FORM 53-901F

MATERIAL CHANGE REPORT

Section 85(1) of the *Securities Act*, British Columbia (the "British Columbia Act")
Section 118(1) of the *Securities Act*, Alberta (the "Alberta Act")

1. Reporting Issuer

The full name of the Issuer is TINKA RESOURCES LIMITED (the "Issuer"). The address and telephone number of the principal office in Canada of the Issuer is as follows:

#1305 - 1090 West Georgia Street
Vancouver, British Columbia V6E 3V7
Phone: (604) 685-9316

2. Date of Material Change

July 18, 2003

3. Press Release

The press release was released on July 18, 2003 through various approved public media and filed with the TSX Venture Exchange and the British Columbia and Alberta Securities Commissions.

4. Summary of Material Change(s)

See attached press release for details.

5. Full Description of Material Change

See attached press release for details.

6. Reliance on Section 85(2) of the British Columbia Act and Section 118(2) of the Alberta Act

Not Applicable

7. Omitted Information

Not Applicable

8. Officer

The following officer of the Issuer is knowledgeable about the material change and may be contacted by the Commission at the following telephone number:

Nick DeMare
President & Director
Phone: (604) 685-9316

9. Statement of Officer

The foregoing accurately discloses the material change referred to herein.

DATED at Vancouver, British Columbia, this 18th day of July, 2003.

"Nick DeMare"
Nick DeMare,
President & Director

TINKA RESOURCES LIMITED

#1305 B 1090 WEST GEORGIA STREET
VANCOUVER, B.C. V6E 3V7
Tel: (604) 685 9316   Fax (604) 683 1585
Website: www.tinkaresources.com
TSX Venture Symbol: TK.V

NEWS RELEASE **JULY 18, 2003**

CORPORATE REORGANIZATION COMPLETE

The Company is pleased to announce that it has now completed its reorganization which includes, the following:

(i) completion of two private placements totalling $615,000;

(ii) option agreement to acquire a 70% interest in the Tinka Prospects, located in the District of Youca del Rosario, Province of Ica, Peru; and

(iii) option agreement to acquire a 100% interest in the Pancoy Prospect, located in South Central Peru.

As a result of the completion of its reorganization, the Company is no longer deemed inactive and is now classified as a "Gold Exploration and Development" company.

The Company will immediately commence its work program on the Tinka Prospect. The Company will initiate preliminary field work, consisting of remapping trenches and conducting electromagnetic surveying. This will be followed with a diamond drill program of three vertical holes at 200 metres each.

A timeline for initiating a work program on the Pancoy Prospect has not been established. The Company will have one year to complete its contractual work commitment of a minimum of US $50,000.

ON BEHALF OF THE BOARD

"Nick DeMare"
Nick DeMare, President