

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

May 14, 2013

3. Press Release

The press release was released on May 14, 2013 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

May 16, 2013



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

May 14, 2013

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Tinka Closes Private Placement Financing

Vancouver, Canada - Tinka Resources Limited (the “Company”), (TSXV: TK) (Frankfurt: TLD) (OTCPK: TKRFF), announces the closing of a private placement financing (the “Financing”) announced by the Company on April 24, 2013 and May 9, 2013. The Company has raised gross proceeds of \$2,575,725 through the issuance of 3,030,265 units at \$0.85 per unit (the “Units”). Each Unit consists of one common share and one-half of one share purchase warrant (each whole warrant a “Warrant”). Each Warrant entitles the holder to purchase one common share at a price of \$1.25 per common share for a period of eighteen months.

All securities issued under the Financing are subject to a four-month hold period that expires on September 15, 2013.

The net proceeds of the private placement are expected to be used to advance exploration work on the Company's Colquipucro and Ayawilca projects and for general working capital purposes.

Richardson GMP Limited (“RGMP”) acted as agent on a portion of the Financing placing 1,947,500 Units. In consideration for RGMP's services, the Company paid a cash fee of \$165,538 and issued 194,750 compensation warrants. Each compensation warrant entitles the holder to purchase one Unit of the Company under the same terms as the Financing Units. In addition, the Company has paid a finder a cash commission of 6% of certain proceeds and issued 7,500 finder warrants, each finder warrant having the same terms and conditions as the Financing Warrants.

The Financing remains subject to final acceptance by the TSX Venture Exchange.

This news release does not constitute an offer to sell or a solicitation of an offer to buy any of the securities in the United States. The securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the “U.S. Securities Act”) or any state securities laws and may not be offered or sold within the United States or to U.S. Persons unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available.

About Tinka Resources Limited (TSXV:TK) (Frankfurt:TLD) (Pinksheets:TKRFF):

Tinka is a junior resource acquisition and exploration company. Tinka's main focus is on its 100% owned Colquipucro and Ayawilca projects located in the highly mineralized silver-lead-zinc belt of Central Peru.

On behalf of the Board,

“Andrew Carter”

Andrew Carter, President & CEO

Company Contact:

Mariana Bermudez at (604) 699 0202
or email: mbermudez@chasemgt.com

website:

www.tinkaresources.com

Investor Information Contact:

Michael D'Amico
Tel: 1.647.500.6023
Email: michaeldamico@rogers.com

Forward Looking Statements This Company news release contains 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 available to the Company's management as of the date of this news release. 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 including local communities and

landholders, 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.