RESINCO™
CAPITAL PARTNERS

FINANCIAL STATEMENTS

FOR THE YEAR ENDED

DECEMBER 31, 2013

Grant Thornton

Independent Auditor's Report

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To the Shareholders of
Resinco Capital Partners Inc.

We have audited the accompanying financial statements of Resinco Capital Partners Inc., which comprise the balance sheets as at December 31, 2013 and December 31, 2012, the statements of operations and deficit and the statements of cash flows for the years then ended, and a summary of significant accounting policies and other explanatory information.

Management's responsibility for the financial statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with Canadian generally accepted accounting principles, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with Canadian generally accepted auditing standards. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements present fairly, in all material respects, the financial position of Resinco Capital Partners Inc. as at December 31, 2013 and December 31, 2012, and the results of its operations and its cash flows for the years then ended, in accordance with Canadian generally accepted accounting principles.

Grant Thornton LLP

Vancouver, Canada
April 24, 2014

Chartered Accountants

RESINCO CAPITAL PARTNERS INC.
BALANCE SHEETS
AS AT DECEMBER 31
(EXPRESSED IN THOUSANDS OF CANADIAN DOLLARS)

	Note	**2013**	**2012**
ASSETS			
Cash		$ 135	$ 367
Restricted cash		-	29
Due from related parties	5	20	233
Deposits and prepaid expenses		3	5
Related party loan receivable	6	-	275
Investments	4	3,078	9,242
Property and equipment	7	3	10
		$ 3,239	$ 10,161
LIABILITIES AND SHAREHOLDERS' EQUITY			
Liabilities			
Accounts payable and accrued liabilities		$ 36	$ 60
Due to related parties	8	220	959
		256	1,019
Shareholders' equity			
Capital stock	9	40,132	40,132
Contributed surplus	9	8,752	8,749
Deficit		(45,901)	(39,739)
		2,983	9,142
		$ 3,239	$ 10,161

Nature of operations	1
Measurement uncertainty - Investments	2
Commitments	15

On behalf of the Board:

"John Icke" Director *"Ron Shorr"* Director

- See accompanying notes to the financial statements -

RESINCO CAPITAL PARTNERS INC.
STATEMENTS OF OPERATIONS AND DEFICIT
FOR THE YEARS ENDED DECEMBER 31
(EXPRESSED IN THOUSANDS OF CANADIAN DOLLARS, EXCEPT FOR PER SHARE AMOUNTS)

	Note	**2013**	**2012**
REVENUES			
Net realized loss on disposal of investments		$ (146)	$ (10,401)
Net change in unrealized (loss) gain on investments		(5,316)	11,688
		(5,462)	1,287
Other income	10	20	288
		(5,442)	1,575
EXPENSES			
Amortization		7	23
Consulting fees		210	666
Interest expense		90	71
Office and miscellaneous		138	325
Professional fees		72	273
Project investigation and due diligence costs		-	37
Rent		32	118
Salaries and benefits		32	348
Stock-based compensation	9	3	68
Transaction costs		5	39
		(589)	(1,968)
OTHER ITEMS			
Gain on settlement of due from related parties	5	-	43
Gain on settlement of due to related parties	8	416	-
Impairment of due from related parties	5	(261)	-
Impairment of related party loan receivable	6	(286)	-
Recovery of bad debts		-	11
Write-off of property and equipment	7	-	(27)
		(131)	27
Loss for the year		(6,162)	(366)
Deficit, beginning of year		(39,739)	(39,373)
Deficit, end of year		$ (45,901)	$ (39,739)
Basic and diluted loss per share		$ (0.05)	$ (0.00)
Weighted average number of common shares outstanding		123,019,885	123,019,885

- See accompanying notes to the financial statements -

RESINCO CAPITAL PARTNERS INC.
STATEMENTS OF CASH FLOWS
FOR THE YEAR ENDED DECEMBER 31
(EXPRESSED IN THOUSANDS OF CANADIAN DOLLARS)

