March 23, 2018

Tinka Resources Limited

TERMS OF THE OFFERING

A preliminary short form prospectus containing important information relating to the securities described in this document has not yet been filed with the securities regulatory authorities in each of the provinces and territories of Canada, other than Québec. A copy of the preliminary short form prospectus is required to be delivered to any investor that received this document and expressed an interest in acquiring the securities. There will not be any sale or any acceptance of an offer to buy the securities until a receipt for the final short form prospectus has been issued.

This document does not provide full disclosure of all material facts relating to the securities offered. Investors should read the preliminary short form prospectus, final short form prospectus and any amendment, for disclosure of those facts, especially risk factors relating to the securities offered, before making an investment decision.

This communication shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of these securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction.

Issuer:	Tinka Resources Limited ("Tinka" or the "Company").
Offering:	"Bought-deal" offering of 14,600,000 units (the "Units"). 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").
Offering Size:	C$7,008,000.
Offering Price:	C$0.48.
Warrants:	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).
Over-Allotment Option:	The Company will grant the Underwriters an option (the "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.
Concurrent Non-Brokered Private Placement:	Concurrent with the Offering, the Company will undertake a non-brokered private placement (the "Private Placement") of up to 14,000,000 Units at the Offering Price for additional gross proceeds of C$6,720,000 to certain existing shareholders pursuant to the exercise of pre-emptive rights and certain Peruvian or other subscribers. The Private Placement may close after the Offering and in one or more tranches.
Use of Proceeds:	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.
Form of Offering:	Bought deal, short form prospectus offering, subject to a formal underwriting agreement, including standard industry "disaster out", "material adverse change out" and "breach out" clauses running up to the Closing Date.

Jurisdictions:	The qualifying jurisdictions for this Offering will be all the provinces of Canada, other than Québec. The Units will also be sold internationally (other than in the United States) on a private placement basis pursuant to available exemptions in accordance with all applicable laws and provided that no prospectus or registration statement filing or comparable obligation arises.
Listing:	The Company shall obtain the necessary approvals to list the Common Shares (including the Common Shares underlying the Warrants), which listing shall be conditionally approved prior to closing. The Common Shares are currently listed on the TSX Venture Exchange and the Bolsa de Valores de Lima under the symbol "TK".
Eligibility:	Eligible under the usual statutes and for RRSPs, RRIFs, RESPs, RDSPs, and TFSAs.
Bookrunner:	GMP Securities L.P.
Commission:	A cash commission of 6.0% of the aggregate gross proceeds from the Offering (including on any exercise of the Over-Allotment). No commission is payable to the underwriters in connection with the Private Placement.
Closing Date:	On or about April 4, 2018 or such other date as the Company and Underwriters may agree (the "Closing Date").

"The information contained herein is believed to be accurate; however it is subject to change without notice."

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.