RESINCO CAPITAL PARTNERS INC.

(the “**Company**” or “**Resinco**”)

Form 51-102F6V
STATEMENT OF EXECUTIVE COMPENSATION
(for the financial year ended December 31, 2017)

The following information is presented in accordance with National Instrument Form 51-102F6V – Statement of Executive Compensation – Venture Issuers of Resinco Capital Partners Inc. for the financial year ended **December 31, 2017**.

General

For the purpose of this Statement of Executive Compensation:

“**company**” includes other types of business organizations such as partnerships, trusts and other unincorporated business entities;

“**compensation securities**” includes stock options, convertible securities, exchangeable securities and similar instruments including stock appreciation rights, deferred share units and restricted stock units granted or issued by the company or one of its subsidiaries for services provided or to be provided, directly or indirectly, to the Company or any of its subsidiaries;

“**external management company**” includes a subsidiary, affiliate or associate of the external management company;

“**named executive officer”** or “**NEO**” means each of the following individuals:

(a) each individual who, in respect of the Company, during any part of the most recently completed financial year, served as chief executive officer (“**CEO**”), including an individual performing functions similar to a CEO;

(b) each individual who, in respect of the Company, during any part of the most recently completed financial year, served as chief financial officer (“**CFO**”), including an individual performing functions similar to a CFO;

(c) in respect of the Company and its subsidiaries, the most highly compensated executive officer other than the individuals identified in paragraphs (a) and (b) at the end of the most recently completed financial year whose total compensation was more than $150,000 for that financial year; and

(d) each individual who would be a named executive officer under paragraph (c) but for the fact that the individual was not an executive officer of the Company, and was not acting in a similar capacity, at the end of that financial year;

“**plan**” includes any plan, contract, authorization, or arrangement, whether or not set out in any formal document, where cash, compensation securities or any other property may be received, whether for one or more persons;

“**underlying securities**” means any securities issuable on conversion, exchange or exercise of compensation securities.

Based on the foregoing definition, during the last completed financial year of the Company, the Company had four (4) NEOs, namely, **Kyle Stevenson**, President and CEO, **Hein Poulus**, former President and CEO, **Dan O'Brien**, CFO, and **Doris Meyer**, Corporate Secretary.

Compensation Discussion and Analysis

Compensation Philosophy

Executive compensation is based upon the need to provide a compensation package that will allow the Company to attract and retain qualified and experienced executives, balanced with a pay-for-performance philosophy. Compensation for this fiscal year and prior fiscal years have historically been based upon a negotiated salary or fee, with stock options and bonuses potentially being issued and paid as an incentive for performance.

Consistent with this philosophy, the following goals provide a framework for our executive officers compensation program:

- Pay competitively to attract, retain, and motivate executive officers;

- Relate total compensation for each executive officer to overall company performance;

- Aggregate the elements of total compensation to reflect competitive market requirements and to address strategic business needs;

- Expose a portion of each executive officer's compensation to risk, the degree of which will positively correlate to the level of the named executive officer's responsibility and performance; and

- Align the interests of our executive officers with those of our shareholders.

The Company's directors or NEOs are not permitted to purchase financial instruments, including, for greater certainty, prepaid variable forward contracts, equity swaps, collars, or units of exchange funds that are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by the NEO or director.

Oversight of Executive Compensation Program

The Board of Directors is responsible for determining all forms of compensation to be granted to the CEO of the Company and the directors, and for reviewing the CEO's recommendations respecting compensation of the other senior executives of the Company, to ensure such arrangements reflect the responsibilities and risks associated with each position. When determining the compensation of its executive officers, the Board considers the following issues: i) recruiting and retaining executives critical to the success of the Company and the enhancement of shareholder value; ii) providing fair and competitive compensation; iii) balancing the interests of management and the Company's shareholders; and iv) rewarding performance, both on an individual basis and with respect to operations in general.

In order to achieve these objectives, the compensation paid to the Company's executive officers consists of a base salary and long-term incentives in the form of stock options. The Company did not pay a salary or fees to the CEO in the year ended December 31, 2017.

Option-based Awards – Stock Option Plan

The Board of Directors has the responsibility to administer compensation policies related to executive management of the Company, including option-based awards.

