

FORM 9

NOTICE OF PROPOSED ISSUANCE OF LISTED SECURITIES **(or securities convertible or exchangeable into listed securities¹)**

Please complete the following:

Name of Listed Issuer: **Resinco Capital Partners Inc. (the "Issuer")**.

Trading Symbol: **RIN**

Date: **January 15, 2019**

Is this an updating or amending Notice: ☒ Yes ☐ No

If yes provide date(s) of prior Notices: **December 28, 2018**

Issued and Outstanding Securities of Issuer Prior to Issuance: **91,131,007**

Date of News Release Announcing Acquisition: **To be issued.**

Closing Market Price on Day Preceding the Issuance of the News Release: **\$0.10**

1. Private Placement (if shares are being issued in connection with an acquisition (either as consideration or to raise funds for a cash acquisition), proceed to Part 2 of this form) – N/A

Full Name & Residential Address of Placee	Number of Securities Purchased or to be Purchased	Purchase price per Security (CDN\$)	Conversion Price (if Applicable) ⁽³⁾	Prospectus Exemption	No. of Securities, directly or indirectly, Owned, Controlled or Directed	Payment Date(1)	Describe relationship to Issuer (2)

(1) Indicate date each placee advanced or is expected to advance payment for securities. Provide details of expected payment date, conditions to release of funds etc. Indicate if the placement funds been placed in trust pending receipt of all necessary approvals: Funds received from all placees and will be released to the Issuer on closing of the private placement.

(2) Indicate if Related Person.

(3) Securities issued are units, each unit consisting of a common share and a share purchase warrant.

¹An issuance of non-convertible debt does not have to be reported unless it is a significant transaction as defined in Policy 7, in which case it is to be reported on Form 10.

1. Total amount of funds to be raised: _____

2. Provide full details of the use of the proceeds. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material.

3. Provide particulars of any proceeds which are to be paid to Related Persons of the Issuer:

4. If securities are issued in forgiveness of indebtedness, provide details and attach the debt agreement(s) or other documentation evidencing the debt and the agreement to exchange the debt for securities.

5. Description of securities to be issued:
 - (a) Class: _____
 - (b) Number: _____
 - (c) Price per security: _____
 - (d) Voting rights: _____

6. Provide the following information if Warrants, (options) or other convertible securities are to be issued:
 - (a) Number: _____
 - (b) Number of securities eligible to be purchased on exercise of Warrants (or options) _____
 - (c) Exercise price _____
 - (d) Expiry date _____

7. Provide the following information if debt securities are to be issued:
 - (a) Aggregate principal amount: _____

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- (b) Maturity date: _____
- (c) Interest rate: _____
- (d) Conversion terms: _____
- (e) Default provisions: _____
8. Provide the following information for any agent's fee, commission, bonus or finder's fee, or other compensation paid or to be paid in connection with the placement (including warrants, options, etc.):
- (a) Details of any dealer, agent, broker or other person receiving compensation in connection with the placement (name, address). If a corporation, identify persons owning or exercising voting control over 20% or more of the voting shares if known to the Issuer)
- _____
- (b) Cash: _____
- (c) Securities: _____
- (d) Other: _____
- (e) Expiry date of any options, warrants etc.: _____
- (f) Exercise price of any options, warrants etc.: _____
9. State whether the sales agent, broker, dealer or other person receiving compensation in connection with the placement is Related Person or has any other relationship with the Issuer and provide details of the relationship
- _____
10. Describe any unusual particulars of the transaction (i.e. tax "flow through" shares, etc.).
- _____
11. State whether the private placement will result in a change of control.
- _____
12. Where there is a change in the control of the Issuer resulting from the issuance of the private placement shares, indicate the names of the new controlling shareholders.
- _____

13. Each purchaser has been advised of the applicable securities legislation restricted or seasoning period. All certificates for securities issued which are subject to a hold period bear the appropriate legend restricting their transfer until the expiry of the applicable hold period required by National Instrument 45-102.

2. Acquisition

1. Provide details of the assets to be acquired by the Issuer (including the location of the assets, if applicable). The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material:

The Issuer entered into an amalgamation agreement with ReFormation Pharmaceuticals Corp. ("ReFormation"), a private British Columbia company, to acquire the remaining 51% of the issued capital of ReFormation by way of three cornered amalgamation (the "Acquisition"). ReFormation is a medical marijuana pharmaceutical company headquartered in Toronto, Ontario with its Research and Development team at the University of Oxford. On completion of the Acquisition, ReFormation will be a wholly owned subsidiary of the Issuer.

2. Provide details of the acquisition including the date, parties to and type of agreement (eg: sale, option, license etc.) and relationship to the Issuer. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the acquisition without reference to any other material:

The Issuer entered into an amalgamation agreement (the "Agreement") providing for the exchange of the remaining 51% of the issued and outstanding shares of ReFormation held by the shareholders of ReFormation into 29,000,000 common shares in the capital of the Issuer. Pursuant to the terms of the Agreement, the Issuer shall issue 29,000,000 common shares to the shareholders of ReFormation and ReFormation shall amalgamate with the Issuer's wholly-owned subsidiary, 1189879 B.C. Ltd. Upon amalgamation with 1189879 B.C. Ltd., ReFormation will be a wholly-owned subsidiary of the Issuer.

