

FORM 51-102F3
MATERIAL CHANGE REPORT

ITEM 1 — Name and Address of Company

Tintina Mines Limited (“**Tintina**” or the “**Company**”)
82 Richmond St. E.
Toronto, Ontario
M5C 1P1

ITEM 2 — Date of Material Change

November 28, 2019.

ITEM 3 — News Release

A news release was disseminated on November 29, 2019 through the facilities of Globe Newswire and subsequently filed on SEDAR. A copy of this news release is attached hereto.

ITEM 4 — Summary of Material Change

All matters put forward before shareholders for consideration and approval as set out in Tintina’s management information circular, dated October 18, 2019, were approved by the requisite majority of votes cast at the annual general and special meeting of shareholders of Tintina, held on November 27, 2019. This includes the passing of a special resolution approving an amalgamation under Section 174 of the *Business Corporations Act* (Ontario) involving NSR Resources Inc. (“**NSR**”) and Tintina’s wholly-owned subsidiary, 2716207 Ontario Inc. The articles of amalgamation between NSR and 2716207 Ontario Inc. were filed on November 28, 2019.

All of the issued and outstanding common shares of NSR (“**NSR Shares**”) (other than NSR Shares held by Tintina) will be exchanged on the basis of 0.729756389 of each common share of Tintina (a “**Tintina Share**”) for each NSR Share (the “**Exchange Ratio**”). A total of 20,000,371 Tintina Shares will be issued to the shareholders of NSR representing approximately 43.4% of the combined entity resulting from the amalgamation of NSR and 2716207 Ontario Inc. Options in NSR which are exercisable for 1,401,132 NSR Shares will be exchanged for options exercisable for Tintina Shares (“**Tintina Options**”) at the Exchange Ratio resulting in the issuance of 1,022,485 Tintina Options with an exercise price of \$0.05 each and an expiry date of November 29, 2023.

NSR has become a wholly-owned subsidiary of Tintina, with Tintina owning 27,408,131 NSR Shares. Tintina will cause NSR to submit an application to cease to be a reporting issuer in Quebec, Alberta, British Columbia and Ontario.

ITEM 5 — Full Description of Material Change

Please refer to attached news release.

ITEM 6 — Reliance on Section 7.1(2) or (3) of National Instrument 51-102 of the Act
N/A

ITEM 7— Omitted Information
N/A

ITEM 8 — Executive Officer
Jing Peng, Chief Financial Officer
(416) 848-9888

ITEM 9 — Date of Report
December 4, 2019.



Tintina and NSR Announce the Results of their Respective Meetings of Shareholders

TORONTO, Nov. 29, 2019 -- Tintina Mines Limited (“**Tintina**”) (TSXV:TTS) and NSR Resources Inc. (“**NSR**”) are pleased to announce the voting results from Tintina’s annual general and special meeting of shareholders (the “**Tintina Meeting**”) and NSR’s special meeting of shareholders (the “**NSR Meeting**”), both of which were held in Toronto, Ontario on November 27, 2019.

Tintina Meeting

The total number of common shares of Tintina (“**Tintina Shares**”) represented by shareholders present in person and by proxy at the Tintina Meeting was 21,504,408 Tintina Shares, representing 82.32% of the total issued and outstanding Tintina Shares as of the record date.

All of the matters put forward before shareholders for consideration and approval as set out in Tintina’s management information circular, dated October 18, 2019, were approved by the requisite majority of votes cast at the Tintina Meeting. The shareholders of Tintina passed a special resolution approving an amalgamation under Section 174 of the *Business Corporations Act* (Ontario) involving NSR and Tintina’s wholly-owned subsidiary, 2716207 Ontario Inc. (the “**Amalgamation Resolution**”). The results of the vote for the Amalgamation Resolution at the Tintina Meeting are set out in the following table:

Motion	Votes For	Votes Against	% of Votes Cast For
Amalgamation Resolution	21,483,408	0	100%
Amalgamation Resolution on a disinterested shareholder basis	1,123,467	0	100%

NSR Meeting

The total number of common shares of NSR (“**NSR Shares**”) represented by shareholders present in person and by proxy at the NSR Meeting was 12,474,024 NSR Shares, representing 45.51% of the issued and outstanding NSR Shares as of the record date.

