

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 10, 2014

3. Press Release

The press release was released on June 10, 2014 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 17, 2014



Tinka Resources Limited

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NEWS RELEASE

June 10, 2014

TINKA RESOURCES AND DARWIN RESOURCES PROVIDE ARRANGEMENT UPDATE

Vancouver, Canada – Tinka Resources Limited (“Tinka”) (TSXV:TK) and Darwin Resources Corp. (“Darwin”) (TSXV:DAR, OTCBK:DARWF and Frankfurt: DWU) jointly announce that further to the news releases dated [April 17, 2014](#), [May 1, 2014](#) and [June 2, 2014](#), the due diligence period is now complete and, accordingly, the companies are proceeding satisfactorily to finalize the statutory plan of arrangement (the “**Arrangement**”) under which Tinka will acquire all of the issued and outstanding common shares of Darwin and undertake the second tranche private placement financing as detailed in the [April 17, 2014](#) joint news release.

As part of the Arrangement, Darwin has called a special meeting of shareholders to be held on July 11, 2014 (the “**Darwin Meeting**”) to consider the Arrangement. An Information Circular containing detailed disclosure on the Arrangement will be mailed to Darwin shareholders shortly and will be available on Darwin’s website and under Darwin’s profile on SEDAR.

The Arrangement will require the approval of 66⅔% of the votes cast on the Arrangement resolution by Darwin shareholders present in person or by proxy at the Darwin Meeting voting as a single class, together with minority approval in accordance with Multilateral Instrument 61-101 *Protection of Minority Security Holders in Special Transactions*.

The Arrangement remains subject to normal conditions precedent for these types of transactions, including receipt of all court, shareholder and regulatory approvals.

This announcement is for informational purposes only and does not constitute an offer to purchase, a solicitation of an offer to sell the shares or a solicitation of a proxy.

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

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

About Darwin Resources Corp.

Darwin is a resource acquisition and development company focussing on Peru. Darwin has an option to acquire 100% of the Suriloma epithermal gold property in the Department of La Libertad.

Forward Looking Statements. Certain information in this news release contains forward-looking statements and forward-looking information within the meaning of applicable securities laws (collectively "**forward-looking statements**"). All statements, other than statements of historical fact are forward-looking statements. Forward-looking statements are based on the beliefs and expectations of each of Darwin and Tinka as well as assumptions made by and information currently available to each of Darwin's and Tinka's management. Such statements reflect the current risks, uncertainties and assumptions related to certain factors including, without limitations, failure to successfully complete the Arrangement, capital and other costs varying significantly from estimates, production rates varying from estimates, changes in world metal markets, changes in equity markets, uncertainties relating to the availability and costs of financing needed in the future, equipment failure, unexpected geological conditions, imprecision in resource estimates or metal recoveries, success of future development initiatives, competition, operating performance, environmental and safety risks, delays in obtaining or failure to obtain necessary permits and approvals from local authorities, community relations, and other development and operating risks. 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. Although each of Darwin and Tinka believe that assumptions inherent in the forward-looking statements are reasonable, forward-looking statements are not guarantees of future performance and accordingly undue reliance should not be put on such statements due to the inherent uncertainty therein. Except as may be required by applicable securities laws, each of Darwin and Tinka disclaim any intent or obligation to update any forward-looking statement.

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.

For further information please contact:

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