



## 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 11, 2014 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, 2013 and the auditors' report thereon;
2. To elect Directors of the Company for the ensuing year;
3. To appoint Grant Thornton, LLP as auditors for the Company for the ensuing year and to authorize the Directors to fix the auditors' remuneration;
4. To consider and, if thought fit, to approve a resolution in the form presented in the Information Circular accompanying this Notice, renewing the stock option plan for directors, officers, employees, consultants and other personnel of the Corporation and its subsidiaries, subject to regulatory approval;
5. To approve an ordinary resolution to consolidate the issued and outstanding shares of the Company, at the Directors' discretion, on the basis of one (1) new common share for up to ten (10) old common shares; and
6. To transact such other business as may properly come before the Meeting or any adjournment thereof;

The accompanying Management Information Circular provides additional information relating to the matters to be addressed at the meeting and is deemed to form part of this Notice. 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 7, 2014 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

*"Hein Poulus"*  
Director, Chairman

May 7, 2014  
Vancouver, British Columbia