

TINKA RESOURCES LIMITED

MANAGEMENT INFORMATION CIRCULAR

(Containing information as at February 14, 2018 unless indicated otherwise)

SOLICITATION OF PROXIES

This management information circular ("**Information Circular**") is furnished in connection with the solicitation of proxies by the management of Tinka Resources Limited (the "**Company**") for use at the Annual Meeting of Shareholders of the Company (and any adjournment thereof) to be held on March 22, 2018 (the "**Meeting**") at the time and place and for the purposes set forth in the accompanying Notice of Meeting. While it is expected that the solicitation will be primarily by mail, proxies may be solicited personally or by telephone by the directors, officers and regular employees of the Company at nominal cost. All costs of solicitation by management will be borne by the Company.

The contents and the sending of this Information Circular have been approved by the directors of the Company.

APPOINTMENT OF PROXYHOLDER

The individuals named in the accompanying form of proxy are directors and/or officers ("**Management's Nominees**") of the Company. **A SHAREHOLDER WISHING TO APPOINT SOME OTHER PERSON (WHO NEED NOT BE A SHAREHOLDER) TO REPRESENT HIM AT THE MEETING HAS THE RIGHT TO DO SO, EITHER BY STRIKING OUT THE NAMES OF THOSE PERSONS NAMED IN THE ACCOMPANYING FORM OF PROXY AND INSERTING THE DESIRED PERSON'S NAME IN THE BLANK SPACE PROVIDED IN THE FORM OF PROXY OR BY COMPLETING ANOTHER FORM OF PROXY. A proxy will not be valid unless the completed form of proxy is received by Computershare Investor Services Inc. (the "Transfer Agent"), of 8th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1, not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time for holding the Meeting, or any adjournment thereof. Proxies delivered after that time will not be accepted.**

REVOCAION OF PROXIES

A shareholder who has given a proxy may revoke it by an instrument in writing executed by the shareholder or by his attorney duly authorized in writing or, where the shareholder is a company, by a duly authorized officer or attorney of such company, and delivered to the head office of the Company, Suite 1305 – 1090 West Georgia Street, Vancouver, British Columbia V6E 3V7 (Attention: Corporate Secretary), at any time up to and including the last business day preceding the day of the Meeting, or if adjourned, any reconvening thereof, or to the Chairman of the Meeting on the day of the Meeting or, if adjourned, any reconvening thereof or in any other manner provided by law. A revocation of a proxy does not affect any matter on which a vote has been taken prior to the revocation.

INFORMATION FOR NON-REGISTERED SHAREHOLDERS

Only registered shareholders or duly appointed proxyholders are permitted to vote at the Meeting. Most shareholders of the Company are "non-registered" shareholders because the common shares of the Company ("Common Shares") they own are not registered in their names but are instead registered in the names of a brokerage firm, bank or other intermediary or in the name of a clearing agency. Shareholders who do not hold their Common Shares in their own name (referred to herein as "Beneficial Shareholders") should note that only registered shareholders may vote at the Meeting. If Common Shares are listed in an account statement provided to a shareholder by a broker, then in almost all cases those Common Shares will not be registered in such shareholder's name on the records of the Company. Such Common Shares will more likely be registered under the name of

the shareholder's broker or an agent of that broker. In Canada, the vast majority of such shares are registered under the name of CDS & Co. (the registration name for CDS Clearing and Depository Services Inc., which company acts as nominee for many Canadian brokerage firms). Common Shares held by brokers (or their agents or nominees) on behalf of a broker's client can only be voted (for or against resolutions) at the direction of the Beneficial Shareholder. Without specific instructions, brokers and their agents and nominees are prohibited from voting shares for the brokers' clients. **Therefore, each Beneficial Shareholder should ensure that voting instructions are communicated to the appropriate person well in advance of the Meeting.**

Existing regulatory policy requires brokers and other intermediaries to seek voting instructions from Beneficial Shareholders in advance of shareholders' meetings. The various brokers and other intermediaries have their own mailing procedures and provide their own return instructions to clients, which should be carefully followed by Beneficial Shareholders in order to ensure that their Common Shares are voted at the Meeting. Often the form of proxy supplied to a Beneficial Shareholder by its broker is identical to the form of proxy provided by the Company to the registered shareholders. However, its purpose is limited to instructing the registered shareholder (i.e. the broker or agent of the broker) how to vote on behalf of the Beneficial Shareholder. The majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. ("**Broadridge**"). Broadridge typically prepares a machine-readable voting instruction form, mails those forms to the Beneficial Shareholders and asks Beneficial Shareholders to return the forms to Broadridge, or otherwise communicate voting instructions to Broadridge (by way of the internet or telephone, for example). Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of Common Shares to be represented at the Meeting. **A Beneficial Shareholder who receives a Broadridge voting instruction form cannot use that form to vote Common Shares directly at the Meeting. The voting instruction form must be returned to Broadridge (or instructions respecting the voting of Common Shares must be communicated to Broadridge) well in advance of the Meeting in order to have the Common Shares voted.**

This Information Circular and accompanying materials are being sent to both registered shareholders and Beneficial Shareholders. Beneficial Shareholders fall into two categories – those who object to their identity being known to the issuers of securities which they own ("**OBOs**") and those who do not object to their identity being made known to the issuers of the securities they own ("**NOBOs**"). Subject to the provision of National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* ("**NI 54-101**") issuers may request and obtain a list of their NOBOs from intermediaries via their transfer agents. Pursuant to NI 54-101, issuers may obtain and use the NOBO list for distribution of proxy-related materials directly (not via Broadridge) to such NOBOs. If you are a Beneficial Shareholder, and the Company or its agent has sent these materials directly to you, your name, address and information about your holdings of Common Shares have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding the Common Shares on your behalf.

The Company has decided to take advantage of the provisions of NI 54-101 that permit it to deliver proxy-related materials directly to its NOBOs. By choosing to send these materials to you directly, the Company (and not the intermediary holding Common Shares on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. Please return your voting instructions as specified in the request for voting instructions. As a result if you are a NOBO of the Company, you can expect to receive a scannable Voting Instruction Form ("**VIF**") from the Transfer Agent. Please complete and return the VIF to the Transfer Agent in the envelope provided or by facsimile. In addition, telephone voting and internet voting instructions can be found on the VIF. The Transfer Agent will tabulate the results of the VIF's received from the Company's NOBOs and will provide appropriate instructions at the Meeting with respect to the Common Shares represented by the VIF's they receive.

The Company will not pay for intermediaries to deliver the Meeting materials to OBOs, and OBOs will not receive the Meeting materials unless their intermediary assumes the cost of delivery.

Although Beneficial Shareholders may not be recognized directly at the Meeting for the purposes of voting Common Shares registered in the Beneficial Shareholder's name, a Beneficial Shareholder may attend the Meeting as proxyholder for the registered shareholder and vote the Common Shares in that capacity. **Beneficial Shareholders who wish to attend the Meeting and indirectly vote their Common Shares as proxyholder for the registered shareholder should enter their own names in the blank space on the proxy provided to them and return the same to their broker (or the broker's agent) in accordance with the instructions provided by such broker.**

All references to shareholders in this Information Circular and the accompanying form of Proxy and Notice of Meeting are to shareholders of record unless specifically stated otherwise.

VOTING OF PROXIES

The shares represented by a properly executed proxy in favour of Management's Nominees as proxyholders in the accompanying form of proxy will:

- (a) be voted or withheld from voting in accordance with the instructions of the person appointing the proxyholder on any ballot that may be taken; and
- (b) where a choice with respect to any matter to be acted upon has been specified in the form of proxy, be voted in accordance with the specification made in such proxy.

ON A POLL, SUCH SHARES WILL BE VOTED AS DIRECTED BY MANAGEMENT OF THE COMPANY FOR EACH MATTER FOR WHICH NO CHOICE HAS BEEN SPECIFIED OR WHERE BOTH CHOICES HAVE BEEN SPECIFIED BY THE SHAREHOLDER.

