

Form 51-102F3
MATERIAL CHANGE REPORT

- Item 1. Name and Address of Reporting Issuer
- Tincorp Metals Inc. (the “Company”)
Suite 1750 -1066 West Hastings Street
Vancouver, British Columbia, Canada, V6E 3X1
- Item 2. Date of Material Change
- June 9, 2023
- Item 3. News Release
- A news release announcing the material change referred to in this report was disseminated on June 9, 2023 through Cision and subsequently filed under the Company’s profile on SEDAR at www.sedar.com.
- Item 4. Summary of Material Changes
- The Company is pleased to announce that the Company has appointed Mr. Derek Liu, CPA, CGA as its new Chief Financial Officer effective immediately. Mr. Liu has extensive experience in finance and accounting. He has held senior accounting positions, such as corporate controller and chief financial officer in several public Canadian mining companies, and currently is also the Chief Financial Officer of Silvercorp Metals Inc.
- Ms. Jean Zhang resigned from her position as Chief Financial Officer of the Company effectively immediately to pursue other career opportunities. The Company would like to thank Ms. Zhang for her efforts and wishes her success in her future endeavours.
- Item 5. Full Description of Material Change
- See attached Schedule “A”
- Item 6. Reliance on subsection 7.1(2) of National Instrument 51-102
- Not applicable.
- Item 7. Omitted Information
- Not applicable.
- Item 8. Executive Officer
- For further information, please contact Flora Lo, Corporate Secretary
Telephone: 604-669-9397 extension 230
- Item 9. Date of Report
- June 9, 2023

Schedule “A”



Tincorp Metals Inc.
1750 - 1066 West Hastings Street
Vancouver, BC, Canada V6E 3X1
Telephone: (604) 336-5919
www.tincorp.ca

**Tincorp Announces AGM Results
and Appointment of New CFO**

Vancouver, British Columbia – June 9, 2023 – Tincorp Metals Inc. (“Tincorp” or the “Company”) (TSXV: “**TIN**”; OTCQX: “**TINFF**”) is pleased to report that all resolutions were approved at the Company’s Annual General Meeting of shareholders held on June 9, 2023. The voting results are as follows:

Total issued and outstanding Common Shares as at Record Date: 66,557,423
Total percentage of Common Shares voted: 52.90%

Matter Voted Upon	Voting Result			
Fixing the number of directors of the Company at six (6)	The number of directors of the Company for the ensuing year was fixed at six (6), by a majority of shareholders:			
	<u>Votes For</u>		<u>Votes against</u>	
	33,539,795	(99.89%)	36,075	(0.11%)
Election of Directors	The following nominees were elected as directors of the Company until the next annual meeting of shareholders of the Company, by a majority of shareholders:			
		<u>Votes For</u>	<u>Votes Withheld</u>	<u>Non Vote</u>
	Gordon Neal	32,736,428 (97.50%)	839,442 (2.5%)	1,633,290
	Lorne Waldman	33,542,676 (99.90%)	33,194 (0.1%)	1,633,290
	Dr. Rui Feng	33,221,064 (98.94%)	354,806 (1.06%)	1,633,290
	Bhakti Pavani	33,222,785 (98.95%)	353,085 (1.05%)	1,633,290
	Alex Zhang	33,222,151 (98.95%)	353,719 (1.05%)	1,633,290
	Hernan Uribe-Zeballos	33,223,012 (98.95%)	352,858 (1.05%)	1,633,290
Appointment of Deloitte LLP, as	Deloitte LLP, Chartered Professional Accountants, was reappointed as the Company’s auditors for the ensuing year, and the directors were authorized to fix their remuneration, by a majority of shareholders:			

Matter Voted Upon	Voting Result		
auditors of the Company	<p style="text-align: center;"><u>Votes For</u> 35,183,495 (99.93%)</p>		<p style="text-align: center;"><u>Votes Withheld</u> 25,665 (0.07%)</p>
Approval of Amended and Restated 10% Rolling Stock Option Plan (the "Plan")	The Plan was approved by a majority of shareholders:		
	<p style="text-align: center;"><u>Votes For</u> 33,055,857 (98.45%)</p>	<p style="text-align: center;"><u>Votes Against</u> 520,013 (1.55%)</p>	<p style="text-align: center;"><u>Non Vote</u> 1,633,290</p>

Appointment of CFO

Ms. Jean Zhang resigned from her position as Chief Financial Officer of the Company effectively immediately to pursue other career opportunities. The Company would like to thank Ms. Zhang for her efforts and wishes her success in her future endeavours.

The Company has appointed Mr. Derek Liu, CPA, CGA as its new Chief Financial Officer effective immediately. Mr. Liu has extensive experience in finance and accounting. He has held senior accounting positions, such as corporate controller and chief financial officer in several public Canadian mining companies, and currently is also the Chief Financial Officer of Silvercorp Metals Inc.

About Tincorp

Tincorp Metals Inc. is a mineral exploration company focusing on tin projects in Bolivia and a gold project near Whitehorse, Yukon, Canada. The Company has signed agreements to acquire up to a 100% interest in the Porvenir Project and SF Tin Project, which are 70 km southeast of Oruro, Bolivia. The Company's 100% owned Skukum Gold Project is approximately 84 km south of Whitehorse by road. An independent mineral resource estimate update in respect of the Skukum Gold Project was completed in October 2022.

On Behalf of Tincorp Metals Inc.

signed "Gordon Neal"

Gordon Neal, CEO & Director

For further information, please contact:

Investor Relations, Tincorp Metals Inc.

Phone: +1 (604)-336-5919

Email: info@tincorp.com

www.tincorp.com

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 news release.