The only matter put forward before shareholders for consideration and approval as set out in NSR’s management information circular, dated October 18, 2019, was the Amalgamation Resolution, which was approved by the requisite majority of votes cast at the NSR Meeting. The results of the vote for the Amalgamation Resolution at the NSR Meeting are set out in the following table:

Motion	Votes For	Votes Against	% of Votes Cast For
Amalgamation Resolution	12,472,024	0	100%
Amalgamation Resolution on a disinterested shareholder basis	2,597,104	0	100%

The Amalgamation

Given that disinterested shareholder approval and the requisite 66⅔% approval for the Amalgamation Resolution was received at the Tintina Meeting and the NSR Meeting, Tintina and NSR are going forward with the business combination transaction that was described in joint news releases dated September 26, 2019 and October 16, 2019. In that regard, the articles of amalgamation between NSR and 2716207 Ontario Inc. were filed on November 28, 2019.

Under the terms of the Combination Agreement, all of the issued and outstanding NSR Shares (other than NSR Shares held by Tintina) will be exchanged on the basis of 0.729756389 of each Tintina Share for each NSR Share (the “**Exchange Ratio**”). A total of 20,000,371 Tintina Shares will be issued to the shareholders of NSR representing approximately 43.4% of the combined entity resulting from the amalgamation of NSR and 2716207 Ontario Inc. Holders of options in NSR which are exercisable for 1,401,132 NSR Shares will be exchanged for options exercisable for Tintina Shares (“**Tintina Options**”) at the Exchange Ratio resulting in the issuance of 1,022,485 Tintina Options with an exercise price of \$0.05 each and an expiry date of November 29, 2023.

Pursuant to the transaction described above, NSR has become a wholly-owned subsidiary of Tintina, with Tintina owning 27,408,131 NSR Shares. Tintina is now considered an “insider” of NSR for the purposes of securities legislation.

Tintina will cause NSR to submit an application to cease to be a reporting issuer in Quebec, Alberta, British Columbia and Ontario.

About Tintina

Tintina is a Canadian-based company with over twenty years of experience in the junior mining industry. Tintina currently owns two main properties, both of which are located in Yukon. The common shares of Tintina are listed for trading on the TSXV under the symbol “TTS”.

About NSR

NSR is a Canadian-based gold and mineral mining company. In March 2019, NSR sold substantially all of its assets, being 13 mining claims in Fourniere Township, Quebec, for consideration of US\$5,000,000 and a 2% net smelter royalty right over its former property. As at June 30, 2019, NSR’s cash balance was \$828,174.

For further information, please contact:

Tintina Mines Limited

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Forward-looking Statements

This press release contains forward-looking statements. Forward-looking statements involve known and unknown risks, uncertainties and assumptions and accordingly, actual results and future events could differ materially from those expressed or implied in such statements. You are hence cautioned not to place undue reliance on forward-looking statements. All statements other than statements of present or historical fact are forward-looking statements, including statements with respect to the receipt of all required approvals including without limitation the applicable stock exchanges. Forward-looking statements include words or expressions such as “proposed”, “will”, “subject to”, “near future”, “in the event”, “would”, “expect”, “prepared to” and other similar words or expressions. Factors that could cause future results or events to differ materially from current expectations expressed or implied by the forward-looking statements include general business, economic, competitive, political and social uncertainties; the state of capital markets; risks relating to (i) the ability of the Tintina and NSR to fulfill the terms of the Combination Agreement and complete the Transaction (ii) the impact on the respective businesses, operations and financial condition of Tintina and NSR resulting from the completion of the Transaction and/or the failure to complete the Transaction on terms described or at all, (iii) a third party competing bid materializing prior to the completion of the Transaction, (iv) delay or failure to receive board, regulatory or court approvals, where applicable, or any other conditions precedent to the completion of the Transaction, (v) unforeseen challenges in integrating the businesses of Tintina and NSR, (vi) failure to realize the anticipated benefits of the Transaction, (vii) other unforeseen events, developments, or factors causing any of the aforesaid expectations, assumptions, and other factors ultimately being inaccurate or irrelevant; and other risks described in Tintina’s and NSR’s documents filed with Canadian securities regulatory authorities. You can find further information with respect to these and other risks in filings made with the Canadian securities regulatory authorities and available at www.sedar.com. We disclaim any obligation to update or revise these forward-looking statements, except as required by applicable law.

Neither the TSXV nor its Regulation Services Provider (as that term is defined in the policies of the TSXV) accepts responsibility for the adequacy or accuracy of this press release.