The enclosed form of proxy when properly completed and delivered and not revoked confers discretionary authority upon the person appointed proxyholder thereunder to vote with respect to amendments or variations of matters identified in the Notice of Meeting and with respect to other matters which may properly come before the Meeting. If any amendments or variations to matters identified in the Notice of Meeting are properly brought before the Meeting or any further or other business is properly brought before the Meeting, it is the intention of the persons designated in the enclosed form of proxy to vote in accordance with their best judgment on such matters or business. At the time of the printing of this Information Circular, the management of the Company knows of no such amendment, variation or other matter that may be presented to the Meeting.

INTEREST OF CERTAIN PERSONS OR COMPANIES IN MATTERS TO BE ACTED UPON

Except as disclosed elsewhere in this Information Circular, no person who has been a director or executive officer of the Company at any time since the beginning of the last financial year, nor any proposed nominee for election as a director of the Company, nor any associate or affiliate of any of the foregoing, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon other than the election of directors or the appointment of auditors.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The authorized capital of the Company consists of an unlimited number of Common Shares without par value. As at February 14, 2018 (the "Record Date"), the Company had 224,784,669 Common Shares issued and outstanding.

Only shareholders of record at the close of business on the Record Date who either personally attend the Meeting or who have completed and delivered a form of proxy in the manner and subject to the provisions described above shall be entitled to vote or to have their shares voted at the Meeting.

On a show of hands, every individual who is present and is entitled to vote as a shareholder or as a representative of one or more corporate shareholders will have one vote, and on a poll every shareholder present in person or represented by a proxy and every person who is a representative of one or more corporate shareholders, will have one vote for each Common Share registered in that shareholder's name on the list of shareholders as at the Record Date, which is available for inspection during normal business hours at the offices of the Transfer Agent and will be available at the Meeting. **Shareholders represented by proxy holders are not entitled to vote on a show of hands.**

To the knowledge of the directors and executive officers of the Company, no person or company beneficially owns, directly or indirectly, or exercises control or direction over, shares carrying more than 10% of the voting rights attached to all outstanding shares of the Company as of the close of business on February 14, 2018, other than:

Name of Shareholder	Number of Shares	Percentage of Issued and Outstanding
Sentient Executive GP IV, Limited (For the general partner of Sentient Global Resources Fund IV L.P)	55,356,265	24.62%
International Financial Corporation	25,945,754	11.55%

ELECTION OF DIRECTORS

The board of directors of the Company (the "**Board**") presently consists of five (5) directors, and shareholders will be asked at the Meeting to determine the number of directors at five (5) for the ensuing year. It is proposed to elect five directors for the ensuing year.

Pursuant to the Advance Notice Policy adopted by the Board on December 16, 2013, which was ratified and confirmed by the shareholders of the Company at the annual and special meeting of shareholders held on March 20, 2014 and is filed on SEDAR under the Company's profile at www.sedar.com, any additional director nominations for the Meeting must have been received by the Company in compliance with the Advance Notice Policy on or before the close of business on January 29, 2018.

The term of office of each of the present directors expires at the Meeting. The persons named below will be presented for election as directors at the Meeting as management's nominees, and the Management's Nominees proposed by management as proxyholders in the accompanying form of proxy intend to vote for the election of these nominees. Management does not contemplate that any of these nominees will be unable to serve as a director. Each director elected will hold office until the next annual general meeting of the Company or until his successor is elected or appointed, unless his office is earlier vacated in accordance with the Articles of the Company or the provisions of the *Business Corporations Act* (British Columbia) (the "**BCBCA**").

The following table and notes thereto sets out the name of each person proposed to be nominated by management for election as a director (a "**proposed director**"), the province and country in which he or she is ordinarily resident, all offices of the Company now held by him or her, his or her principal occupation within the five preceding years, the period of time for which he or she has been a director of the Company, and the number of Common Shares beneficially owned by him or her, directly or indirectly, or over which he or she exercises control or direction, as at the date hereof.

Shareholders can vote for all of the proposed nominees for directors of the Company, vote for some of the proposed nominees and withhold for others, or withhold from voting for all or any of the proposed nominees. **Unless such authority is withheld, Management's Nominees intend to vote "FOR" the election as directors of the Company, of the five proposed directors names are set forth below.**

Name, Position, Province or State and Country of Residence ⁽¹⁾	Principal Occupation During Past Five Years ⁽¹⁾	Date Became a Director	Number of Common Shares beneficially owned or controlled or directed, directly or indirectly ⁽¹⁾
GRAHAM CARMAN ⁽²⁾ President, Chief Executive Officer (“CEO”) & Director (resident of New South Wales, Australia)	President, CEO and a director of the Company since July 2014. Dr. Carman provides geological and management services to the Company through Bluerock Geological Pty Ltd., a private company controlled by Dr. Carman. Previously, President and CEO of Darwin Resources Corp. (“Darwin”) from January 2012 to July 2014. Dr. Carman is a Fellow of the Australasian Institute of Mining and Metallurgy (“AusIMM”) and is the Company’s Qualified Person as defined by NI 43-101.	July 24, 2014	1,148,113 ⁽⁴⁾
NICK DEMARE ⁽³⁾ Chief Financial Officer (“CFO”) & Director (resident of British Columbia, Canada)	Chartered Professional Accountant. President of Chase Management Ltd. (“Chase”), a private company which provides accounting management, securities regulatory compliance and corporate secretarial services to companies listed on the TSXV and TSX, from 1991 to present.	October 15, 2002	1,513,823 ⁽⁵⁾
BENEDICT MCKEOWN ⁽²⁾⁽³⁾⁽⁶⁾ Non-Executive Chairman and Director (resident of New South Wales, Australia)	Self-employed mining engineer. Previously, Mr. McKeown was a partner at The Sentient Group for 10 years until May 2017.	August 17, 2017	Nil
MARY LITTLE ⁽²⁾⁽³⁾ Director (resident of Santiago, Chile)	President and CEO of Perihelion Inc., a management consultancy company, since 2014. Formerly, founder, director, CEO and President of Mirasol Resources Ltd. (from October 2003 to May 2014).	March 22, 2016	600,000
PIETER BRITZ Director (resident of New South Wales, Australia)	Managing Partner at Sentient Equity Partners (previously, The Sentient Group). Mr. Britz joined Sentient Equity Partners as an investment professional in private equity in 2007.	January 8, 2018	Nil

NOTES:

- (1) The information as to the residence, principal occupation and number of Common Shares beneficially owned by the nominee (directly or indirectly or over which control or direction is exercised), not being within the knowledge of the Company, has been furnished by the respective proposed directors individually.
- (2) Member of the Compensation Committee.
- (3) Member of the Audit Committee.
- (4) Of these Common Shares, 167,113 are owned by The Carman Family Superfund of which Dr. Carman is a trustee.
- (5) Of these Common Shares, 3,030 are owned by Chase, 488,167 are owned by DNG Capital Corp., a private company owned by Mr. DeMare, and 89,692 are owned by 888 Capital Corp., a private company owned 50% by Mr. DeMare.
- (6) Mr. McKeown was appointed as Non-Executive Chairman on February 14, 2018, subsequent to the financial year ended September 30, 2017.

CORPORATE CEASE TRADE ORDERS OR BANKRUPTCIES

Other than as disclosed below, none of the proposed directors of the Company or any of their personal holding companies:

- (a) is, as at the date of this Information Circular, or has been, within ten years before the date of this Information Circular, a director, chief executive officer or chief financial officer of any company, including the Company, that:
 - (i) was subject to a cease trade order or similar order or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days while that person was acting in the capacity as director, chief executive officer or chief financial officer; or
 - (ii) was subject to a cease trade or similar order or an order that denied the company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days, that was issued after the person ceased to be a director, chief executive officer or chief financial officer of the relevant company and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer; or
- (b) is as at the date of this Information Circular or has been within the 10 years before the date of this Information Circular, a director or executive officer of any company, including the Company, that while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or
- (c) has, within the 10 years before the date of this Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangements or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of that person.

None of the proposed directors or any of their personal holding companies has been subject to:

- (a) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or
- (b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director.

Nick DeMare is a director of Salazar Resources Limited ("**Salazar**"). On September 10, 2010, the BCSC issued a cease trade order against Salazar for failing to file a compliant technical report on its Curipamba project in Ecuador supporting its disclosure concerning mineral resource estimates on a news release dated February 25, 2009. Salazar filed a new technical report and the cease trade order was revoked by the BCSC on October 14, 2010 and its shares resumed trading on October 18, 2010.

