

**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**

March 13, 2018

**3. Press Release**

The press release was released on March 13, 2018 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. Officer**

Mariana Bermudez, Corporate Secretary  
Phone: (604) 685-9316

**9. Date of Report**

March 14, 2018



## 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](http://www.tinkaresources.com)  
TSXV & BVL: TK OTCPK: TKRFF

NEWS RELEASE

March 13, 2018

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### TINKA ANNOUNCES \$7,008,000 BOUGHT DEAL FINANCING

VANCOUVER, British Columbia, March 13, 2018 -- **Tinka Resources Limited (TSXV & BVL: TK) (OTCPK: TKRFF)** (the “Company” or “Tinka”) announced today that it has entered into an agreement with a syndicate of underwriters led by GMP Securities L.P. (the “Underwriters”) pursuant to which the Underwriters will purchase, on a bought deal basis, 14,600,000 units (the “Units”) of the Company at a price of C\$0.48 per Unit (the “Offering Price”) for aggregate gross proceeds to the Company of C\$7,008,000 (the “Offering”). Each Unit will consist of one (1) common share (a “Common Share”) and one-half (0.5) of a common share purchase warrant (each whole common share purchase warrant a “Warrant”). Each Warrant will entitle the holder to acquire one common share of the Company at a price of C\$0.75 for a period of 12 months following the Closing Date (as hereinafter defined).

The Company has agreed to grant the Underwriters an over-allotment option to purchase up to an additional 2,190,000 Units at the Offering Price, exercisable in whole or in part, at any time and from time to time for a period of 30 days from and including the closing of the Offering to cover over-allotments, if any, and for market stabilization purposes. If this option is exercised in full, an additional C\$1,051,200 in gross proceeds will be raised pursuant to the Offering and the aggregate gross proceeds of the Offering will be C\$8,059,200.

Concurrent with the Offering, the Company will undertake a non-brokered private placement (the “Private Placement”) of up to 12,500,000 Units at the Offering Price for additional gross proceeds of up to C\$6,000,000 to i) certain existing shareholders pursuant to the exercise of pre-emptive rights, and ii) certain Peruvian and other purchasers.

The net proceeds from the Offering and the Private Placement will be used to fund exploration expenditures at the Company’s Ayawilca Project in Peru, as well as for general working capital and corporate purposes.

The Units under the Offering will be offered by way of a short form prospectus to be filed in all the provinces of Canada, except Québec. The Units will also be sold to U.S. buyers on a private placement basis pursuant to an exemption from the registration requirements in Rule 144A of the United States Securities Act of 1933, as amended, and other jurisdictions outside of Canada and the United States provided that no prospectus filing or comparable obligation arises.

The Offering is scheduled to close on or about April 4, 2018 and is subject to certain conditions including, but not limited to, the receipt of all necessary approvals for the Offering including the approval of the TSX Venture Exchange and the securities regulatory authorities.

**This press release is not an offer or a solicitation of an offer of securities for sale in the United States. The securities have not been and will not be registered under the U.S. Securities Act of**

**1933, as amended, or any state securities laws and may not be offered or sold in the United States or to U.S. Persons unless registered under the U.S. Securities Act of 1933, as amended, and applicable state securities laws or an applicable exemption from such registration is available.**

### **About Tinka Resources Limited**

Tinka is an exploration and development company with its flagship property being the 100%-owned Ayawilca carbonate replacement deposit (CRD) in the zinc-lead-silver belt of central Peru, 200 kilometres northeast of Lima. The Ayawilca Zinc Zone has an Inferred Mineral Resource of 42.7Mt at 6.0% zinc, 0.2% lead, 17 g/t silver & 79 g/t indium, and a Tin Zone Inferred Mineral Resource of 10.5 Mt at 0.6 % tin, 0.2% copper & 12 g/t silver (November 2017).

The scientific and technical disclosure in this news release has been reviewed by Dr. Graham Carman, President and CEO of the Company who is a Qualified Person as defined by National Instrument 43-101 – Standards of Disclosure for Mineral Projects.

### **Investor Information:**

**[www.tinkaresources.com](http://www.tinkaresources.com)**

1305 – 1090 West Georgia St., Vancouver, BC, V6E 3V7

Rob Bruggeman 1.416.884.3556 or

[rbruggeman@tinkaresources.com](mailto:rbruggeman@tinkaresources.com)

### **Company Contact:**

Mariana Bermudez, 1.604.699.0202

[info@tinkaresources.com](mailto:info@tinkaresources.com)

### **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, including but not limited to statements regarding the Offering, the receipt of requisite regulatory approvals and the intended use of proceeds. Forward-looking statements are based on the beliefs and expectations of Tinka as well as assumptions made by and information currently available to Tinka's management. Such statements reflect the current risks, uncertainties and assumptions related to certain factors including, without limitations, the successful completion of the Offering and the Private Placement, the receipts of requisite regulatory approvals, the anticipated use of proceeds of the Offering and the Private Placement, drilling results, the Company's expectations regarding mineral resource calculations, 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 agreements and 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 Tinka believes 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, Tinka disclaims any intent or obligation to update any forward-looking statement.

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