3. Provide the following information in relation to the total consideration for the acquisition (including details of all cash, securities or other consideration) and any required work commitments:

(a) Total aggregate consideration in Canadian dollars: **\$2,900,000**

(b) Cash: **N/A**

(c) Securities (including options, warrants etc.) and dollar value:

29,000,000 common shares issued at a deemed price of \$0.10 per common share

- (d) Other: N/A .
- (e) Expiry date of options, warrants, etc. if any: N/A .
- (f) Exercise price of options, warrants, etc. if any: N/A .
- (g) Work commitments: N/A .
4. State how the purchase or sale price was determined (e.g. arm's-length negotiation, independent committee of the Board, third party valuation etc).

Arm's length negotiation.

5. Provide details of any appraisal or valuation of the subject of the acquisition known to management of the Issuer:

None

6. The names of parties receiving securities of the Issuer pursuant to the acquisition and the number of securities to be issued are described as follows:

Name of Party (If not an individual, name all insiders of the Party)	Number and Type of Securities to be Issued	Dollar value per Security (CDN\$)	Conversion price (if applicable)	Prospectus Exemption	No. of Securities, directly or indirectly, Owned, Controlled or Directed by Party	Describe relationship to Issuer ⁽¹⁾
Prof Sir Marc Feldman	3,045,000	304,500.00	N/A	NI 45-106 Section 2.11	-	Arm's Length
Desmond Balakrishnan	258,929	25,892.90	N/A	NI 45-106 Section 2.11	-	Arm's Length
Michael DesLauriers	1,380,953	138,095.30	N/A	NI 45-106 Section 2.11	-	Arm's Length
David DesLauriers	1,380,953	138,095.30	N/A	NI 45-106 Section 2.11	-	Arm's Length

1917478 Ontario Corp.	1,380,952	138,095.20	N/A	NI 45-106 Section 2.11	-	Arm's Length
Park Lane Capital Limited	4,660,714	466,071.40	N/A	NI 45-106 Section 2.11	-	Arm's Length
Mark Attanasio	1,553,571	155,357.10	N/A	NI 45-106 Section 2.11	-	Arm's Length
Biovation Sciences Ltd.	1,035,714	103,571.40	N/A	NI 45-106 Section 2.11	-	Arm's Length
Prof Jagdeep Nanchahal	3,625,000	362,500.00	N/A	NI 45-106 Section 2.11	-	Arm's Length
F1 Advisory Group Ltd.	1,035,714	103,571.40	N/A	NI 45-106 Section 2.11	-	Arm's Length
Chase Management Ltd.	103,572	10,357.20	N/A	NI 45-106 Section 2.11	-	Arm's Length
DNN Investments Ltd.	155,358	15,535.80	N/A	NI 45-106 Section 2.11	-	Arm's Length
Prof Charanjit Bountra	580,000	58,000.00	N/A	NI 45-106 Section 2.11	-	Arm's Length
Donato Sferra	1,553,571	155,357.10	N/A	NI 45-106 Section 2.11	-	Arm's Length
Lawrence Pemble	1,035,714	103,571.40	N/A	NI 45-106 Section 2.11	-	Arm's Length
Ronald Bauer	2,848,214	284,821.40	N/A	NI 45-106 Section 2.11	-	Arm's Length
Smantha Bauer	2,848,214	284,821.40	N/A	NI 45-106 Section 2.11	-	Arm's Length
John Vettese	17,857	1,785.70	N/A	NI 45-106 Section 2.11	-	Arm's Length
685733 B.C. Ltd.	400,000	40,000.00	N/A	NI 45-106 Section 2.11	-	Arm's Length
1186047 B.C. Ltd.	100,000	10,000.00	N/A	NI 45-106 Section 2.11	-	Arm's Length
Total	29,000,000	\$2,900,000				

(1) Indicate if Related Person

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7. Details of the steps taken by the Issuer to ensure that the vendor has good title to the assets being acquired:

Customary representation and warranties of title under the Agreement and management due diligence.

8. Provide the following information for any agent's fee, commission, bonus or finder's fee, or other compensation paid or to be paid in connection with the acquisition (including warrants, options, etc.):

- (a) Details of any dealer, agent, broker or other person receiving compensation in connection with the acquisition (name, address. If a corporation, identify persons owning or exercising voting control over 20% or more of the voting shares if known to the Issuer):

Kraken Ventures Ltd. The Grove, 21 Pine Road Belleville, St. Michael, Barbados

1917478 Ontario Corp. 65 Queen St W, Suite 900 Toronto, ON, M5H 2M5
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- (b) Cash N/A .

- (c) Securities

Kraken Ventures Ltd.	1,353,333 common shares
1917478 Ontario Corp.	676,667 common shares

- (d) Other N/A .

- (e) Expiry date of any options, warrants etc. N/A

- (f) Exercise price of any options, warrants etc. N/A .

9. State whether the sales agent, broker or other person receiving compensation in connection with the acquisition is a Related Person or has any other relationship with the Issuer and provide details of the relationship. N/A

10. If applicable, indicate whether the acquisition is the acquisition of an interest in property contiguous to or otherwise related to any other asset acquired in the last 12 months. **On November 1, 2018, the Issuer completed the acquisition of 49% of ReFormation pursuant to a share purchase and option agreement dated October 22, 2018 (the “SPA”). Under the terms of the SPA, the Issuer acquired the initial 49% of ReFormation in consideration for 27,000,000 common shares.**

Certificate Of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Certificate of Compliance on behalf of the Issuer.
2. As of the date hereof there is not material information concerning the Issuer which has not been publicly disclosed.
3. The undersigned hereby certifies to the Exchange that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in CSE Policy 1).
4. All of the information in this Form 9 Notice of Issuance of Securities is true.

Dated **January 15, 2019**

Alexander Somjen

Name of Director or Senior
Officer

"Alexander Somjen"

Signature

President and CEO

Official Capacity