STATEMENT OF EXECUTIVE COMPENSATION

In this section, a “**Named Executive Officer**”, or “**NEO**”, means each of the following individuals:

- (a) each individual who, in respect of the Company, during any part of the most recently completed financial year, served as chief executive officer (“**CEO**”), including an individual performing functions similar to a CEO;
- (b) each individual who, in respect of the Company, during any part of the most recently completed financial year, served as chief financial officer (“**CFO**”), including an individual performing functions similar to a CFO;
- (c) in respect of the Company and its subsidiaries, the most highly compensated executive officer other than the individuals identified in paragraphs (a) and (b) at the end of the most recently completed financial year whose total compensation was more than \$150,000, as determined in accordance with subsection 1.3(5) of Form 51-102F6V – *Statement of Executive Compensation – Venture Issuers*, for that financial year; and
- (d) each individual who would be a NEO under paragraph (c) but for the fact that the individual was not an executive officer of the Company, and was not acting in a similar capacity, at the end of that financial year.

Based on the foregoing definitions, during the financial year ended September 30, 2017, the Company had three NEOs, namely: Dr. Graham Carman, President and CEO, Mr. Nick DeMare, CFO, and Mr. Alvaro Fernandez-Baca, Vice President of Exploration.

Director and NEO Compensation, Excluding Options and Compensation Securities

The following table of compensation, excluding options and compensation securities, provides a summary of the compensation paid by the Company to each NEO and director of the Company for the two most recently completed financial years ended September 30, 2017 and 2016. Options and compensation securities are disclosed under the heading “**Stock Options and Other Compensation Securities and Instruments**” of this Information Circular.

Table of Compensation, Excluding Compensation Securities							
Name and position	Year⁽¹⁾	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of perquisites (\$)⁽²⁾	Value of all other compensation (\$)	Total compensation (\$)
Graham Carman President, CEO and Director	2017	240,003 ⁽³⁾	50,000 ⁽⁴⁾	Nil	Nil	Nil	290,003
	2016	220,000 ⁽³⁾	Nil	Nil	Nil	Nil	220,000
Nick DeMare CFO and Director	2017	30,000 ⁽⁵⁾	Nil	Nil	Nil	43,070 ⁽⁶⁾	73,070
	2016	30,000 ⁽⁵⁾	Nil	Nil	Nil	36,120 ⁽⁶⁾	66,120
Alvaro Fernandez-Baca VP of Exploration	2017	219,708 ⁽⁷⁾	35,000	Nil	Nil	Nil	254,708
	2016	190,280	Nil	Nil	Nil	Nil	190,280
Mary Little ⁽⁸⁾ Director	2017	24,000	Nil	Nil	Nil	Nil	24,000
	2016	12,000	Nil	Nil	Nil	Nil	12,000

Table of Compensation, Excluding Compensation Securities							
Name and position	Year ⁽¹⁾	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of perquisites (\$) ⁽²⁾	Value of all other compensation (\$)	Total compensation (\$)
Benedict McKeown ⁽⁹⁾ Non-Executive Chairman and Director	2017	3,000	Nil	Nil	Nil	Nil	3,000
	2016	Nil	Nil	Nil	Nil	Nil	Nil
David Henstridge ⁽¹⁰⁾ Former Director	2017	24,000	Nil	Nil	Nil	Nil	24,000
	2016	24,000	Nil	Nil	Nil	Nil	24,000
Yanina Barila ⁽¹¹⁾ Former Director	2017	Nil	Nil	Nil	Nil	Nil	Nil
	2016	Nil	Nil	Nil	Nil	Nil	Nil

NOTES:

- (1) Fiscal year end September 30.
- (2) The Company doesn't pay perquisites.
- (3) Paid to Bluerock Geological Pty Ltd. ("**Bluerock**"), a private company controlled by Dr. Carman, which provides the services of Dr. Carman as the Company's President and CEO. During fiscal 2017, \$221,335 was paid by the Company and \$18,668 was paid by the Company's wholly-owned subsidiary, Darwin. During fiscal 2016, \$220,000 was paid by the Company.
- (4) Paid to Bluerock.
- (5) Paid to Chase, a company wholly-owned by Mr. DeMare in his capacity as CFO and director of the Company.
- (6) Paid to Chase for rent, administrative and accounting services rendered to the Company.
- (7) Of this amount, \$15,824 was paid to Mr. Fernandez-Baca's pension plan pursuant to Peruvian legislation.
- (8) Ms. Little was appointed as a director of the Company on March 22, 2016.
- (9) Mr. McKeown was appointed as a director of the Company on August 17, 2017, and was appointed as Non-Executive Chairman of the Company on February 14, 2018, subsequent to the financial year ended September 30, 2017.
- (10) Mr. Henstridge resigned as a director on November 15, 2017.
- (11) Ms. Barila did not receive any compensation from the Company in her capacity as director of the Company. Ms. Barila resigned as a director of the Company on January 8, 2018.

Stock Options and Other Compensation Securities

The following table of compensation securities provides a summary of all compensation securities granted or issued by the Company to each NEO and director of the Company for the financial year ended September 30, 2017, for services provided or to be provided, directly or indirectly, to the Company or any of its subsidiaries:

Compensation Securities							
Name and position	Type of compensation security	Number of compensation securities, number of underlying securities, and percentage of class	Date of issue or grant	Issue, conversation or exercise price (\$)	Closing price of security or underlying security on date of grant (\$)	Closing price of security or underlying security at year end (\$)	Expiry Date
Graham Carman ⁽¹⁾ President, CEO and Director	Stock Options	1,250,000	Feb. 2/17	0.325	0.315	0.55	Feb. 2/20

Compensation Securities							
Name and position	Type of compensation security	Number of compensation securities, number of underlying securities, and percentage of class	Date of issue or grant	Issue, conversation or exercise price (\$)	Closing price of security or underlying security on date of grant (\$)	Closing price of security or underlying security at year end (\$)	Expiry Date
Nick DeMare ⁽²⁾ CFO and Director	Stock Options	475,000 ⁽³⁾	Feb. 2/17	0.325	0.315	0.55	Feb. 2/20
Alvaro Fernandez-Baca ⁽⁴⁾ VP of Exploration	Stock Options	500,000	Feb. 2/17	0.325	0.315	0.55	Feb. 2/20
David Henstridge Former Director ⁽⁵⁾	Stock Options	400,000	Feb. 2/17	0.325	0.315	0.55	Jun. 12/18
Mary Little ⁽⁶⁾ Director	Stock Options	400,000	Feb. 2/17	0.325	0.315	0.55	Feb. 2/20
Yanina Barila ⁽⁷⁾ Former Director	Nil	Nil	N/A	Nil	Nil	Nil	N/A
Benedict McKeown ⁽⁸⁾⁽⁹⁾ Non- Executive Chairman and Director	Stock Options	500,000	Aug. 28/17	0.65	0.63	0.55	Aug. 28/20

NOTES:

- (1) As at September 30, 2017, Dr. Carman held an aggregate of 2,500,000 stock options of the Company, that entitle him to acquire upon exercise 2,500,000 common shares in the capital of the Company.
- (2) As at September 30, 2017, Mr. DeMare held an aggregate of 700,000 stock options of the Company in his name, that entitle him to acquire upon exercise 700,000 common shares in the capital of the Company and, 225,000 stock options of the Company through Chase, that entitle him to acquire upon exercise 225,000 common shares.
- (3) Includes 75,000 options granted to Chase.
- (4) As at September 30, 2017, Mr. Fernandez-Baca held an aggregate of 1,100,000 stock options of the Company, that entitle him to acquire upon exercise 1,100,000 common shares in the capital of the Company.
- (5) As at September 30, 2017, Mr. Henstridge held an aggregate of 700,000 stock options of the Company, that entitle him to acquire upon exercise 700,000 common shares in the capital of the Company. Mr. Henstridge resigned as a director of the Company on November 15, 2017.
- (6) As at September 30, 2017, Ms. Little held an aggregate of 400,000 stock options of the Company, that entitle her to acquire upon exercise 400,000 common shares in the capital of the Company.
- (7) As at September 30, 2017, Ms. Barila held no stock options of the Company. Ms. Barila resigned as a director of the Company on January 8, 2018.
- (8) As at September 30, 2017, Mr. McKeown held an aggregate of 500,000 stock options which entitled him to acquire upon exercise 500,000 common shares in the capital of the Company.
- (9) Mr. McKeown was appointed as Non-Executive Chairman on February 14, 2018, subsequent to the financial year ended September 30, 2017.

