
TINKA RESOURCES LIMITED

CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
FOR THE SIX MONTHS ENDED
MARCH 31, 2016

(Unaudited - Expressed in Canadian Dollars)

**NOTICE OF NO AUDITOR REVIEW OF
CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**

In accordance with National Instrument 51-102 Part 4, subsection 4.3(3)(a), if an auditor has not performed a review of these condensed consolidated interim financial statements they must be accompanied by a notice indicating that the condensed consolidated interim financial statements have not been reviewed by an auditor.

The accompanying unaudited condensed consolidated interim financial statements of the Company have been prepared by and are the responsibility of the Company's management.

The Company's auditors have not performed a review of these condensed consolidated interim financial statements in accordance with the standards established by the Canadian Institute of Chartered Accountants for a review of interim financial statements by an entity's auditor.

TINKA RESOURCES LIMITED
CONDENSED CONSOLIDATED INTERIM STATEMENTS OF FINANCIAL POSITION
(Unaudited - Expressed in Canadian Dollars)

| | Note | March 31, 2016 \$ | September 30, 2015 \$ |
|---|------|-------------------------|-----------------------------|
| ASSETS | | | |
| Current assets | | | |
| Cash | | 3,767,888 | 6,912,872 |
| GST receivable | | 3,442 | 1,966 |
| Amounts receivable | | 6,123 | 11,077 |
| Prepaid expenses | | <u>15,773</u> | <u>44,771</u> |
| Total current assets | | <u>3,793,226</u> | <u>6,970,686</u> |
| Non-current assets | | | |
| Property, plant and equipment | 4 | 31,494 | 39,820 |
| Exploration and evaluation assets | 5 | <u>20,789,506</u> | <u>18,797,958</u> |
| Total non-current assets | | <u>20,821,000</u> | <u>18,837,778</u> |
| TOTAL ASSETS | | <u>24,614,226</u> | <u>25,808,464</u> |
| LIABILITIES | | | |
| Current liabilities | | | |
| Accounts payable and accrued liabilities | 7 | <u>131,980</u> | <u>550,975</u> |
| TOTAL LIABILITIES | | <u>131,980</u> | <u>550,975</u> |
| SHAREHOLDERS' EQUITY | | | |
| Share capital | 6 | 40,137,096 | 40,137,096 |
| Share-based payments reserve | 6 | 4,403,514 | 4,363,949 |
| Deficit | | <u>(20,058,364)</u> | <u>(19,243,556)</u> |
| TOTAL SHAREHOLDERS' EQUITY | | <u>24,482,246</u> | <u>25,257,489</u> |
| TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY | | <u>24,614,226</u> | <u>25,808,464</u> |

Nature of Operations - Note 1

Events after the Reporting Period - Note 11

These condensed consolidated interim financial statements were approved for issue by the Board of Directors on May 16, 2016 and are signed on its behalf by:

/s/ Graham Carman
Graham Carman
Director

/s/ Nick DeMare
Nick DeMare
Director

The accompanying notes are an integral part of these condensed consolidated interim financial statements.

TINKA RESOURCES LIMITED
CONDENSED CONSOLIDATED INTERIM STATEMENTS OF COMPREHENSIVE LOSS
(Unaudited - Expressed in Canadian Dollars)