	2013	2012
CASH FLOWS FROM (USED IN) OPERATING ACTIVITIES		
Loss for the year	$ (6,162)	$ (366)
Items not affecting cash:		
Net realized loss on disposal of investments	146	10,401
Net change in unrealized loss (gain) on investments	5,316	(11,688)
Stock-based compensation	3	68
Amortization	7	23
Gain on settlement of due from related parties	-	(43)
Gain on settlement of due to related parties	(416)	-
Impairment of due from related parties	261	-
Impairment of related party loan receivable	286	-
Write-off of property and equipment	-	27
Loan income	-	(15)
Changes in non-cash working capital items:		
Decrease in accounts receivable	-	86
Increase in due from related parties	(48)	(102)
Decrease in deposits and prepaid expenses	2	35
Decrease in accounts payable and accrued liabilities	(24)	(250)
Increase in due to related parties	82	103
	(547)	(1,721)
CASH FLOWS FROM (USED IN) INVESTING ACTIVITIES		
Purchase of investments	-	(365)
Proceeds on disposal of investments	297	2,379
Collection of loan receivable	-	50
Collection of related party loan receivable	-	260
Related party loan receivable	(11)	(275)
Purchase of property and equipment	-	(10)
Proceeds on sale of property and equipment	-	2
	286	2,041
CASH FLOWS FROM (USED IN) FINANCING ACTIVITIES		
Restricted cash	29	-
	29	-
Change in cash during the year	(232)	320
Cash, beginning of year	367	47
Cash, end of year	$ 135	$ 367
Supplementary cash flow information		
Receipt of shares on settlement of due from related parties	$ -	$ 772
Transfer of investment shares on settlement of due to related parties	$ 821	$ -

- See accompanying notes to the financial statements -

1. NATURE OF OPERATIONS

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

Effective September 23, 2013, the Company is listed on the TSX Venture Exchange under the ticker symbol "RIN". The Company was previously listed on the Toronto Stock Exchange.

2. SIGNIFICANT ACCOUNTING POLICIES

Management has prepared these financial statements of the Company in accordance with Canadian Generally Accepted Accounting Principles ("GAAP"). The Company is considered an Investment Company under the guidelines set out in the Canadian Institute of Chartered Accountants ("CICA") Accounting Guideline 18, *Investment Companies* ("AcG-18").

(a) 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 in Note 3.

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 in Note 3.

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 in Note 3.

(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 in Note 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.

2. SIGNIFICANT ACCOUNTING POLICIES (cont'd...)

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.

(b) Restricted cash

Restricted cash is cash not available for immediate use due to it being held as security for the Company credit card.

2. SIGNIFICANT ACCOUNTING POLICIES (cont'd...)

(c) Property and equipment

Property and equipment are recorded at cost, less accumulated amortization. Expenditures for additions are capitalized. Expenditures for maintenance and repairs are charged to net income (loss). Upon retirement, or disposal, the cost and related amortization are removed from the accounts and any gain or loss is reflected in earnings. Property and equipment are amortized over the asset's estimated useful life as follows:

Computer equipment	30% declining
Furniture and fixtures	20% declining

Leasehold improvements are amortized over the term of the lease.

Management assesses the carrying value of long-lived assets for recoverability whenever events or changes in circumstances indicate that the carrying value may not be recoverable from future undiscounted cash flows. An impairment loss equal to the difference in the asset's carrying value and its fair value is recognized in the period in which the determination is made.

(d) 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.

(e) 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. An impairment 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.

(f) Foreign currency translation

Monetary assets and liabilities denominated in foreign currencies are translated into Canadian dollars at the rate of exchange prevailing at the balance sheet date. Non-monetary assets and liabilities denominated in foreign currencies are translated into Canadian dollars at historical rates. Revenues and expenses denominated in foreign currencies are translated into Canadian dollars at rates of exchange prevailing at the transaction dates. Gains or losses arising from the translation of foreign currencies are included in the determination of net income for the period.