The following table provides a summary of each exercise of compensation securities by each NEO and director of the Company for the financial year ended September 30, 2017:

Exercise of Compensation Securities							
Name and position	Type of compensation security	Number of underlying securities exercised	Exercise price per security (\$)	Date of exercise	Closing price per security on date of exercise (\$)	Difference between exercise price and closing price on date of exercise (\$)	Total value on exercise date (\$)
Graham Carman President, CEO and Director	Stock options	200,000	0.37	May 1/17	0.70	0.33	74,000
		100,000	0.37	May 10/17	0.60	0.23	37,000
		200,000	0.37	June 8/17	0.62	0.25	74,000
		160,000	0.37	July 4/17	0.64	0.27	59,200
		1,040,000	0.37	July 19/17	0.67	0.30	384,800
Nick DeMare CFO and Director	Stock options	270,000 ⁽¹⁾	0.30	May 1/17	0.70	0.40	81,000
		175,000	0.30	May 4/17	0.58	0.28	52,500
		50,000	0.30	May 10/17	0.60	0.30	15,000
		150,000	0.30	July 19/17	0.67	0.37	45,000
Alvaro Fernandez-Baca VP of Exploration	Nil	Nil	N/A	Nil	Nil	Nil	N/A
David Henstridge ⁽²⁾ Former Director	Stock options	225,000	0.37	June 30/17	0.64	0.27	83,250
		200,000	0.37	July 7/17	0.70	0.33	74,000
Mary Little Director	Stock Options	400,000	0.25	June 1/17	0.63	0.38	100,000
Yanina Barila ⁽³⁾ Former Director	Nil	Nil	N/A	Nil	Nil	Nil	N/A
Benedict McKeown ⁽⁴⁾ Director	Nil	Nil	N/A	Nil	Nil	Nil	N/A

NOTES:

- (1) Of these options, 70,000 were exercised by Chase, a company wholly-owned by Mr. DeMare.
- (2) Mr. Henstridge resigned as a director of the Company on November 15, 2017.
- (3) Ms. Barila resigned as a director of the Company on January 8, 2018.
- (4) Mr. McKeown was appointed as Non-Executive Chairman on February 14, 2018, subsequent to the financial year ended September 30, 2017.

Stock Option Plan and Other Incentive Plans

The Company has no other incentive plans other than its stock option plan (the “**Option Plan**”). The Company has adopted a rolling stock option, which makes a total of 10% of the issued and outstanding shares at the date of grant of an option available for issuance thereunder.

The Option Plan, which is a significant component of executive compensation, was established to promote the profitability and growth of the Company by facilitating the efforts of the Company to retain and encourage key individuals and qualified parties to continue their association with the Company. The Option Plan provides that it is solely within the discretion of the Board, upon consideration of a recommendation from the Company’s Compensation Committee, to determine who should receive options and in what amounts. The options may have vesting provisions, as determined by the Board. Options may be granted for any term up to a maximum of ten years after the issuance of such options.

The following is a summary of the material terms of the Option Plan:

1. Stock options may be granted to directors, officers, employees and consultants of the Company or any subsidiary of the Company.
2. The aggregate number of options granted to any option holder in a twelve month period must not exceed 5% of the issued and outstanding common shares of the Company, and the maximum number of options which may be granted to insiders within any twelve month period must not exceed 10% of the issued and outstanding common shares of the Company (unless the Company has obtained disinterested shareholder approval of such grants as required by the Exchange).
3. The aggregate number of options granted to any one consultant of the Company within any twelve month period must not exceed 2% of the issued and outstanding common shares of the Company.
4. Options granted to all persons retained to provide investor relations activities must not exceed 2% of the issued and outstanding common shares of the Company in any twelve month period, calculated at the date an option is granted to any such person, and such options are subject to vesting provisions.
5. The exercise price of the stock options, as determined by the Board in its sole discretion, shall not be less than the closing price of the Company's shares traded through the facilities of the Exchange on the date prior to the date of grant, less allowable discounts, in accordance with the policies of the Exchange or, if the shares are no longer listed for trading on the Exchange, then such other exchange or quotation system on which the shares are listed and quoted for trading.
6. The term of the options will not exceed 10 years. If the option holder ceases to be a director of the Company or ceases to be employed by the Company (other than by reason of death), as the case may be, then the option granted shall expire within 90 days following the date that the option holder ceases to be a director or ceases to be employed by the Company, or for those holders engaged in providing investor relations services, the options granted shall expire within 30 days following the date that the option holder ceases to provide such investor relations services, unless the Board or committee of the Board authorized to act on the Board's behalf, at its own discretion, extends the expiry of such options
7. The Option Plan does not provide for mandatory vesting provisions of the options. Options granted under the Option Plan may contain vesting provisions at the discretion of the Board (or a committee thereof).

As at the date of this Information Circular, the Company had 224,704,669 common shares issued and outstanding so that a maximum of 22,470,467 common shares would be available for issuance pursuant to the stock options granted under the Option Plan. Currently there are 10,043,750 stock options outstanding leaving 12,426,717 common shares available for grant of further options under the Option Plan.

The Stock Option Plan was originally adopted by the shareholders of the Company in 2002 and most recently ratified by the shareholders of the Company in June 2017. In accordance with the policies of the TSX Venture Exchange, a rolling plan requires the approval of the shareholders of the Company on an annual basis. Accordingly, the Company will be seeking the approval of its shareholders to the ratification of the Stock Option Plan at the Meeting.

Employment, Consulting and Management Agreements

Management functions of the Company are substantially performed by directors or senior officers (or private companies controlled by them, either directly or indirectly) of the Company and not, to any substantial degree, by any other person with whom the Company has contracted.

Dr. Graham Carman, President and CEO

Pursuant to a management agreement dated August 1, 2014, the Company engaged Bluerock to provide the services of Dr. Graham Carman as the Company's President and Chief Executive Officer. Effective June 1, 2017, the Company pays Bluerock C\$280,000 per year for management compensation such that 80% of compensation to Bluerock is paid by the Company and 20% of compensation payable to Bluerock is paid by the Company's wholly-owned subsidiary, Darwin. As a result, the Company entered into a new management agreement with Bluerock (the "**New Management Agreement**") dated June 1, 2017. Darwin entered into a separate agreement with Bluerock and Dr. Carman dated June 1, 2017.

The New Management Agreement provides that Bluerock may terminate the obligations under the New Management Agreement upon the occurrence of the following events:

- (a) at any time upon providing 60 days' notice in writing to the Company (following which the Company must pay Bluerock the Base Monthly Fee and any reasonable expenses accrued up to such date of termination (the "Accrued Obligations");
- (b) upon a material breach or default of any term of the New Management Agreement by the Company if such breach or default has not been remedied within 30 days after written notice of the breach or default has been delivered by Bluerock to the Company; or
- (c) in certain circumstances within six months of a change of control (as defined below) of the Company (following which the Company must pay to Bluerock the Accrued Obligations, together with a fee equal to 30 months of the Base Monthly Fee).

