

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

April 4, 2018

3. Press Release

The press release was released on April 4, 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

April 6, 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
TSXV & BVL: TK OTCPK: TKRFF

NEWS RELEASE

April 4, 2018

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TINKA ANNOUNCES CLOSING OF BOUGHT DEAL FINANCING

VANCOUVER, British Columbia, April 4, 2018 -- **Tinka Resources Limited (TSXV & BVL: TK) (OTCPK: TKRFF)** (the “Company” or “Tinka”) is pleased to announce that it has closed its previously announced bought deal financing, including the exercise in full of the underwriters’ over-allotment option. A total of 16,790,000 units (the “Units”) of Tinka were sold at a price of C\$0.48 per Unit (the “Offering Price”), for aggregate gross proceeds of C\$8,059,200 (the “Offering”). Each Unit consisted 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 entitles the holder to acquire one common share of the Company at a price of C\$0.75 at any time prior to April 4, 2019.

The net proceeds from the Offering will be used to fund exploration expenditures and related costs related to the Phase 1 recommended work program at the Company’s Ayawilca Project in Peru, for further exploratory drilling at the Ayawilca Project as well as for general working capital and corporate purposes.

The Offering was completed through a syndicate of underwriters led by GMP Securities L.P. and including Canaccord Genuity Corp., Beacon Securities Limited, CIBC World Markets Inc., and Industrial Alliance Securities Inc. (collectively, the “Underwriters”). The Underwriters received a cash commission equal to 6% of the gross proceeds of the Offering.

The Offering was completed by way of a short form prospectus which was filed in all the provinces of Canada, except Québec. This press release 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 state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

Concurrent with the Offering, the Company is undertaking a non-brokered private placement (the “Private Placement”) of up to 14,000,000 Units at the Offering Price for additional gross proceeds of up to C\$6,720,000 to i) certain existing shareholders pursuant to the exercise of pre-emptive rights, and ii) certain Peruvian and other purchasers. The Private Placement is expected to close on or about April 6, 2018.

The securities offered have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended (the “U.S. Securities Act”) or any U.S. state securities laws, and may not be offered or sold in the United States or to, or for the account or benefit of, a U.S. Person (as defined in Regulation S under the U.S. Securities Act) absent registration or an applicable exemption from the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. This press release shall not constitute an offer to sell or the solicitation of an offer to buy securities in the United States or to, or for the account or benefit of, any U.S. Person, nor shall there be any sale of these securities in any jurisdiction in which such offer, solicitation or sale would be unlawful.

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

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

Rob Bruggeman 1.416.884.3556 or

rbruggeman@tinkaresources.com

Company Contact:

Mariana Bermudez, 1.604.699.0202

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 intended use of proceeds and the completion of the Private Placement. 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 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.

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.