Shareholders of the Company have approved the Plan (as hereinafter defined) pursuant to which the Board of Directors may grant stock options to executive officers and directors. The Plan provides compensation to participants and an additional incentive to work toward long-term Company performance.

Executive compensation is based upon the need to provide a compensation package that will allow the Company to attract and retain qualified and experienced executives, balanced with a pay-for-performance philosophy. The Plan has been and will be used to provide share purchase options which are granted in consideration of the level of responsibility of the executive as well as his or her impact and/or contribution to the longer-term operating performance of the Company. In determining the number of options to be granted to the executive officers, the Board takes into account the number of options, if any, previously granted to each executive officer and the exercise price of any outstanding options to ensure that such grants are in accordance with the policies of the TSX-V, and closely align the interests of the executive officers with the interests of the Company's shareholders.

The Plan provides that stock options may be granted to directors, senior officers, employees, consultants or consultant companies of the Company or any of its affiliates.

Compensation Philosophy

As discussed in further detail below, the Company's compensation program is comprised of salaries or fees and option-based awards granted pursuant to the Plan.

Salary and Fees

The Company's view is that a competitive salary is a necessary element for attracting and retaining qualified executive officers. The Company also believes that attractive salaries or fees can motivate and reward executives for their overall performance. The amount payable to a NEO as a salary or fee may be based on several factors, including experience, past performance, anticipated future contributions, and comparisons to salaries and fees offered by other comparable companies. The Board of Directors reviews salaries and fees at least once per year to ensure they remain at appropriate levels.

Stock Options

The Company provides its executives with strong incentives for long-term performance in the form of stock options through its Plan. The Board of Directors believes that stock options help the Company attract, motivate and retain key individuals. Initial grants of stock options to new executives facilitate the recruitment of new employees while ensuring the long-term interest of such executives.

Director and NEO compensation, excluding stock options and other compensation securities

The following table sets forth all compensation paid, payable, awarded, granted, given, or otherwise provided, directly or indirectly, by the Company, to each NEO and director of the Company, in any capacity, including, for greater certainty, all plan and non-plan compensation, direct and indirect pay, remuneration, economic or financial award, reward, benefit, gift or perquisite paid, payable, awarded, granted, given or otherwise provided to the NEO or a director of the Company for services provided and for services to be provided, directly or indirectly, to the Company, for each of the Company's 2 most recent completed financial years.

Name and Principal Position	Year Ended Dec 31	Salary or Fee Paid ($))	Share-based awards ($)	Option-based awards ($)(1)	Non-equity incentive plan compensation		Pension value ($)	All other compen-sation ($)	Total compen-sation ($)
					Annual incentive plans ($)	Long term incentive plans ($)			
Kyle Stevenson[(1)] President & CEO	2017 2016	N/A N/A	N/A N/A	N/A N/A	N/A N/A	N/A N/A	N/A N/A	N/A N/A	N/A N/A
Hein Poulus[(2)] former President & CEO	2017 2016	$0 $0	Nil Nil	Nil Nil	Nil Nil	N/A N/A	N/A N/A	Nil Nil	$0 $0
Golden Oak Corporate Services Ltd. [(3)] CFO & Corporate Secretary	2017 2016	$75,600 $72,000	Nil Nil	Nil Nil	Nil Nil	N/A N/A	N/A N/A	Nil Nil	$75,600 $72,000
Ronald Shorr[(4)] Director	2017 2016	$0 $0	Nil Nil	$46,384 Nil	Nil Nil	N/A N/A	N/A N/A	Nil Nil	$46,384 $0
Scott Close[(5)] Director	2017 2016	$0 $0	Nil Nil	$46,384 Nil	Nil Nil	N/A N/A	N/A N/A	Nil Nil	$46,384 $0
Andrew Lee Smith[(6)] Director	2017 2016	$0 $0	Nil Nil	$46,384 Nil	Nil Nil	N/A N/A	N/A N/A	Nil Nil	$46,384 $0

Notes:

(1) *Kyle Stevenson was appointed as a director of the Company as well as the President and CEO on November 24, 2017.*
(2) *Mr. Poulus served as the President and CEO from June 17, 2015 until November 24, 2017.*
(3) *Consulting fees paid to Golden Oak Corporate Services Ltd., a company owned by Doris Meyer, which provides Ms. Meyer's and Dan O'Brien's services to the Company. Ms. Meyer was appointed CFO and Corporate Secretary on November 1, 2012. On October 1, 2013, Mr. O'Brien was appointed CFO and Ms. Meyer continued as Corporate Secretary.*
(4) *Ronald Shorr has been a director of the Company since August 18, 2005.*
(5) *Scott Close has been a director of the Company since February 26, 2014.*
(6) *Andrew Lee Smith has been a director of the Company since March 21, 2004.*