The New Management Agreement further provides that the Company can terminate Bluerock's engagement under the New Management Agreement upon the occurrence of any of the following events:

- (a) Bluerock or Dr. Carman acting in a way which would permit the Company to terminate the New Management Agreement "for cause" at common law if Bluerock or Dr. Carman were employees of the Company (following which the Company must pay Bluerock the Accrued Obligations);
- (b) the conviction of Bluerock or Dr. Carman of any crime or fraud against the Company or its property or any felony offence or crime reasonably likely to bring discredit upon Bluerock, Dr. Carman or the Company (following which the Company must pay Bluerock the Accrued Obligations);
- (c) Bluerock or Dr. Carman filing a voluntary petition in bankruptcy, or being adjudicated bankrupt or insolvent, or filing any petition or answer under any present or future statute or law relating to bankruptcy, insolvency or other relief for debtors (following which the Company must pay Bluerock the Accrued Obligations);
- (d) a material breach or default of any term of the New Management Agreement by Bluerock or Dr. Carman if such breach or default has not been remedied within 15 days after written notice of the breach or default has been delivered by the Company to Bluerock or Dr. Carman (following which the Company must pay Bluerock the Accrued Obligations);
- (e) Dr. Carman dying or being unable to provide substantially the services agreed to be performed under the New Management Agreement for a continuous period of 90 days or a period totaling 120 days in any 12-month period;
- (f) within 180 days of a change of control of the Company (following which the Company must pay to Bluerock the Accrued Obligations, together with a fee equal to 30 months of the Base Monthly Fee); or

- (g) at the discretion of the Company without cause (following which the Company must pay to Bluerock the Accrued Obligations, together with a fee equal to 30 months of the Base Monthly Fee).

In the New Management Agreement, a change of control of the Company shall be deemed to have occurred when: (i) a majority of the directors elected at any annual or special general meeting of shareholders are not individuals nominated by the Company's then incumbent Board; (ii) there is an occurrence of an event, including a takeover bid (as defined in the *Securities Act* (British Columbia)), whereby any person or entity becomes the beneficial owner of shares representing 25% or more of the combined voting power of the voting securities of the Company; or (iii) there is a merger, amalgamation, reorganization or other corporate transaction of the Company with one or more companies as a result of which, immediately following such merger, amalgamation, reorganization or other corporate transaction the shareholders of the Company as a group will hold less than a majority of the outstanding capital stock of the surviving Company.

The estimated incremental amounts payable from the Company to Bluerock on (i) within 180 days of a change of control of the Company; (ii) termination by the Company without cause; (iii) termination by Bluerock with notice for good cause (as defined in the New Management Agreement) within six months of a change of control; or (iv) constructive dismissal, assuming the termination occurred on the financial year ended September 30, 2017, are \$560,000 in each situation.

Mr. Alvaro Fernandez-Baca – Vice President Exploration

On April 17, 2015 the Company entered into an employment agreement with Alvaro Fernandez-Baca ("Mr. Fernandez-Baca"), effective as of April 20, 2015 (the "**Fernandez-Baca Agreement**") pursuant to which the Company employs Mr. Fernandez-Baca as Vice President Exploration for the Company. The Fernandez-Baca Agreement was amended on June 1, 2017, such that under the terms of the Fernandez-Baca Agreement, the Company now pays Mr. Fernandez-Baca an annual basic salary of C\$200,000 per year.

Either the Company or Mr. Fernandez-Baca may terminate the Fernandez-Baca Agreement at any time upon providing 30 day's written notice to the other party. In the event the Fernandez-Baca Agreement is terminated by the Company with notice, Mr. Fernandez Baca will, except in certain circumstances, receive compensation pursuant to Peruvian law for termination of employment.

In the event of a change of control of the Company which results in the termination of Mr. Fernandez-Baca's employment, subject to Mr. Fernandez-Baca having been employed by the Company for a minimum of three years, the Company is required to pay to Mr. Fernandez-Baca an amount equal to one year's salary under the terms of the Fernandez-Baca Agreement. In the event that Mr, Fernandez-Baca has been employed for less than three years, the Company will pay to Mr. Fernandez-Baca a pro-rated severance payment.

The estimated incremental amounts payable from the Company to Mr. Fernandez-Baca (i) in the event of a change of control of the Company; and (ii) on termination by the Company without cause; and (iii) on termination by Mr. Fernandez-Baca with notice, and assuming the termination occurred on the financial year ended September 30, 2017, are \$234,286, \$70,486 and \$14,344, respectively, plus any unpaid vacation time Mr. Fernandez-Baca would be entitled to right up to the time of termination pursuant to Peruvian law.

OVERSIGHT AND DESCRIPTION OF DIRECTOR AND NAMED EXECUTIVE COMPENSATION

The objectives of the Company's executive compensation policy are to:

- Attract, retain and motivate executives critical to the success of the Company;
- Provide fair, competitive and cost effective compensation programs to its executives;

- Link the interests of management with those of the holders of Common Shares; and
- Provide rewards for outstanding corporate and individual performance.

Compensation of the Named Executive Officers is determined based on the recommendation of the Company's Compensation Committee which is comprised of, Dr. Graham Carman, Ms. Mary Little and Mr. Benedict McKeown. Ms. Little and Mr. McKeown are independent directors of the Company.

Named Executive Officer Compensation

The Board determines Named Executive Officer compensation at the recommendation of the Compensation Committee, without reference to formal objectives, criteria or analysis, at the time of engagement of the Named Executive Officer and subsequently reviews compensation payable to a Named Executive Officer from time to time to ensure that total compensation paid to all Named Executive Officers is fair and reasonable. Compensation is comprised of a monthly payment and long-term incentive compensation, which is provided through the granting of stock options of the Company.

For the Company's financial year ended September 30, 2017, the significant element of compensation paid and awarded to Mr. Carman was a salary and a bonus payment of \$50,000 paid to Bluerock, see "**Director and NEO Compensation, Excluding Options and Compensation Securities**". The significant elements of compensation paid and awarded to Mr. DeMare were a salary and fees paid to Chase in exchange for the services of Mr. DeMare as CFO of the Company and fees paid to Chase for rent and administrative and accounting services rendered to the Company, and the significant element of compensation paid and awarded to Mr. Fernandez-Baca was a salary and a bonus of \$35,000. See "**Director and NEO Compensation, Excluding Options and Compensation Securities**" and "**Employment, Consulting and Management Agreements**". The base salary for each Named Executive Officer is based on the position held, the related responsibilities and functions performed by the executive and that are competitive and motivating, commensurate with the time spent by executive officers in meeting their obligations and reflective of compensation paid by companies similar in size and business to the Company. Individual and corporate performance is also taken into account in determining base salary levels for executives. The Board also relies on the Compensation Committee and its collective experience in similar lines of business when assessing compensation levels. The fees paid to Chase for rent and administrative and accounting services are based on rates that would be charged for such services by arm's length parties.

See "**Stock Option Plan and Other Incentive Plans**" for a discussion on incentive stock options that may be awarded to Named Executive Officers.

Director Compensation

The Board determines director compensation for the Company from time to time based on recommendations of the Compensation Committee. Directors of the Company other than Mr. Britz and Dr. Carman are currently paid monthly fees of \$2,000 for serving on the Board. Directors are not paid fees for serving on any committee of the Company or for attending any committee or Board meetings. See "**Director and NEO Compensation, Excluding Options and Compensation Securities**". Directors are entitled to receive compensation from the Company to the extent that they provide other services to the Company and any such compensation is based on rates that would be charged by such directors for such services to arm's length parties. Directors are also entitled to be reimbursed for reasonable expenditures incurred in performing their duties as directors. See "**Stock Option Plan and Other Incentive Plans**" for a discussion on incentive stock options that may be awarded to directors.

Pension

The Company does not have any form of pension plan that provides for payments or benefits to the NEO at, following, or in connection with retirement. The Company does not have any form of deferred compensation plan.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

Equity Compensation Plan Information

The following table provides information regarding the number of securities authorized for issuance under the Option Plan, as at the end of the Company’s most recently completed financial year ended September 30, 2017:

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))⁽¹⁾ (c)
Equity compensation plans approved by securityholders	10,528,750	0.34	10,669,982
Equity compensation plans not approved by securityholders	Nil	N/A	N/A
Total	10,528,750	0.34	10,669,982

⁽¹⁾ Based upon the Company having 211,987,322 Common Shares issued and outstanding as at September 30, 2017. The Company has in place a “rolling” stock option plan whereby the maximum number of Common Shares that may be reserved for issuance pursuant to such plan will not exceed 10% of the issued Common Shares of the Company at the time of the stock option grant.

APPOINTMENT OF AUDITOR

Unless such authority is withheld, Management’s Nominees intend to vote “FOR” the re-appointment of D+H Group LLP, Chartered Accountants, as the auditor of the Company, to hold office until the next annual general meeting, at a remuneration to be fixed by the directors.