2. SIGNIFICANT ACCOUNTING POLICIES (cont'd...)

(g) Non-monetary transactions

All non-monetary transactions are measured at the fair value of the asset surrendered or the asset received, whichever is more reliably measurable, unless the transaction lacks commercial substance or the fair value cannot be reliably established. The commercial substance requirement is met when the future cash flows are expected to change significantly as a result of the transaction. When the fair value of a non-monetary transaction cannot be realiably measured, it is recorded at the carrying amount (after reduction, when appropriate, for impairment) of the asset given up, adjusted by the fair value of any monetary consideration received or given.

(h) Stock-based compensation

The Company has a stock option plan as described in Note 9. 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 capital stock and the appropriate amount of the options' fair value is reallocated from contributed surplus to capital stock.

(i) Earnings (loss) per share

Basic earnings (loss) per share is computed by dividing the net income (loss) for the period by the weighted average number of common shares outstanding during the period. To compute diluted earnings (loss) per share, adjustments are made to common shares outstanding. The weighted average number of common shares outstanding is adjusted to include the number of additional common shares that would be outstanding if, at the beginning of the period or at time of issuance, all options and warrants were exercised. The proceeds from exercise would be used to purchase the Company's common shares at their average market price during the period, which would reduce the weighted average number of common shares outstanding as calculated under basic earnings per share. If this computation is anti-dilutive, diluted loss per share is the same as basic loss per share.

(j) 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.

(k) 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.

2. SIGNIFICANT ACCOUNTING POLICIES (cont'd...)

(k) Financial instruments (cont'd...)

i) Classification (cont'd…)

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. Due from related parties 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, 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 related party loan receivable approximates its fair value as the amount presented is stated net of an impairment provision.

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

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

(l) Use of estimates and measurement uncertainty

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the period. Significant areas requiring the use of estimates and assumptions include the determination of the fair value of investments and loans, the allowance for doubtful accounts, loan impairment provisions, recognition of future income tax assets and stock-based transactions. Actual results may differ materially from those estimates.

(m) Comparative figures

Certain comparative figures have been reclassified to conform to the financial statement presentation adopted for the current year.

(n) Transition to new financial reporting framework

Canadian publicly listed enterprises were required to adopt International Financial Reporting Standards ("IFRS") in replacement of Canadian GAAP on January 1, 2011. The Company elected to defer adoption of IFRS. 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 was in response to the International Accounting Standards Board's announcement in late 2010 that its Investment Company project was delayed.

(EXPRESSED IN THOUSANDS OF CANADIAN DOLLARS)

2. SIGNIFICANT ACCOUNTING POLICIES (cont'd...)

(n) Transition to new financial reporting framework (cont'd...)

The transition date of the Company will be January 1, 2014. Under IFRS, there is more disclosure required. Further, while IFRS uses a conceptual framework similar to Canadian GAAP, there are also differences in accounting policies. Although management of the Company has noted a number of differences between Canadian GAAP to IFRS, it has determined that none of the differences are expected to have a material impact on the Company's reported results and financial position.

3. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

Financial instruments

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, 2013	Level 1	Level 2	Level 3	Total
Assets				
Cash	$ 135	$ -	$ -	$ 135
Restricted cash	$ -	$ -	$ -	$ -
Investments	$ 2,202	$ -	$ 876	$ 3,078

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

During the year ended December 31, 2013, $25 of the investments which were held in Level 2 as at December 31, 2012 were transferred out to Level 1 as the shares were no longer restricted.

(EXPRESSED IN THOUSANDS OF CANADIAN DOLLARS)

3. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (cont'd...)

Financial instruments (cont'd...)