Director and NEO Outstanding Share-Based Awards and Option-Based Awards

The following table sets out details of incentive stock options granted to the directors and NEOs of the Company during the most recently completed financial year ended December 31, 2017, and that were outstanding as at December 31, 2017. No share-based awards, with other than option-like features, have been granted to the directors or NEOs of Company.

	Option-based Awards			
Name and Principal Position	Number of common shares underlying unexercised options (#)	Option exercise price per common share ($)	Option expiry date	Value of unexercised in-the-money options ($) (1)
Kyle Stevenson President & CEO	N/A	N/A	N/A	N/A

	Option-based Awards			
Name and Principal Position	Number of common shares underlying unexercised options (#)	Option exercise price per common share ($)	Option expiry date	Value of unexercised in-the-money options ($) (1)
Hein Poulus former President & CEO	N/A	N/A	N/A	N/A
Golden Oak Corporate Services Ltd. (3) CFO & Corporate Secretary	N/A	N/A	N/A	N/A
Scott Close Director	100,000	0.465	November 24, 2022	40,500
Andrew Lee Smith Director	100,000	0.465	November 24, 2022	40,500
Ronald Shorr Director	100,000	0.465	November 24, 2022	40,500

Notes:

(1) This amount is calculated based on the difference between the market value of the securities underlying the options at the end of the most recently completed financial year ended December 31, 2017, which was $0.87, and the exercise or base price of the option.

Incentive Plan Awards - Value of Share-Based and Option-Based Awards Vested or Earned During the Year

During the year ended December 31, 2017, the Company granted 300,000 stock options with an exercise price of $0.465 per share and expiry date of November 24, 2022 to directors of the Company valued at $139,152.

Option-based Awards Exercised During the Year

No options were exercised by any NEO during the financial year ended December 31, 2017.

Long-term Incentive Plan Awards

A long term incentive plan (“LTIP”) is a plan providing compensation intended to motivate performance over a period greater than one financial year and does not include option or stock appreciation rights or plans for compensation through shares or units that are subject to restrictions on resale. The Company did not award any LTIPs to any NEOs during the most recently completed financial year. The grant of stock options pursuant to the Company’s Plan is set out in further detail above.

Termination of Employment, Changes in Responsibility & Employment Contracts

Except as disclosed herein, the Company does not have any employment contracts between any NEO, Director or Officer, nor does it have any arrangements with any NEO, Director or Officer for compensation in the event of resignation, retirement or other termination with the Company.

On November 1, 2012, the Company entered into a consulting agreement with Doris Meyer and her wholly owned company, Golden Oak Corporate Services Ltd. (“Golden Oak”), (the “Meyer Agreement”) in connection with provision by Dan O’Brien and Doris Meyer of their services as the Chief Financial Officer and Corporate Secretary of the Company and the provision as an independent contractor by Golden Oak to the Company of accounting, financial, corporate and regulatory compliance services in consideration of an annual service fee of $72,000 a year since January 1, 2016, plus applicable taxes and reimbursement of reasonable office costs and expenses. The Meyer Agreement may be terminated by the Company for cause without notice or without cause at any time upon ten days' written notice of termination specifying the date of such termination, in which event the Company shall pay to Golden Oak an amount equal to one-half of the service fee then payable under the Meyer Agreement and, upon such payment and reimbursement of any other amounts then due and owing, Golden Oak shall have no further recourse from the Company. The Meyer Agreement may be terminated by Golden Oak upon 60 days' written notice to the Company provided that the Company may waive such notice, in which case Golden Oak's services will terminate upon the Company giving such waiver. During the 60 day notice period, Golden Oak, Mr. O'Brien and Ms. Meyer will agree to perform their obligations to the Company if the Company requests such performance and will perform such obligations in the manner directed by the Company. On a defined change of control event and if Golden Oak terminates its services within 90 days following the event, or if Golden Oak's services are terminated by the Company without cause, Golden Oak will be entitled to be paid by the Company one-half of the annual service fee in effect at the time of the change of control event. The Meyer Agreement contains non-disclosure and non-solicitation provisions typical of an agreement of its nature.

