

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Tinka Resources Limited (“**Tinka**” or the “**Company**”) of Suite 1305, 1090 West Georgia Street, Vancouver, British Columbia V6E 3V7

Item 2 Date of Material Change

October 3, 2025

Item 3 News Release

The news release was disseminated on October 6, 2025, through various approved public media and filed on SEDAR+ with the TSX Venture Exchange and with the securities commissions of British Columbia, Alberta, Ontario, Saskatchewan, Manitoba, New Brunswick, Nova Scotia, Prince Edward Island and Newfoundland and Labrador.

Item 4 Summary of Material Change(s)

Tinka has closed its previously announced non-brokered private placement financing (the “**Offering**”) of units (the “**Units**”). Pursuant to the closing of the Offering, the Company issued 51,918,181 Units at a price of C\$0.275 per Unit for gross proceeds of C\$14,277,500. Each Unit comprises one common share (a “**Share**”) and one-half of one common share purchase warrant (a “**Warrant**”). Each Warrant entitles the holder to purchase one additional Share of the Company at an exercise price of C\$0.40 for a period of thirty-six (36) months from the applicable closing of the Offering.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

Tinka has closed its previously announced non-brokered private placement financing (the “**Offering**”) of units (the “**Units**”). Pursuant to the closing of the Offering, the Company issued 51,918,181 Units at a price of C\$0.275 per Unit for gross proceeds of C\$14,277,500. Each Unit comprises one common share (a “**Share**”) and one-half of one common share purchase warrant (a “**Warrant**”). Each Warrant entitles the holder to purchase one additional Share of the Company at an exercise price of C\$0.40 for a period of thirty-six (36) months from the applicable closing of the Offering. The Company plans to use the net proceeds from the Offering to fund an initial drill program at the Silvia gold-copper project, resource expansion at Ayawilca including targeting of high-grade zinc mineralization, and for corporate and general working capital purposes.

Certain directors and officers of the Company participated in the Offering and purchased an aggregate of 2,520,909 Units. Participation of the directors and officers in the Offering constituted a "related party transaction" as defined under Multilateral Instrument 61-101 Protection of Minority Security Holders in Special Transactions ("MI 61-101"), but was exempt from the formal valuation and minority shareholder approval requirements pursuant to sections 5.5(a) and 5.7(1)(a) of MI 61-101, as neither the fair market value of the securities issued to the insiders nor the consideration paid by the insiders exceeded 25% of the Company's market capitalization. The Company obtained approval by the board of directors of the Company to the Offering, with each interested director declaring and abstaining from voting on the resolutions approving the Offering with respect to their participation in the Offering. None of the Company's directors expressed any contrary views or disagreements with respect to the foregoing. The

Company did not file a material change report 21 days prior to the closing of the Offering as the details of the participation of the insiders of the Company had not been confirmed at that time.

All securities issued in connection with the Offering are subject to a statutory four-month hold period, expiring on February 4, 2026. The Offering is subject to final approval of the TSX Venture Exchange.

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

5.2 Disclosure for Restructuring Transactions

N/A

Item 6 Reliance on subsection 7.1(2) of National Instrument 51-102

N/A

Item 7 Omitted Information

N/A

Item 8 Executive Officer

Mariana Bermudez, Corporate Secretary. Telephone: (604) 685 9316

Item 9 Date of Report

October 9, 2025