

FORM 51-102F3

MATERIAL CHANGE REPORT

1. Name and Address of Company

TINKA RESOURCES LIMITED (the "Issuer")
#1305 - 1090 West Georgia Street
Vancouver, British Columbia V6E 3V7
Phone: (604) 685-9316

2. Date of Material Change

June 22, 2011

3. Press Release

The press release was released on June 22, 2011 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 subsection 7.1(2) or (3) of National Instrument 51-102

Not Applicable

7. Omitted Information

Not Applicable

8. Executive Officer

Andrew Carter, President
Phone: (604) 685-9316

9. Date of Report

June 28, 2011



TINKA RESOURCES LIMITED

#1305 – 1090 WEST GEORGIA STREET

VANCOUVER, B.C. V6E 3V7

Tel: (604) 685 9316 Fax (604) 683 1585

Website: www.tinkaresources.com

TSXV – TK; Frankfurt – TLD; Pinksheets – TKRFF

NEWS RELEASE

June 22, 2011

TINKA AMENDS TERMS OF PRIVATE PLACEMENT FINANCING

Vancouver, Canada - Tinka Resources Limited (the “Company”) (TSXV - TK; Frankfurt - TLD; Pinksheets - TKRFF) is revising the terms of the private placement of units originally announced on June 1, 2011. Under the revised terms, the Company has engaged Union Securities Ltd. (the “Agent”) to act as agent, on a reasonable commercial efforts basis, for a brokered private placement (the “Brokered Offering”) to raise up to \$2.31 million by the issuance of up to 6.6 million units of the Company (each a “Unit”) at a purchase price of \$0.35 per Unit. The Company will also issue up to 1.2 million Units pursuant to a concurrent non-brokered private placement (together with the Brokered Offering, the “Offering”) for total gross proceeds of up to \$2.73 million under the Offering. Each Unit will consist of one common share and one common share purchase warrant (a “Warrant”). Each whole Warrant will entitle the holder thereof to purchase one additional common share of the Company (a “Warrant Share”) at an exercise price of \$0.50 per Warrant Share for a period of 12 months following the closing (the “Closing Date”) of the Offering, subject to an accelerated expiry date in the event that, after the date which is 4 months after the Closing Date, the closing price of the common shares of the Company listed on the TSX Venture Exchange is greater than or equal to \$1.00 for a period of 10 consecutive trading days.

In consideration for its services, the Agent will receive a cash commission equal to 8% of the gross proceeds from the sale of the Units under the Brokered Offering, 60,000 options (each an “Agent’s Option”) and additional Agent’s Options exercisable into that number of Units equal to 10% of the number of Units sold pursuant to the Brokered Offering. Each Agent’s Option will be exercisable, in whole or in part, at any time up to 12 months following the Closing Date to acquire one Unit at an exercise price of \$0.35 per Unit. The Company will also pay the Agent a work fee and reimburse the Agent for reasonable expenses incurred in connection with the financing.

The Offering is subject to the receipt of all necessary regulatory approvals, including acceptance by the TSX Venture Exchange. The securities issued under the Offering will be subject to a four month hold period under applicable Canadian securities laws.

The net proceeds from the Offering will be used to finance exploration on the Company’s Colquipucro and Tibillos projects located in Peru and for general corporate purposes.

On behalf of the Board,

“**Andrew Carter**”

Andrew Carter, President & CEO

Company information contact:

Mariana Bermudez at (604) 699 0202 or

email: mbermudez@chasemgt.com

website: www.tinkaresources.com

Investor Information Contact:

Bay Street Connect,

Michael D’Amico

Tel: 1.647.500.6023

Email: michael@baystreetconnect.com

Forward Looking Statements This Company Press Release may contain certain “forward-looking” statements and information relating to the Company that are based on the beliefs of the Company’s management as well as assumptions made by and information currently available to the Company’s management. Such statements reflect the current risks, uncertainties and assumptions related to certain factors including, without limitations, competitive factors, general economic conditions, customer relations, relationships with vendors and strategic partners, the interest rate environment, governmental regulation and supervision, seasonality, technological change, changes in industry practices, and one-time events. Should any one or more of these risks or uncertainties materialize, or should any underlying assumptions prove incorrect, actual results may vary materially from those described herein.

Neither the TSX Venture Exchange, its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange), nor the Frankfurt Stock Exchange accepts responsibility for the adequacy or accuracy of this news release.