Under the terms of the Meyer Agreement detailed above, in the event of termination other than for cause, assuming that the triggering event took place on December 31, 2017, then Golden Oak would be entitled be paid $36,000.

Directors' and Officers' Insurance

The Company procures a comprehensive directors' and officers' liability insurance program. Subject to policy conditions, this program is intended to cover each individual's liability arising from their duties as a director or officer of the Company provided they acted honestly and in good faith with a view to the best interests of the Company.

The following sets forth information in respect of securities authorized for issuance under the Company's equity compensation plans as at December 31, 2017.

Equity Compensation Plan Information as at December 31, 2017

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) as at December 31, 2017
Equity compensation plans approved by security holders(1)	300,000	$0.465	4,314,100
Equity compensation plans not approved by security holders	-	-	-
Total	300,000	$0.465	4,314,100

Notes:

(1) *Details of the Plan are set out below.*

External Management Companies

During the financial year ended December 31, 2017, the Company did not engage any external management.

Stock Option Plan

The Board of Directors of the Company administers the stock option plan (the "**Plan**") pursuant to which the Company may grant incentive stock options to directors, officers, employees, and consultants of the Company or any of its affiliates ("**Eligible Persons**").

The Plan permits the granting of options of up to 10% of the common shares of the Company issued and outstanding at the date of grant.

To summarize, the Plan authorizes the Board of Directors to grant stock options to the Eligible Persons on the following terms:

1. The number of shares subject to each option is determined by the Board of Directors provided that the Plan, together with all other previously established or proposed share compensation arrangements may not, during any 12 month period, result in:

   (a) the issuance of stock options to any one person, within that period, of a number of shares exceeding 5% of the issued shares of the Company;

   (b) the issuance, within that period, to insiders of the Company of a number of shares exceeding 10%, or to one insider of a number exceeding 5%, or to a consultant of a number exceeding 2%; the aggregate number of shares granted to all eligible recipients employed to provide investor relations activities (as defined by the TSX-V) must not exceed 2% of the issued shares of the Company and such options must vest in stages over 12 months with no more than 25% of the options vesting in any three month period.

2. The aggregate number of shares which may be issued pursuant to options granted under the Plan, inclusive of options granted and outstanding under the previous stock option plan, may not exceed 10% of the issued and outstanding shares of the Company as at the date of the grant (after giving effect to the amendment described above).

3. The exercise price of options must be determined by the Board of Directors in compliance with applicable stock exchange policies.

4. The Plan provides that options are exercisable for ten years unless the Board of Directors provides for another exercise period when the options are granted in compliance with applicable stock exchange policies.

5. Options granted under the Plan are non-assignable and non-transferable. The options can only be exercised by the option holder as long as the option holder remains an Eligible Person pursuant to the Plan or within a period of not more than 90 days (30 days for providers of investor relations services) after ceasing to be an Eligible Person or, if the option holder dies or can no longer serve the Company due to disability, within the earlier of:

   (a) the applicable expiry date of the option, and (b) 365 days from the date of the optionee's death or disability.

6. The options granted pursuant to the Plan will be vested on a basis to be determined by the directors and may be vested immediately upon granting.

7. On the occurrence of certain “substitution events” (including certain reorganizations, amalgamations, mergers or business combinations and takeover bids), all outstanding options will vest.

8. The Plan treats options held by employees who are no longer able to serve the Company due to disability the same way as options held by deceased option holders.

9. The Plan provides that if a consultant holding options becomes another kind of Eligible Person at the termination of a consulting contract - (e.g. if a consultant is hired as an employee), he or she will continue to hold the options granted when a consultant. Similarly, if an Eligible Person who is not a consultant becomes a consultant, he or she will continue to hold the options granted to him or her prior to becoming a consultant.

10. The Board of Directors has the discretion (subject to applicable stock exchange rules) to extend the expiry dates of options granted to consultants following the termination of a consulting agreement in the same way it can extend the expiry dates of options granted to other option holders following termination of service to the Company.

Pension disclosure

The Company does not have any form of pension plan that provides for payments or benefits to the NEO at, following, or in connection with retirement. The Company does not have any form of deferred compensation plan.