The following table reconciles the Company's Level 3 fair value measurements from December 31, 2012 to December 31, 2013:

	Level 3 Investments	
	December 31, 2013	December 31, 2012
Balance at beginning of the year	$ 528	$ 20
Acquired	-	452
Unrealized gains	348	76
Transferred out to level 1	-	(20)
Balance at end of the year	$ 876	$ 528

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.

3. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (cont'd...)

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 favorable 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 junior 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, 2013, would have a $308 (2012 - $924) 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, 2013, approximately 98% (2012 - 97%) of the fair value of the Company's investment portfolio consisted of investments in five companies with the largest single investment comprising 62% (2012 - 80%) of the total portfolio value.

(EXPRESSED IN THOUSANDS OF CANADIAN DOLLARS)

4. INVESTMENTS

At December 31, 2013, the Company held the following investments:

Investee	Shares	Warrants	Options	Cost	Fair Value
Public Companies					
"Woulfe" - Woulfe Mining Corp.	20,110,353	-	-	$ 4,389	$ 1,910
"Lions Gate" - Lions Gate Metals Inc.(ii) (iii)	1,147,734	39,063	-	5,021	92
"Terreno" - Terreno Resources Corp. (ii)	8,621,600	-	60,000	1,342	129
"Teslin" - Teslin River Resources Corp. (i) (ii)	3,343,284	-	-	1,554	33
Total of 9 other public company investments, each valued under $10				771	38
				13,077	2,202
Private Companies					
"Pembrook" - Pembrook Mining Corp.	320,000	-	-	452	800
"Coral Rapids" - Coral Rapids Minerals Inc. (i) (ii)	21,000,000	-	-	100	76
				552	876
				$ 13,629	$ 3,078

i) Director or officer of Resinco is also a director or officer of the investee company.
ii) Resinco holds greater than 10% of the outstanding share capital of the investee company.
iii) During the year ended December 31, 2013, Lions Gate completed a 4 for 1 consolidation.

At December 31, 2012, the Company held the following investments:

Investee	Shares	Warrants	Options	Cost	Fair Value
Public Companies					
Woulfe (i)	25,113,353	-	-	$ 5,481	$ 7,408
Lions Gate (i) (ii)	1,147,734	154,687	-	5,021	436
Terreno (i) (ii)	8,621,600	2,333,333	120,000	1,342	517
Teslin (i) (ii) (iii)	3,343,284	625,000	-	1,554	167
Salmon River Resources Ltd.	1,412,338	-	-	161	64
Total of 8 other public company investments, each valued under $50 (iv) (vi)				615	122
				14,174	8,714
Private Companies					
Pembrook (v)	320,000	-	-	452	452
Coral Rapids (i) (ii)	21,000,000	-	-	100	76
Total of 4 other private company investments, each valued at $nil				1,988	-
				2,540	528
				$ 16,714	$ 9,242

i) Director or officer of Resinco is also a director or officer of the investee company.
ii) Resinco holds greater than 10% of the outstanding share capital of the investee company.
iii) During the year ended December 31, 2012, Teslin completed a 5 for 1 consolidation.
iv) During the year ended December 31, 2012, Touchstone Gold Limited ("Touchstone") and Atlantis Gold Mines Corp. ("Atlantis") completed a business combination in which Atlantis shares were exchanged for Touchstone shares on a 1:1 basis.
v) During the year ended December 31, 2012, the Company received shares of Pembrook as part of the settlement agreement with the former CEO of the Company (Note 5).
vi) During the year ended December 31, 2012, the Company realized a loss on disposal of investments of $6,509 relating to investee companies that were previously recognized in unrealized loss on investments. The $6,509 is comprised of $4,409 from investments in private companies and $2,100 from investments in public companies.

