

Notice of Change in Corporate Structure
Pursuant to Section 4.9 of
National Instrument 51-102 *Continuous Disclosure Obligations*

Item 1 Names of the Parties

Tintina Mines Limited (“**Tintina**” or the “**Company**”)

Item 2 Description of the transaction

On November 28, 2019, the Company completed its previously announced transaction (the “**Transaction**”) with NSR Resources Inc. (“**NSR**”). The Transaction was structured as a “three-cornered” statutory amalgamation of NSR and 2716207 Ontario Inc., a wholly-owned subsidiary of the Company (“**Subco**”) and resulted in Tintina acquiring all of the securities of NSR. The articles of amalgamation between NSR and Subco were filed on November 28, 2019.

Following completion of the Transaction, NSR has become a wholly-owned subsidiary of Tintina, with Tintina owning 27,408,131 NSR Shares. As a result of the Transaction, Tintina became a reporting issuer in Quebec.

Item 3 Effective date of the transaction

November 28, 2019.

Item 4 Names of each party, if any, that ceased to be a reporting issuer after the transaction and of each continuing entity

NSR has submitted an application to cease to be a reporting issuer in Quebec, Alberta, British Columbia and Ontario.

Item 5 Date of reporting issuer’s first financial year-end subsequent to the transaction

December 31, 2019.

Item 6 Periods, including comparative periods, if any, of the interim and annual financial statements required to be filed for the reporting issuer’s first financial year subsequent to the transaction

Not applicable.

Item 7 Documents filed under this Instrument that described the transaction and where those documents can be found in electronic format

The following documents describe the Transaction and can be found under the Company’s profile on SEDAR at www.sedar.com:

- a) Notice of meeting and record date dated September 25, 2019;
- b) Material change report dated October 4, 2019 together with news release dated September 26, 2019 attached as Schedule “A”;

- c) Combination Agreement dated October 15, 2019;
- d) Material change report dated October 21, 2019 together with a news release dated October 16, 2019 attached as Schedule "A";
- e) Notice of annual general and special meeting of shareholders dated October 18, 2019;
- f) Management information circular dated October 18, 2019;
- g) Form of proxy dated October 18, 2019;
- h) News release dated November 19, 2019;
- i) Material change report dated December 4, 2019 together with a news release dated November 29, 2019 attached as Schedule "A"; and
- j) Articles of Amalgamation dated November 28, 2019.

DATED December 10, 2019