



## NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

**NOTICE IS HEREBY GIVEN** that the Annual General and Special Meeting of Shareholders (the "Meeting") of RESINCO CAPITAL PARTNERS INC. (the "Company") will be held at Suite 2080, 777 Hornby Street, Vancouver, British Columbia, V6Z 1S4, on **Wednesday, June 12, 2013 at 10:00 a.m.** for the following purposes:

1. To receive the Audited Financial Statements and Management Discussion & Analysis of the Company for the fiscal year ended December 31, 2012 and the auditors' report thereon;
2. To elect Directors of the Company for the ensuing year;
3. To appoint the auditors for the Company for the ensuing year and authorize the Directors to fix the auditors' remuneration;
4. To consider and, if thought advisable, to pass a resolution approving the ratification of the Company's Advance Notice Policy relating to election of directors at shareholder meetings; and
5. To transact such other business as may properly come before the Meeting or any adjournment thereof;

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

The Directors have fixed the close of business on May 13, 2013 as the record date for determination of shareholders entitled to notice of and the right to vote at the Meeting either in person or by proxy. A shareholder who is unable to attend the Meeting in person and who wishes to ensure that their shares will be voted at the Meeting, is requested to complete, date and execute the enclosed form of Proxy and deliver it to the Company's transfer agent: Computershare Investor Services Inc., 100 University Avenue, 8<sup>th</sup> Floor, Toronto, Ontario M5J 2Y1 in accordance with the instructions set out in the form of Proxy and Management Information Circular.

**BY ORDER OF THE BOARD OF DIRECTORS**

*"John Icke"*

Director, President and Chief Executive Officer

May 13, 2013  
Vancouver, British Columbia