>Canada</i>	Lawyer, Partner with Stikeman Elliott LLP.	August 2005
John Icke ⁽⁴⁾⁽⁵⁾ <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
Ronald Shorr ⁽²⁾⁽³⁾⁽⁵⁾ <i>Director</i> <i>New York, USA</i>	Mining Consultant from 1990 to present, CEO of Maudore Minerals Ltd. from August 2004 to July 2012.	August 2005
Alexander Poulus ⁽²⁾⁽⁴⁾ <i>Director</i> <i>British Columbia</i> <i>Canada</i>	Retired Banking Executive with TD Canada Trust until September 2006.	June 2009
Michael Hitch ⁽²⁾⁽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
Doris Meyer <i>CFO & Corporate</i> <i>Secretary</i> <i>British Columbia</i> <i>Canada</i>	Principal of Golden Oak Corporate Services Ltd. from 1996 to Present; CFO of Resinco Capital Partners Inc., since November 2012.	November 2012

- (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) Member of Audit Committee.
- (3) Member of Compensation Committee.
- (4) Member of Corporate Governance and Nominating Committee.
- (5) Member of Investment Committee.

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

As of the December 31, 2012, all of the directors and officers of the Company, as a group, beneficially own, directly or indirectly, or exercise control over 30,542,370 common shares representing 24.8% of the Company's 123,019,885 common shares issued and outstanding.

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.

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 TSXV 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 TSXV 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 AIF. *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.

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".

AUDIT COMMITTEE

Audit Committee Charter

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. All members are considered to be financially literate. Dr. Hitch is paid consulting fees to his company Treswell Renewable Energy Limited as a senior technical services advisor from time to time.

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 was Chairman of the Board, CEO and CFO of Maudore Minerals Ltd., listed on the TSXV, from August 2004 to July 2012. He serves as a director and on the Audit Committee of European Uranium Resources Ltd. and in March 2013 he joined the advisory board of Gespeg Copper Inc., listed on the TSXV.

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.

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 exemptions in National Instrument 52-110:

- (a) section 2.4 (de minimis non-audit services)
- (b) section 3.2 (initial public offerings)
- (c) section 3.4 (events outside control of member)
- (d) section 3.5 (death, disability or resignation of audit committee member)
- (e) an exemption from NI Instrument, in whole or in part, granted under Part 8 (exemptions)
- (f) section 3.8 (acquisition of financial literacy)

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.

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 Grant Thornton LLP and PricewaterhouseCoopers LLP, to the Company to ensure auditor independence. Third party fees billed for audit services included in the last two fiscal years are outlined below:

Nature of Services	Fees Billed by Auditor included in Year Ended December 31, 2012	Fees billed by Auditor included in Year Ended December 31, 2011
Audit Fees ⁽¹⁾	\$ 53,718	\$ 121,230
Audit Related Fees	2,060	2,040
Tax Fees ⁽²⁾	20,740	25,447
Total	\$ 76,518	\$ 148,717

⁽¹⁾ "Audit Fees" include fees necessary to perform the annual audit and quarterly reviews of the Company's 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.

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.

MATERIAL CONTRACTS

The Company has not entered into any material contracts out of the ordinary course of business within the last financial year.

INTERESTS OF EXPERTS

Names of Experts

Grant Thornton 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, 2012. As of the date hereof Grant Thornton 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.

PricewaterhouseCoopers LLP were 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 thereof PricewaterhouseCoopers LLP 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.

ADDITIONAL INFORMATION

Additional information on the Company may be found 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 filed on SEDAR at www.sedar.com.

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