

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 6, 2018

3. Press Release

The press release was released on April 9, 2018, through various approved public media and filed with the TSX Venture Exchange and the securities commissions of British Columbia, Alberta, Saskatchewan, Manitoba, Ontario, New Brunswick, Nova Scotia, Prince Edward Island and Newfoundland and Labrador.

4. Summary of Material Change(s)

The Issuer, a TSXV-listed company, has closed the first tranche (the "**First Tranche**") of its previously announced private placement financing (the "**Placement**") for gross proceeds of C\$5,770,696. The Issuer has issued 12,022,284 Units at a price of C\$0.48 per Unit (the "**Issue Price**") pursuant to the First Tranche. Each Unit consisted of one common share in the capital of the Issuer (a "**Common Share**") and one-half of one common share purchase warrant (each whole common share purchase warrant a "**Warrant**"). Each Warrant entitles the holder to acquire one Common Share of the Issuer (a "**Warrant Share**") at a price of C\$0.75 until April 6, 2019.

5. Full Description of Material Change

The Issuer has closed the First Tranche of its previously announced Placement for gross proceeds of C\$5,770,696. The Issuer has issued 12,022,284 Units at the Issue Price pursuant to the First Tranche. Each Unit consisted of one Common Share and one-half of one Warrant. Each Warrant entitles the holder to acquire one Warrant Share at a price of C\$0.75 until April 6, 2019.

As part of the First Tranche, Sentient Global Resources Fund IV, LP ("**Sentient IV**"), an Insider of the Issuer, exercised its pre-existing participation rights in respect of the public offering of Units which closed on April 4, 2018 and the Placement. Pursuant to the First Tranche, Sentient IV purchased 7,322,500 Units at the Issue Price for gross proceeds of C\$3,514,800. Sentient IV's participation in the Placement constitutes a related party transaction pursuant to Multilateral Instrument 61-101 - *Protection of Minority Security Holders in Special Transactions* ("**MI 61-101**"). The Issuer is exempt from the requirements to obtain a formal valuation and minority shareholder approval in connection with Sentient IV's participation in the Placement in reliance of sections 5.5(b) and 5.7(a) of MI 61-101. The Placement was unanimously approved by the disinterested members of the board of directors of the Issuer. Mr. Pieter Britz declared his interest in the Placement and abstain from voting with respect to his interest therein, as Mr. Britz is a director of the Issuer nominated by Sentient IV.

All securities issued pursuant to the Placement on the date hereof are subject to a four-month hold period

under applicable securities laws in Canada expiring on August 7, 2018.

The material change report is being filed after closing of the Placement. This was necessary in order to permit the Issuer to close the Placement in a timeframe consistent with usual market practice for transactions of this nature.

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) 699-0202

9. Date of Report

April 10, 2018