(EXPRESSED IN THOUSANDS OF CANADIAN DOLLARS)

5. DUE FROM RELATED PARTIES

		2013		2012
Due from Coral Rapids	$	18	$	6
Due from Lions Gate		2		1
Due from Teslin		-		225
Due from Woulfe		-		1
Total	$	20	$	233

Other than for the details below, all amounts due from related parties are unsecured and have no fixed terms of repayment.

i) The amount due from Teslin related to corporate services that Resinco had been providing to Teslin in prior years of $170 (2012 – $170), expense reimbursements of $16 (2012 - $Nil) as well as interest of $35 (2012 – $15), a one-time administration fee of $25 (2012 - $25) and bonus shares of $15 (2012 - $15), all related to the loan Resinco advanced to Teslin (Note 6). As at December 31, 2013, the Company recorded an impairment charge of $261 due to uncertainty over collectability.

ii) 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 year ended December 31, 2012, 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 loan balance of $125 owed to Coral Rapids (Note 8). As a result of these agreements, the Company recorded a gain on settlement of due from related parties of $43 in the year ended December 31, 2012.

6. RELATED PARTY LOAN RECEIVABLES

In April 2012, Resinco and Teslin entered into a loan agreement whereby Resinco would lend Teslin up to $300. During the year ended December 31, 2012, Resinco advanced Teslin $275 and during the year ended December 31, 2013, Resinco advanced Teslin an additional $11 for a total of $286. The loan is unsecured and bears interest at prime + 4%, compounded annually, with a one-time administration fee of $25 and 60,000 bonus shares valued at $15. The administration fee and the interest on the loan were included in the amounts due from related parties (Note 5). All amounts are due by December 31, 2014.

As at December 31, 2013, the Company recorded an impairment change of $286 on the loan due to uncertainty over collectability.

(EXPRESSED IN THOUSANDS OF CANADIAN DOLLARS)

7. PROPERTY AND EQUIPMENT

	Computer equipment	Furniture and fixtures	Leasehold improvements	Total
Cost				
At December 31, 2011	$ 167	$ 163	$ 6	$ 336
Assets acquired	2	6	2	10
Assets sold	(2)	-	-	(2)
Write-offs	(121)	(169)	(8)	(298)
At December 31, 2012	46	-	-	46
Assets acquired	-	-	-	-
At December 31, 2013	$ 46	$ -	$ -	$ 46
Accumulated amortization				
At December 31, 2011	$ 151	$ 131	$ 2	$ 284
Amortization for the year	6	16	1	23
Write-offs	(121)	(147)	(3)	(271)
At December 31, 2012	36	-	-	36
Amortization for the year	7	-	-	7
At December 31, 2013	$ 43	$ -	$ -	$ 43
Carrying amounts				
At December 31, 2012	$ 10	$ -	$ -	$ 10
At December 31, 2013	$ 3	$ -	$ -	$ 3

During the year ended December 31, 2012, the Company wrote-off fully amortized computer equipment totalling $121 and fully amortized furniture and fixtures of $105. In addition, the Company wrote-off furniture and fixtures and leasehold improvements with a total net book value of $27 related to the Company's sublease agreement (Note 15).

8. DUE TO RELATED PARTIES

	2013	2012
Due to the CEO	$ -	$ 731
Due to the former CFO	-	8
Due to current and former directors	95	95
Due to Coral Rapids	125	125
Total	$ 220	$ 959

Other than for the details below, all amounts due to related parties are unsecured and have no fixed terms of repayment.

i) During the year ended December 31, 2012, the Company settled certain debts with the former CEO (Note 5) and as part of the settlement, agreed to settle the former CEO's outstanding loan balance with Coral Rapids for $125.

(EXPRESSED IN THOUSANDS OF CANADIAN DOLLARS)

8. DUE TO RELATED PARTIES (cont'd…)

ii) During fiscal 2010, a company controlled by the CEO earned an incentive payment of $964. The incentive payment 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 installment of $76 (2011 – $246). As at December 31, 2012, the amount outstanding related to the second installment of $321, the third installment of $321, and accrued interest of $89.