INDEBTEDNESS OF DIRECTORS, EXECUTIVE AND SENIOR OFFICERS

Since the beginning of the last completed financial year, no current or former director, executive officer, employee or proposed director of the Company or any associate of such persons, or of any of its subsidiaries, has been indebted to the Company or to any of its subsidiaries, nor have any of these individuals been indebted to another entity which indebtedness is the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company or any of its subsidiaries.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Other than as set forth elsewhere in this Information Circular, no informed person of the Company, no proposed nominee for election as a director of the Company and no associate or affiliate of any such informed person or proposed nominee has had any material interest, direct or indirect, in any transaction

since the commencement of the Company's most recently completed financial year or in any proposed transaction that, in either case, has materially affected or would materially affect the Company or any of its subsidiaries.

MANAGEMENT CONTRACTS

Management functions of the Company are substantially performed by directors or executive officers of the Company and not, to any substantial degree, by any other person with whom the Company has contracted.

AUDIT COMMITTEE

Pursuant to the provisions of section 224 of the BCBCA, the Company is required to have an Audit Committee. Under National Instrument 52-110 – *Audit Committees* (“**NI 52-110**”), companies are required to provide disclosure with respect to their audit committee, including the text of the audit committee's charter, the composition of the audit committee and the fees paid to the external auditor. This information is set out in the attached Schedule “A” to this Information Circular.

CORPORATE GOVERNANCE PRACTICE

National Instrument 58-101 - *Disclosure of Corporate Governance Practices* (“**NI 58-101**”) requires issuers to disclose their governance practices in accordance with that instrument. The Company is a “venture issuer” within the meaning of NI 58-101.

The Board has adopted certain corporate governance policies to reflect the Company's commitment to good corporate governance, and to comply with NI 58-101 and National Policy 58-201 - *Corporate Governance Guidelines*. The Board periodically reviews these policies and proposes modifications to the Board for consideration as appropriate. The Company considers good corporate governance to be central to the effective and efficient management and operation of the Company, and the Board is directly responsible for developing the Company's approach to corporate governance issues. A discussion of the Company's governance practices is set out in the attached Schedule “B” to this Information Circular.

PARTICULARS OF OTHER MATTERS TO BE ACTED UPON

A. Ratification of Stock Option Plan

The Company has a rolling stock option plan (the “**Plan**”), which makes a total of 10% of the issued and outstanding shares of the Company available for issuance thereunder. The Plan was adopted in December 2002 and most recently ratified and approved by the shareholders in June 2017. In accordance with the policies of the Exchange, a rolling plan requires the approval of the shareholders of the Company on an annual basis. Accordingly, the Company requests that the shareholders ratify and approve the Plan.

As at the date of this Information Circular, the Company had 224,784,669 Common Shares issued and outstanding so that a maximum of 22,478,467 Common Shares would be available for issuance pursuant to the stock options granted under the Plan. Currently, there are 9,963,750 stock options outstanding under the Plan, leaving 12,514,717 Common Shares available for grants of further stock options.

The Exchange policies require that the Plan be approved by the affirmative vote of a majority of the votes cast at the Meeting. Accordingly, the Company requests that the shareholders pass, with or without amendment, the following ordinary resolution:

“BE IT RESOLVED THAT:

1. the stock option plan (the “**Plan**”) of Tinka Resources Limited (the “**Company**”), in the form ratified and approved by the shareholders of the Company at the last annual meeting of shareholders held on June 29, 2017, with or without amendments that may be required to conform to the policies of the TSX Venture Exchange or comply with rules and regulations of any other regulatory body having authority over the Company or the Plan, is hereby ratified, confirmed and approved;
2. the Company is authorized to grant stock options pursuant and subject to the terms and conditions of the Plan entitling all of the optionholders in aggregate to purchase up to such number of common shares of the Company as is equal to 10% of the number of common shares of the Company issued and outstanding on the applicable grant date; and
3. any one of the directors or officers of the Company be authorized and directed to perform all such acts, deeds and things and execute, under the seal of the Company or otherwise, all such documents and other writings, including treasury orders, stock exchange and securities commission forms, as may be required to give effect to the true intent of this resolution.”

Under the Articles of the Company and the BCBCA, the ordinary resolution to ratify and approve the Plan must be approved by at least a simple majority of 50% plus one vote of the votes cast by the shareholders present in person or by proxy at the Meeting.

A copy of the Plan is available upon request from the Company and will be available for review at the Meeting.

Unless otherwise instructed, Management’s Nominees intend to vote “FOR” the ratification of the Plan.

ANY OTHER MATTERS

Management of the Company knows of no matters to come before the Meeting other than those referred to in the Notice of Meeting accompanying this Information Circular. However, if any other matters properly come before the Meeting, it is the intention of the persons named in the form of proxy accompanying this Information Circular to vote the same in accordance with their best judgment of such matters.

ADDITIONAL INFORMATION

Additional information regarding the Company and its business activities is available on the Company’s profile on SEDAR website located at www.sedar.com. The Company’s financial information is provided in the Company’s audited comparative financial statements and related management discussion and analysis for its most recently completed financial year and may be viewed on the SEDAR website at the website noted above. Shareholders of the Company may request copies of the Company’s financial statements and related management discussion and analysis by contacting the Company at Tinka Resources Limited, at Suite 1305, 1090 West Georgia Street, Vancouver, British Columbia, Canada, V6E 3V7, attention Mariana Bermudez, Corporate Secretary; or by telephone: 604-685-9316.

Schedule "A"

AUDIT COMMITTEE

Audit Committee Charter

The following is the text of the Company's Audit Committee Charter:

"1. Purpose and Objectives

1.1 The Audit Committee will assist the board of directors (the "Board") in fulfilling its responsibilities. The Audit Committee will review the financial reporting process, the system of internal control and management of financial risks, the audit process, and the Company's process for monitoring compliance with laws and regulations. In performing its duties, the Audit Committee will maintain effective working relationships with the Board, management, and the external auditors and monitor the independence of those auditors. To perform his or her role effectively, each Audit Committee member will obtain an understanding of the responsibilities of Audit Committee membership as well as the Company's business, operations and risks.

2. Authority

2.1 The Board authorizes the Audit Committee, within the scope of its responsibilities, to seek any information it requires from any employee and from external parties, to obtain outside legal or professional advice and to ensure the attendance of Company officers at meetings as appropriate.

2.2 The Board will instruct its external auditors to report directly to the Audit Committee.

3. Composition, Procedures and Organization

Membership

3.1 The Audit Committee shall consist of at least three members of the Board, a majority of which are not officers, employees or control persons of the Company or any associates or affiliates of the Company.

3. The Board, at its organizational meeting held in conjunction with each annual general meeting of the shareholders, shall appoint the members of the Audit Committee for the ensuing year. The Board may at any time remove or replace any member of the Audit Committee and may fill any vacancy in the Audit Committee.

3.3 Unless the Board shall have appointed a chair of the Audit Committee or in the event of the absence of the chair, the members of the Audit Committee shall elect a chair from among their number.

3.4 The secretary of the Audit Committee shall be designated from time to time from one of the members of the Audit Committee or, failing that, shall be the Company's corporate secretary, unless otherwise determined by the Audit Committee.

3.5 The Audit Committee shall have access to such officers and employees of the Company and to the Company's external auditors, and to such information respecting the Company, as it considers to be necessary or advisable in order to perform its duties and responsibilities.