| Note | Three Months Ended March 31 | | Six Months Ended March 31 | | |
|---|--------------------------------|--------------------|------------------------------|--------------------|--------------------|
| | 2016 \$ | 2015 \$ | 2016 \$ | 2015 \$ | |
| Expenses | | | | | |
| Accounting and administration | 7 | 10,647 | 16,250 | 25,676 | 35,553 |
| Audit | | - | 2,808 | 32,640 | 32,808 |
| Corporate development | | 2,280 | - | 3,701 | 1,499 |
| Depreciation | | 1,562 | 2,653 | 3,122 | 5,303 |
| General exploration | | 9,261 | 3,599 | 11,762 | 10,669 |
| Investment conferences | | 9,378 | 9,449 | 21,890 | 24,005 |
| Investor relations | | - | 6,000 | - | 13,500 |
| Legal | | 5,280 | 17,606 | 6,708 | 36,903 |
| Management fees | 7(a) | 55,000 | 55,000 | 110,000 | 110,000 |
| Office | | 23,935 | 32,543 | 53,032 | 68,786 |
| Professional fees | 7 | 51,404 | 52,083 | 110,602 | 90,973 |
| Regulatory | | 3,519 | 1,200 | 5,319 | 4,450 |
| Rent | 7(b) | 12,108 | 11,979 | 23,804 | 23,970 |
| Salaries, wages and benefits | | 81,926 | 78,538 | 227,023 | 160,331 |
| Shareholder costs | | 5,188 | 6,165 | 7,073 | 9,918 |
| Share-based compensation | 6(d) | 11,422 | 17,814 | 39,565 | 63,756 |
| Transfer agent | | 929 | 12,479 | 2,125 | 14,532 |
| Travel and related | | 26,788 | 38,873 | 67,369 | 73,124 |
| | | <u>310,627</u> | <u>365,039</u> | <u>751,411</u> | <u>780,080</u> |
| Loss before other items | | <u>(310,627)</u> | <u>(365,039)</u> | <u>(751,411)</u> | <u>(780,080)</u> |
| Other items | | | | | |
| Interest income | | 9,581 | 8,225 | 22,691 | 21,782 |
| Foreign exchange (loss) gain | | <u>(59,958)</u> | <u>91,349</u> | <u>(86,088)</u> | <u>123,500</u> |
| | | <u>(50,377)</u> | <u>99,574</u> | <u>(63,397)</u> | <u>145,282</u> |
| Net loss and comprehensive loss for the period | | <u>(361,004)</u> | <u>(265,465)</u> | <u>(814,808)</u> | <u>(634,798)</u> |
| Loss per share - basic and diluted | | <u>\$(0.00)</u> | <u>\$(0.00)</u> | <u>\$(0.00)</u> | <u>\$(0.00)</u> |
| Weighted average number of common shares outstanding - basic and diluted | | <u>149,807,322</u> | <u>116,022,729</u> | <u>149,807,322</u> | <u>116,022,729</u> |

The accompanying notes are an integral part of these condensed consolidated interim financial statements.

TINKA RESOURCES LIMITED
CONDENSED CONSOLIDATED INTERIM STATEMENTS OF CHANGES IN EQUITY
(Unaudited - Expressed in Canadian Dollars)

| Six Months Ended March 31, 2016 | | | | | |
|--|---------------------|-------------------|--|---------------------|-----------------------|
| Share Capital | | | | | |
| | Number of Shares | Amount \$ | Share-Based Payments Reserve \$ | Deficit \$ | Total Equity \$ |
| Balance at September 30, 2015 | 149,807,322 | 40,137,096 | 4,363,949 | (19,243,556) | 25,257,489 |
| Share-based compensation | - | - | 39,565 | - | 39,565 |
| Net loss | - | - | - | (814,808) | (814,808) |
| Balance at March 31, 2016 | 149,807,322 | 40,137,096 | 4,403,514 | (20,058,364) | 24,482,246 |

| Six Months Ended March 31, 2015 | | | | | |
|--|---------------------|-------------------|--|---------------------|-----------------------|
| Share Capital | | | | | |
| | Number of Shares | Amount \$ | Share-Based Payments Reserve \$ | Deficit \$ | Total Equity \$ |
| Balance at September 30, 2014 | 116,022,729 | 32,997,206 | 3,834,525 | (17,552,842) | 19,278,889 |
| Share-based compensation | - | - | 63,756 | - | 63,756 |
| Net loss | - | - | - | (634,798) | (634,798) |
| Balance at March 31, 2015 | 116,022,729 | 32,997,206 | 3,898,281 | (18,187,640) | 18,707,847 |

The accompanying notes are an integral part of these condensed consolidated interim financial statements.

TINKA RESOURCES LIMITED
CONDENSED CONSOLIDATED INTERIM STATEMENTS OF CASH FLOWS
(Unaudited - Expressed in Canadian Dollars)

| | Six Months Ended March 31, | |
|---|-------------------------------|--------------------|
| | 2016 \$ | 2015 \$ |
| Operating activities | | |
| Net loss for the period | (814,808) | (634,798) |
| Adjustments for: | | |
| Depreciation | 3,122 | 5,303 |
| Share-based compensation | 39,565 | 63,756 |
| Changes in non-cash working capital items: | | |
| GST receivable | (1,476) | 22,800 |
| Amounts receivable | 4,954 | (5,021) |
| Prepaid expenses | 28,998 | (27,524) |
| Accounts payable and accrued liabilities | (4,839) | (150,988) |
| Net cash used in operating activities | <u>(744,484)</u> | <u>(726,472)</u> |
| Investing activities | | |
| Expenditures on exploration and evaluation assets | (2,397,653) | (2,387,869) |
| Purchase of equipment | (2,847) | (2,739) |
| Net cash used in investing activities | <u>(2,400,500)</u> | <u>(2,390,608)</u> |
| Net change in cash | (3,144,984) | (3,117,080) |
| Cash at beginning of period | <u>6,912,872</u> | <u>5,838,547</u> |
| Cash at end of period | <u>3,767,888</u> | <u>2,721,467</u> |

Supplemental cash flow information - See Note 10

The accompanying notes are an integral part of these condensed consolidated interim financial statements.