On October 9, 2013, the Company settled the outstanding incentive payments of $642 plus accrued interest of $179 in consideration for full and final mutual release through the transfer of 3,000,000 common shares of Woulfe to a company controlled by the CEO. The Woulfe shares were valued at $405 and accordingly, the Company recorded a gain on settlement of $416.

9. CAPITAL STOCK AND CONTRIBUTED SURPLUS

	Number of Shares	Capital Stock	Contributed Surplus
Authorized:			
An unlimited number of common voting shares without par value			
Issued:			
As at December 31, 2011	123,019,885	$ 40,132	$ 8,681
Stock-based compensation	-	-	68
As at December 31, 2012	123,019,885	40,132	8,749
Stock-based compensation	-	-	3
As at December 31, 2013	123,019,885	$ 40,132	$ 8,752

Stock options

The Board of Directors of the Company may from time-to-time grant to directors, officers, employees and consultants of the Company, non-transferable options to purchase common shares, provided that the number of common shares reserved for issuance will not exceed 10% of the issued and outstanding common shares, exercisable for a period of up to five years from the date of grant. The Company's Stock Option Plan requires that options vest 20% immediately, with 20% vesting every six months thereafter; however, the Board may change such provisions at its discretion or as required on a grant-by-grant basis.

(EXPRESSED IN THOUSANDS OF CANADIAN DOLLARS)

9. CAPITAL STOCK AND CONTRIBUTED SURPLUS (cont'd…)

Stock options (cont'd…)

The continuity for stock options during years ended December 31, 2013 and 2012 is as follows:

	Number of Options	Weighted Average Exercise Price
As at December 31, 2011	8,820,000	$ 0.12
Granted	530,000	0.04
Exercised	-	-
Expired / forfeited	(1,952,000)	0.09
As at December 31, 2012	7,398,000	0.12
Granted	-	-
Exercised	-	-
Expired / forfeited	(833,000)	0.12
As at December 31, 2013	6,565,000	$ 0.12

As at December 31, 2013, the Company had outstanding and exercisable stock options as follows:

Number of Options	Exercise Price	Expiry Date
200,000	$ 0.060	February 9, 2014 *
300,000	0.055	July 1, 2014
700,000	0.080	October 19, 2014
1,740,000	0.110	November 25, 2014
250,000	0.100	February 1, 2015
2,800,000	0.155	January 24, 2016
250,000	0.105	April 13, 2016 **
75,000	0.085	May 16, 2016 **
250,000	0.055	November 4, 2016 **
6,565,000		

* Expired unexercised

** Forfeited subsequent to year-end

The weighted average exercise price for options exercisable is $0.12.

(EXPRESSED IN THOUSANDS OF CANADIAN DOLLARS)

9. CAPITAL STOCK AND CONTRIBUTED SURPLUS (cont'd…)

Stock-based compensation

During the year ended December 31, 2013, the Company recorded $3 (2012 - $68) in stock-based compensation for options vested during the year. The weighted average fair value of stock options granted during the year ended December 31, 2012 was $0.03 based on the fair value of the options at the date of grant using the Black-Scholes option pricing model with the following assumptions:

	2012
Risk-free interest rate	**1.00%-1.12%**
Expected life of option	**5 years**
Annualized volatility	**113%-118%**
Dividend rate	**0%**

10. OTHER INCOME

	2013	2012
Corporate services revenue	$ -	$ 189
Interest income	20	34
Loan fees	-	65
Total	$ 20	$ 288

11. RELATED PARTY TRANSACTIONS

Related party transactions not disclosed elsewhere in these financial statements are as follows:

(a) During the year ended December 31, 2013, the Company received or accrued corporate services revenue of $Nil (2012 - $179) and interest and loan income of $20 (2012 – $96) from investee companies and the former CEO.

(b) During the year ended December 31, 2013, the Company paid or accrued consulting fees of $100 (2012 - $280) to a company controlled by the CEO, $96 (2012 - $16) to a company controlled by an officer, $Nil (2012 - $63) to a company controlled by a director, and $Nil (2012 - $134) to a company controlled by the former CFO.