Meetings

- 3.6 *The quorum for meetings shall be a majority of the members of the Audit Committee, present in person or by telephone or other telecommunication device that permits all persons participating in the meeting to speak and to hear each other.*
- 3.7 *Meetings of the Audit Committee shall be conducted as follows:*
- (a) *the Audit Committee shall meet at least four times annually at such times and at such locations as may be requested by the chair of the Audit Committee. Special meetings shall be convened as required. The external auditors or any member of the Audit Committee may request a meeting of the Audit Committee;*
 - (b) *the chair of the Audit Committee shall be responsible for developing and setting the agenda for Audit Committee meetings and determining the time and place of such meetings;*
 - (c) *the Audit Committee may invite such other persons (e.g. the President or Chief Financial Officer) to its meetings, as it deems appropriate; and*
 - (d) *notice of the time and place of every meeting of the Audit Committee shall be given in writing to each member of the Audit Committee a reasonable time before the meeting.*
- 3.8 *The proceedings of all meetings of the Audit Committee will be minuted.*

Procedures

- 3.9 *The external auditors shall have a direct line of communication to the Audit Committee through its chair and may bypass management if deemed necessary. The Audit Committee, through its chair, may contact directly any employee in the Company as it deems necessary, and any employee may bring before the Audit Committee any matter involving questionable, illegal or improper financial practices or transactions.*
- 3.10 *The Audit Committee shall have authority to engage independent counsel and other advisors as it determines necessary to carry out its duties, to set and pay the compensation for any advisors employed by the Audit Committee and to communicate directly with the external auditors.*

4. Roles and Responsibilities

- 4.1 *The overall duties and responsibilities of the Audit Committee shall be as follows:*
- (a) *to assist the Board in the discharge of its responsibilities relating to the Company's accounting principles, reporting practices and internal controls and its approval of the Company's annual and quarterly consolidated financial statements;*
 - (b) *to establish and maintain a direct line of communication with the Company's external auditors and assess their performance; and*
 - (c) *to ensure that the management of the Company's has designed, implemented and is maintaining an effective system of internal financial controls.*
- 4.2 *The duties and responsibilities of the Audit Committee as they relate to the external auditors shall be as follows:*

- (a) *to recommend to the Board a firm of external auditors to be engaged by the Company, and to verify the independence of such external auditors;*
- (b) *to review and approve the fee, scope and timing of the audit and other related services rendered by the external auditors and ensure no unjustifiable restrictions or limitations have been placed on the scope;*
- (c) *to review the audit plan of the external auditors prior to the commencement of the audit;*
- (d) *to approve in advance the provision of non-audit services provided by the external auditors;*
- (e) *to review with the external auditors, upon completion of their audit:*
 - (i) *the content of their report;*
 - (ii) *scope and quality of the audit work performed;*
 - (iii) *adequacy of the Company's financial and auditing personnel;*
 - (iv) *internal resources used;*
 - (v) *significant transactions outside of the normal business of the Company;*
 - (vi) *significant proposed adjustments and recommendations for improving internal accounting controls, accounting principles or management systems; and*
- (f) *to discuss with the external auditors the quality and not just the acceptability of the Company's accounting principles.*

4.3 *The duties and responsibilities of the Audit Committee as they relate to the internal control procedures of the Company shall be as follows:*

- (a) *to review the appropriateness and effectiveness of the Company's policies and business practices which impact on the financial integrity of the Company, including those relating to internal auditing, insurance, accounting, information services and systems and financial controls, management reporting and risk management;*
- (b) *to review any unresolved issues between management and the external auditors that could affect the financial reporting or internal controls of the Company; and*
- (c) *to periodically review the Company's financial and auditing procedures and the extent to which recommendations made by the internal audit staff or by the external auditors have been implemented.*

4.4 *The Audit Committee is also charged with the responsibility to:*

- (a) *review the annual and quarterly financial statements, including Management's Discussion and Analysis with respect thereto, and all annual and interim earnings press releases, prior to public dissemination, including any certification, report, opinion or review rendered by the external auditors and determine whether they are completed and consistent with the information known to the Audit Committee;*

- (b) *evaluate the fairness of the interim financial statements and related disclosures including the associated Management's Discussion and Analysis, and obtain explanations from management on whether:*
 - (i) *actual financial results for the interim period varied significantly from budgeted or projected results;*
 - (ii) *generally accepted accounting principles have been consistently applied;*
 - (iii) *there are any actual or proposed changes in accounting or financial reporting practices; and*
 - (iv) *there are any significant or unusual events or transactions which require disclosure and, if so, consider adequacy of that disclosure.*
- (c) *review and approve the financial sections of:*
 - (i) *the annual report to shareholders;*
 - (ii) *the annual information form (if any);*
 - (iii) *prospectuses (if any); and*
 - (iv) *other public reports requiring approval by the Board; and report to the Board with respect thereto;*
- (d) *review the appropriateness of the policies and procedures used in the preparation of the Company's consolidated financial statements and other required disclosure documents, and consider recommendations for any material change to such policies;*
- (e) *review the minutes of any Audit Committee meeting;*
- (f) *review with management, the external auditors and, if necessary, with legal counsel, any litigation, claim or other contingency, including tax assessments that could have a material effect upon the financial position or operating results of the Company and the manner in which such matters have been disclosed in the consolidated financial statements;*
- (g) *review the Company's compliance with regulatory and statutory requirements as they relate to financial statements, tax matters and disclosure of material facts;*
- (h) *review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the present and former external auditors of the Company; and*
- (i) *establish a procedure for:*
 - (i) *the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters; and*
 - (ii) *the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters."*

Composition of the Audit Committee

The Audit Committee is composed of the following members:

Name	Independent	Financially Literate
Nick DeMare (Chair)	not independent ⁽¹⁾	financially literate ⁽¹⁾
Mary Little	independent ⁽¹⁾	financially literate ⁽¹⁾
Benedict McKeown	independent ⁽¹⁾	financially literate ⁽¹⁾

Note:

(1) Within the meaning of NI 52-110.

Relevant Education and Experience

All members of the Audit Committee have the ability to read, analyze and understand the complexities surrounding the issuance of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's financial statements and have an understanding of internal controls. All members of the Audit Committee intend to maintain their currency by periodically taking continuing education courses.

In addition to each member's general business experience, the education and experience of each Audit Committee member that is relevant to the performance of his responsibilities as an Audit Committee member is as follows:

Nick DeMare is a Chartered Professional Accountant and Member of B.C. Institute of Chartered Accountants. He has over 30 years of experience in providing management, accounting and administrative services to public companies and serving as a director on board of companies. He was formerly engaged in public accounting practices as a Chartered Accountant. He has been the President of Chase from 1991 to present.

Mary L. Little has over twenty-five years of experience in the exploration and evaluation of epithermal precious metals deposits, porphyry and sediment-hosted mineral environments, including fifteen years based in Latin America. Ms. Little is a founder of and former president, chief executive officer and director of Mirasol Resources Ltd., a TSXV-listed exploration company, leading Mirasol's growth as a successful prospect generator and its corporate development activities from 2003 until 2014. Ms. Little also serves on the boards of Sandstorm Gold Ltd. and Pure Energy Minerals Ltd. Ms. Little holds a M.Sc. degree in Earth Sciences from the University of California and an MBA from the University of Colorado.

Benedict McKeown brings strong commercial, financial, strategic and technical experience to the Audit Committee. He has worked across various sectors and in a number of jurisdictions during his 25 years in resources including in iron ore, lithium, precious metals, base metals, and oil and gas. He has served on numerous listed and unlisted company boards as Chairman or non-executive director, including Ferrous Resources Limited, Senex Energy Ltd, Jordan Energy & Mining Ltd and Rincon Lithium Ltd. Mr. McKeown was a partner at Sentient Group for 10 years until May 2017, and was an investment principal at Actis (previously CDC Group) for seven years. Mr. McKeown graduated from Imperial College London with B. Eng (Hons) in Mining Engineering, and holds an MBA from IESE Business School in Barcelona.

Audit Committee Oversight

At no time since the commencement of the Company's most recently completed financial year was a recommendation of the Audit Committee to nominate or compensate an external auditor not adopted by the Board.

Reliance on Certain Exemptions

At no time since the commencement of the Company's most recently completed financial year ended September 30, 2017 has the Company relied on the exemption in Section 2.4 of NI 52-110 (De Minimis Non-audit Services), the exemptions in Subsection 6.1.1(4) (Circumstance Affecting the Business or Operations of the Venture Issuer), Subsection 6.1.1(5) (Events Outside Control of Member), Subsection 6.1.1(6) (Death, Incapacity or Resignation) or an exemption from NI 52-110, in whole or in part, granted under Part 8 of NI 52-110 (Exemptions).

The Company is relying on the exemption in Section 6.1 of NI 52-110 which exempts venture issuers, as defined in NI 52-110, from certain reporting obligations under NI 52-110 for its most recently completed financial year ended September 30, 2017.

