



darwin
RESOURCES

Tinka Resources Limited

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NEWS RELEASE

July 24, 2014

TINKA AND DARWIN ANNOUNCE CLOSING OF ARRANGEMENT AND PRIVATE PLACEMENT

Vancouver, Canada – Tinka Resources Limited (“Tinka”) (TSXV:TK) and Darwin Resources Corp. (“Darwin”) (TSXV:DAR, OTCQX:DARWF and Frankfurt: DWU) are pleased to announce the closing of the previously announced plan of arrangement (the “Arrangement”) pursuant to which Tinka has acquired all of the issued and outstanding shares of Darwin effective on Thursday, July 24, 2014 (the “Effective Date”). The Arrangement was approved by Darwin shareholders on July 11, 2014 and by the Supreme Court of British Columbia on July 18, 2014.

With the completion of the Arrangement, Darwin shares have been halted from trading on the TSX Venture Exchange and such shares are expected to be delisted on Monday, July 28, 2014.

As at the Effective Date, each Darwin shareholder is entitled to receive 0.1818 of one Tinka common share for each share of Darwin held immediately prior to the Effective Date, subject to adjustments. In order to receive Tinka shares, Darwin registered shareholders must surrender the certificates representing their Darwin shares together with a duly completed and executed Letter of Transmittal to Computershare Investor Services Inc. The Letter of Transmittal was mailed to Darwin shareholders with Darwin’s management information circular dated June 8, 2014 and is available under Darwin’s profile on SEDAR at <http://www.sedar.com>. The Letter of Transmittal is for use by registered shareholders only and is not to be used by beneficial holders of Darwin shares (“**Beneficial Shareholders**”). A Beneficial Shareholder does not hold shares in its name but such shares are held by an intermediary such as a brokerage firm, or clearing agency such as CDS. If you are a Beneficial Shareholder, your intermediary will submit the required documentation in order to receive Tinka shares.

Concurrently with the closing of the Arrangement, Tinka has completed a second tranche private placement financing (the “**Second Tranche**”) under which Tinka has issued 27,016,309 units (the “**Units**”) for gross proceeds of \$7,429,485. Each Unit is comprised of one common share (a “**Tinka Share**”) and one half of one common share purchase warrant, with each whole warrant (a “**Warrant**”) being exercisable to acquire one Tinka Share at a price of \$0.365 per Tinka Share until July 24, 2016. All securities issued under the Second Tranche are subject to a four-month hold period expiring on November 25, 2014.

As announced by Tinka on May 1, 2014, Sentient Executive GP IV, Limited (for the general partner of Sentient Global Resources Fund IV, L.P. collectively, "**Sentient IV**") became a shareholder of Tinka by subscribing for 1,818,812 Units of Tinka at a price of \$0.275 per Unit for gross proceeds of \$500,000.

Under the Second Tranche, Tinka issued 19,512,727 Units to Sentient IV for gross proceeds of \$5,366,000. Sentient IV and Sentient Executive GP III, Limited (for the general partner of Sentient Global Resources Fund III, L.P. collectively, "**Sentient III**", and, together with Sentient IV, "**Sentient**") beneficially own, or exercise control or direction over, 23,169,276 Tinka Shares or approximately 19.97% of the issued and outstanding Tinka Shares and Warrants entitling Sentient to acquire up to an additional 10,665,455 Tinka Shares (the "**Sentient Warrants**"). Sentient has agreed to a restriction on the exercise of the Sentient Warrants that will prevent the exercise thereof should such exercise result in Sentient holding 20% or more of the issued and outstanding Tinka Shares, unless Tinka shareholder approval is obtained.

Also under the Second Tranche, Tinka issued 7,503,582 units to subscribers as part of a President's List financing (the "**Presidents List**") for gross proceeds of \$2,063,485. Tinka has issued to a finder 91,000 finder's units, each unit having the same terms as the Units issued under the Second Tranche.

The proceeds from the Second Tranche will be used for conducting exploration and resource development work on the Ayawilca and Colquipucro projects and the combined Tinka/Darwin exploration portfolio and for general working capital purposes.

In connection with the Arrangement, Mr. Andrew Carter resigned as President, CEO and a director of Tinka and has been replaced by Dr. Graham Carman. Tinka wishes to thank Mr. Carter for his dedication and efforts during his tenure and services in closing of the Arrangement. The Board of Tinka now comprises Dr. Carman, Nick DeMare, David Henstridge, William Lee and Yanina Barila.

Graham Carman, Tinka's new President and CEO, stated: *"With the Arrangement and Second Tranche financing now completed, Tinka has the opportunity to advance exploration at the Ayawilca zinc and Colquipucro silver projects in Peru with a substantial drill program, the timing of which will be announced shortly. I wish to thank Sentient, and subscribers of the President's List, for their strong support of Tinka as part of the Arrangement. I also wish to welcome Ms Yanina Barila as Sentient's representative to the board of Tinka."*

This announcement is for informational purposes only and does not constitute an offer to purchase, a solicitation of an offer to sell the shares or a solicitation of a proxy.

This news release does not constitute an offer to sell or a solicitation of an offer to buy any of the securities in the United States. The securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the "**U.S. Securities Act**") or any state securities laws and may not be offered or sold within the United States or to U.S. Persons unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available.

About Tinka Resources Limited

Tinka is a junior resource acquisition and exploration company. Tinka's focus is on its 100% owned Colquipucro and Ayawilca projects located in the highly mineralized silver-lead-zinc belt of Central Peru.

On behalf of the Board,

“Graham Carman”

Dr. Graham Carman, President & CEO

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Forward Looking Statements. Certain information in this news release contains forward-looking statements and forward-looking information within the meaning of applicable securities laws (collectively "**forward-looking statements**"). All statements, other than statements of historical fact are forward-looking statements. Forward-looking statements are based on the beliefs and expectations of each of Darwin and Tinka as well as assumptions made by and information currently available to each of Darwin's and Tinka's management. Such statements reflect the current risks, uncertainties and assumptions related to certain factors including, without limitations, failure to successfully complete the Arrangement, capital and other costs varying significantly from estimates, production rates varying from estimates, changes in world metal markets, changes in equity markets, uncertainties relating to the availability and costs of financing needed in the future, equipment failure, unexpected geological conditions, imprecision in resource estimates or metal recoveries, success of future development initiatives, competition, operating performance, environmental and safety risks, delays in obtaining or failure to obtain necessary permits and approvals from local authorities, community relations, and other development and operating risks. Should any one or more of these risks or uncertainties materialize, or should any underlying assumptions prove incorrect, actual results may vary materially from those described herein. Although each of Darwin and Tinka believe that assumptions inherent in the forward-looking statements are reasonable, forward-looking statements are not guarantees of future performance and accordingly undue reliance should not be put on such statements due to the inherent uncertainty therein. Except as may be required by applicable securities laws, each of Darwin and Tinka disclaim any intent or obligation to update any forward-looking statement.

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