TINKA RESOURCES LIMITED
NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
FOR THE SIX MONTHS ENDED MARCH 31, 2016
(Unaudited - Expressed in Canadian Dollars)

1. Nature of Operations

Tinka Resources Limited (the “Company”) was incorporated on September 15, 1987 under the provisions of the Company Act (British Columbia). The Company is listed and traded on the TSX Venture Exchange (“TSXV”) under the symbol “TK”. The Company’s principal office is located at #1305 - 1090 West Georgia Street, Vancouver, British Columbia, V6E 3V7 Canada.

The Company is a junior mineral exploration company currently engaged in the acquisition and exploration of precious and base metals on mineral properties located in Peru. On the basis of information to date, the Company has not yet determined whether these properties contain economically recoverable ore reserves. The underlying value of the mineral resource interests is entirely dependent on the existence of economically recoverable reserves, the ability of the Company to obtain the necessary financing to complete exploration and development and upon future profitable production. Mineral resource interests represent costs incurred to date, less amounts amortized and/or written off, and do not necessarily represent present or future values.

As at March 31, 2016 the Company had cash of \$3,767,888 and working capital in the amount of \$3,661,246. These condensed consolidated interim financial statements have been prepared on a going concern basis which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business operations for the foreseeable future. The Company’s ability to continue as a going concern is dependent upon the ability of the Company to obtain the necessary financing to develop properties and to establish future profitable production. To date the Company has not earned significant revenues and is considered to be in the exploration stage. The Company’s operations are funded from equity financings which are dependent upon many external factors and may be difficult to impossible to secure or raise when required. Management considers that the Company has sufficient financial resources to maintain its core operations and existing mineral resource interests for the next twelve months. The Company will require additional equity financing to continue exploration and drilling activities on its mineral property interests in Peru and to fund ongoing corporate and administrative costs. While the Company has been successful in securing financings in the past, there can be no assurance that it will be able to do so in the future. These condensed consolidated interim financial statements do not reflect any adjustments related to conditions that occurred subsequent to March 31, 2016.

2. Basis of Preparation

Statement of Compliance

These condensed consolidated interim financial statements have been prepared using accounting policies consistent with International Financial Reporting Standards (“IFRS”), and in accordance with International Accounting Standards (“IAS”) 34, Interim Financial Reporting, as issued by the International Accounting Standards Board (“IASB”). These condensed consolidated interim financial statements should be read in conjunction with the audited consolidated financial statements for the year ended September 30, 2015, which have been prepared in accordance with IFRS as issued by the IASB. The accounting policies followed in these condensed consolidated interim financial statements are consistent with those applied in the Company’s consolidated financial statements for the year ended September 30, 2015.

Basis of Measurement

The Company’s condensed consolidated interim financial statements have been prepared on the historical cost basis except for the revaluation of certain financial assets and financial liabilities to fair value.

3. Subsidiaries

The subsidiaries of the Company are as follows:

| <u>Company</u> | <u>Location of Incorporation</u> | <u>Ownership Interest</u> |
|------------------------|----------------------------------|---------------------------|
| Darwin Resources Corp. | Canada | 100% |
| Tinka Resources S.A.C. | Peru | 100% |
| Darwin Peru S.A.C. | Peru | 100% |

TINKA RESOURCES LIMITED
NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
FOR THE SIX MONTHS ENDED MARCH 31, 2016
(Unaudited - Expressed in Canadian Dollars)