Pre-Approval Policies and Procedures of Non-Audit Services

The Audit Committee Charter sets out responsibilities regarding the provision of non-audit services by the Company's external auditors. The Audit Committee is responsible for the pre-approval of all audit services and permissible non-audit services to be provided to the Company by the external auditors, subject to any exceptions provided in NI 52-110.

External Auditor Service Fees (By Category)

The aggregate fees billed by the Company's external auditors in each of the last two financial years for audit fees are as follows:

Financial Year Ending	Audit Fees ⁽¹⁾	Audit Related Fees ⁽²⁾	Tax Fees ⁽³⁾	All Other Fees ⁽⁴⁾
September 30, 2017	36,000	-	-	-
September 30, 2016	32,000	-	-	-

NOTES:

- (1) The aggregate audit fees billed.
- (2) The aggregate fees billed for assurance and related services that are reasonably related to the performance of the audit or the review of the Company's financial statements are not included under the heading of "Audit Fees".
- (3) The aggregate fees billed for professional services rendered for tax compliance, tax advice and tax planning, as well as the preparation of corporate income tax returns.
- (4) The aggregate fees billed for products and services other than as set out under the headings "Audit Fees", "Audit Related Fees" and "Tax Fees".

Schedule “B”

CORPORATE GOVERNANCE

Board of Directors

The Board currently consists of five directors: Graham Carman, Nick DeMare, Mary Little, Pieter Britz and Benedict McKeown. See “*Election of Directors*”.

Ms. Little, Mr. Britz and Mr. McKeown are independent directors as defined in NI 58-101 and NI 52-110. Executive officers are deemed to be not independent of the Company. Dr. Carman, as CEO and President, is an executive officer and is therefore not independent. Mr. DeMare serves as CFO and receives fees indirectly from the Company for management and accounting services to the Company and is therefore not independent.

The independent directors do not hold regularly scheduled meetings at which non-independent directors and members of management are not in attendance. All matters to date have been considered and settled by the full Board. Where matters discussed may involve persons having a conflict of interest or potential conflict of interest, that person may not participate in or be permitted to hear the discussion of the matter at any meeting of directors except to disclose material facts and respond to questions. A director having a conflict of interest or potential conflict of interest will be counted in determining the presence of a quorum for purposes of the vote as per the Company’s Articles but will not vote on any resolution to approve such matter when the vote is taken. On occasions where it will be considered advisable, the Company’s independent directors may hold meetings at which non-independent directors and members of management are not in attendance. The independent directors are able to exercise their responsibilities for independent oversight of management by virtue of forming a majority of the Board.

On February 14, 2018, the Board appointed Mr. Benedict McKeown, an independent director of the Company, as the Non-Executive Chairman of the Company. Meetings of the Board will on an ongoing basis be chaired by Mr. McKeown, the Non-Executive Chairman of the Board. In his position as Non-Executive Chairman of the Board, Mr. McKeown provides leadership to the directors, particularly the independent directors. On occasions where it will be considered advisable, the Company’s independent directors may hold meetings at which non-independent directors and members of the management are not in attendance. The Non-Executive Chairman serves as a key liaison between the independent directors and the Company, including the non-independent directors and management of the Company.

Directorships

As of February 14, 2018, the following directors of the Company are also serving as directors of other reporting issuers, details of which are as follows:

Graham Carman: N/A

Nick DeMare: Aguila American Resources Ltd., Advantage Lithium Corp., Argentina Lithium & Energy Corp., Bruin Point Helium Corp., Cliffmont Resources Ltd., East West Petroleum Corp., Inc., GGL Resources Corp., Global Daily Fantasy Sports Inc., Hannan Metals Ltd., Hansa Resources Limited, Kingsmen Resources Ltd., Leading Edge Materials Corp., Mawson Resources Limited, Mirasol Resources Ltd., Rochester Resources Ltd., Rockshield Capital Corp., Salazar Resources Limited and Seaway Energy Services Inc.

Mary Little: Pure Energy Minerals Limited and Sandstorm Gold Ltd.

Benedict McKeown: N/A

Pieter Britz: Era Resources Inc.

Orientation and Continuing Education

The CEO and/or the CFO are responsible for providing an orientation for new directors. Director orientation and on-going training includes presentations by senior management to familiarize directors with the Company's strategic plans, its significant financial, accounting and risk management issues, its compliance programs, its principal officers and its internal and independent auditors. On occasions where it is considered advisable, the Board provides individual directors with information regarding topics of general interest, such as fiduciary duties and continuous disclosure obligations. The Board ensures that each director is up-to-date with current information regarding the business of the Company, the role the director is expected to fulfil and basic procedures and operations of the Board. The Board members are given access to management and other employees and advisors, who can answer any questions that may arise. Regular technical presentations are made to the directors to keep them informed of the Company's operations.

Ethical Business Conduct

The Company does not have a written code of ethical business conduct for its directors, officers and employees. Each director, officer and employee is expected to comply with relevant corporate and securities laws and, where applicable, the terms of their employment agreements.

Directors and officers are required to comply with the relevant provisions of the *Business Corporations Act* (British Columbia), applicable securities laws and exchange rules and regulations regarding conflicts of interest. If a director is in a conflict of interest or potential conflict of interest as a result of a proposed contract, that director may participate in or be permitted to hear the discussion of the matter at any meeting of directors but will not vote on any resolution to approve the proposed contract.

Nomination of Directors

The Board does not have a nominating committee. The Board will consider its size each year when it passes a resolution determining the number of directors to be appointed at each annual general meeting of shareholders. The Board has determined that the configuration of five directors is the appropriate number of directors, taking into account the number required to carry out duties effectively while maintaining a diversity of views and experience.

Compensation

The Company has a compensation committee (the "**Compensation Committee**") that currently consists of, Graham Carman, Mary Little and Benedict McKeown. The Compensation Committee implemented a written charter which was adopted by the Board on July 30, 2014. The Compensation Committee's mandate is to, among others:

- (a) discharge the Board's responsibilities relating to compensation of the Company's executive officers;
- (b) recommend levels of executive compensation that are competitive and motivating in order to attract, hold and inspire the chief executive officer, senior officers and other key employees and for recommending compensation for directors; and
- (c) administer the Company's stock option plan.

The Compensation Committee reviews and makes recommendations to the Board regarding the granting of stock options as well as compensation for executive officers and directors fees, if any, from time to time. Executive officers and directors may be compensated in cash and/or equity for their expert advice

and contribution towards the success of the Company. In addition to stock option grants, each director of the Company may be paid \$2,000 per month in their capacity as a director. The form and amount of such cash compensation will be evaluated by the Compensation Committee, which will be guided by the following goals:

- (i) compensation should be commensurate with the time spent by executive officers and directors in meeting their obligations and reflective of the compensation paid by companies similar in size and business to the Company; and
- (ii) the structure of the compensation should be simple, transparent and easy for shareholders to understand. Shareholders will be given the opportunity to vote on all new or substantially revised equity compensation plans for directors as required by regulatory policies.

The Compensation Committee also performs any other duties or responsibilities delegated to the Compensation Committee by the Board from time to time relating to the Company's compensation programs.

Health, Safety, Environment and Community Policy ("HSEC Policy")

On May 20, 2015, the Company adopted the HSEC Policy to affirm the Company's commitment to protecting the environment as well as the health and safety of its directors, officers, employees, consultants, stakeholders and the communities in which the Company conducts its activities. Pursuant the HSEC Policy, the Company adheres to best practice standards during all stages and all phases of exploration and development activities in the countries in which the Company operates. The Company ensures that the HSEC Policy is made known to everyone working on behalf of the Company and that it is proactively implemented, reviewed, and updated. In addition, the Company will assess its activities and conduct of anyone working on its behalf based on these practice standards. The HSEC Policy may be found on the Company's website at <http://www.tinkaresources.com/corporate/corporate-governance>

Other Board Committees

Other than the Audit and Compensation Committees, the Company has no other standing committees.

Assessment

The Board does not conduct any formal evaluation of the performance and effectiveness of the members of the Board, the Board as a whole or any committee of the Board.