(c) During the year ended December 31, 2013, the Company paid or accrued interest of $90 (2012 - $71) to a company controlled by the CEO.

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

(EXPRESSED IN THOUSANDS OF CANADIAN DOLLARS)

12. INCOME TAXES

Income tax attributable to income before taxes differs from the amounts computed by applying the combined Federal and B.C. Provincial tax rate of 25.75% (2012 – 25%) on pre-tax income as follows:

	Year ended December 31, 2013	Year ended December 31, 2012
Loss before taxes	$ (6,162)	$ (366)
Expected income tax expense (recovery)	$ (1,587)	$ (91)
Non deductible expenses	35	11
Change in statutory tax rates	(15)	-
Reversal of temporary differences at rate different than statutory rate	1,913	79
Other differences	(346)	1
Income tax expense (recovery)	$ -	$ -

The significant components of the Company's future tax assets and liabilities are as follows:

	December 31, 2013	December 31, 2012
Future income tax assets:		
Non-capital losses	$ 10,222	$ 8,520
Accrued liabilities	-	183
Property and equipment	1	6
Capital losses	114	110
	10,337	8,819
Future income tax liabilities:		
Unrealized losses on investments, net	(87)	(482)
	10,250	8,337
Less: valuation allowance	(10,250)	(8,337)
Net future income tax assets	$ -	$ -

12. INCOME TAXES (cont'd…)

At December 31, 2013, the Company has approximately $39,315 (2012 - $34,080) of non-capital losses available to reduce future years' taxable income, the tax effect of which has been recorded as a future income tax ("FIT") asset before taking any valuation allowance. These non-capital losses will expire between 2029 and 2033.

The FIT asset relates primarily to the tax benefit that would arise from the realization of unrealized losses on investments. A valuation allowance against the FIT asset is recorded to the extent that the Company considers it more likely than not that all or a portion of the FIT asset will not be realized.

At December 31, 2013 and 2012, the Company considered the various factors set out in CICA Handbook Section 3465 – Income Taxes in determining whether it was more likely than not that all or a portion of the FIT asset will be realized. Based on these factors, it was concluded that a full valuation allowance should be recognized.

13. SEGMENTED INFORMATION

The Company operates in one business segment being the financing of private and public exploration and mining companies in the hard rock minerals, precious metals, rare-earth minerals, oil, gas, water and renewable energy markets. All of the Company's public company investments are traded on Canadian exchanges and all of the Company's property and equipment is located in Canada.

14. MANAGEMENT OF CAPITAL

The Company considers its common shares, options and warrants to comprise its capital.

The Company's objectives when managing capital are:

(a) To ensure that the Company maintains the level of capital necessary to meet its operational requirements;
(b) To allow the Company to respond to changes in economic and/or marketplace conditions by maintaining its ability to purchase new investments;
(c) To create sustained growth in shareholder value by increasing shareholders' equity and minimizing shareholder dilution; and
(d) To maintain a flexible capital structure that optimizes the cost of capital at acceptable levels of risk.

The Company manages its capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of its underlying assets. The Company maintains or adjusts its capital level to meet its objectives, in order of preference, by:

(a) Realizing proceeds from the disposition of investments and provision of corporate services; and
(b) Raising funds through equity financings.

The Company has been able to avoid shareholder dilution by maintaining its capital and liquidity through the sale of investments and has not needed to raise funds by the issuance of equity since 2007.

The Company is not subject to any externally imposed capital requirements. Management monitors the Company's capital to ensure capital resources will be sufficient to discharge its liabilities on an ongoing basis.

15. COMMITMENTS

The Company has one office lease agreement with the following lease commitments remaining:

2014	$ 54
2015	54
2016	18

In November 2012, the Company entered into a sublease agreement on the above office lease agreement and will recover 100% of the above lease payments over the term of the lease.