4. Property, Plant and Equipment

| | Office Furniture and Equipment \$ | Vehicles \$ | Total \$ |
|----------------------------------|--|-----------------|------------------|
| Cost: | | | |
| Balance at September 30, 2014 | 87,795 | 101,141 | 188,936 |
| Additions | <u>6,836</u> | <u>-</u> | <u>6,836</u> |
| Balance at September 30, 2015 | 94,631 | 101,141 | 195,772 |
| Additions | <u>2,847</u> | <u>-</u> | <u>2,847</u> |
| Balance at March 31, 2016 | <u>97,478</u> | <u>101,141</u> | <u>198,619</u> |
| Accumulated Depreciation: | | | |
| Balance at September 30, 2014 | (53,586) | (68,785) | (122,371) |
| Depreciation | <u>(12,227)</u> | <u>(21,354)</u> | <u>(33,581)</u> |
| Balance at September 30, 2015 | (65,813) | (90,139) | (155,952) |
| Depreciation | <u>(5,641)</u> | <u>(5,532)</u> | <u>(11,173)</u> |
| Balance at March 31, 2016 | <u>(71,454)</u> | <u>(95,671)</u> | <u>(167,125)</u> |
| Carrying Value: | | | |
| Balance at September 30, 2015 | <u>28,818</u> | <u>11,002</u> | <u>39,820</u> |
| Balance at March 31, 2016 | <u>26,024</u> | <u>5,470</u> | <u>31,494</u> |

5. Exploration and Evaluation Assets

| | March 31, 2016 | | | September 30, 2015 | | |
|-------------|----------------------------|--|-------------------|----------------------------|--|-------------------|
| | Acquisition Costs \$ | Deferred Exploration Costs \$ | Total \$ | Acquisition Costs \$ | Deferred Exploration Costs \$ | Total \$ |
| Colquipucro | 338,330 | 7,413,735 | 7,752,065 | 338,330 | 7,334,699 | 7,673,029 |
| Ayawilca | 132,211 | 10,606,567 | 10,738,778 | 124,260 | 8,901,243 | 9,025,503 |
| Other | <u>7,762</u> | <u>2,290,901</u> | <u>2,298,663</u> | <u>7,762</u> | <u>2,091,664</u> | <u>2,099,426</u> |
| | <u>478,303</u> | <u>20,311,203</u> | <u>20,789,506</u> | <u>470,352</u> | <u>18,327,606</u> | <u>18,797,958</u> |

TINKA RESOURCES LIMITED
NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
FOR THE SIX MONTHS ENDED MARCH 31, 2016
(Unaudited - Expressed in Canadian Dollars)

5. Exploration and Evaluation Assets (continued)

| | Colquipucro \$ | Ayawileca \$ | Other \$ | Total \$ |
|--------------------------------------|-------------------|-------------------|------------------|-------------------|
| Balance at September 30, 2014 | <u>6,446,442</u> | <u>5,470,314</u> | <u>1,805,357</u> | <u>13,722,113</u> |
| Exploration costs | | | | |
| Assays | 23,146 | 181,224 | - | 204,370 |
| Camp costs | 46,219 | 122,799 | - | 169,018 |
| Community relations | 88,998 | 84,166 | - | 173,164 |
| Consulting | 60,950 | 60,950 | - | 121,900 |
| Depreciation | 5,728 | 17,236 | - | 22,964 |
| Drilling | 229,812 | 1,447,792 | - | 1,677,604 |
| Environmental | 13,313 | 13,490 | - | 26,803 |
| Exploration site | 48,722 | 282,864 | - | 331,586 |
| Field equipment | 2,879 | 120,339 | - | 123,218 |
| Fuel | 35,139 | 158,097 | - | 193,236 |
| Geological | 57,420 | 182,535 | - | 239,955 |
| Geophysics | 59,519 | 242,335 | - | 301,854 |
| Metallurgical test work | - | 2,916 | - | 2,916 |
| Salaries | 428,356 | 396,286 | - | 824,642 |
| Software and database management | 23,756 | 23,756 | - | 47,512 |
| Transportation | 39,561 | 168,151 | - | 207,712 |
| Travel | 3,028 | 4,345 | - | 7,373 |
| VAT incurred | - | - | 547,110 | 547,110 |
| VAT recovered | - | - | (260,803) | (260,803) |
| | <u>1,166,546</u> | <u>3,509,281</u> | <u>286,307</u> | <u>4,962,134</u> |
| Acquisition costs | | | | |
| Concession payments | <u>60,041</u> | <u>45,908</u> | <u>7,762</u> | <u>113,711</u> |
| Balance at September 30, 2015 | <u>7,673,029</u> | <u>9,025,503</u> | <u>2,099,426</u> | <u>18,797,958</u> |
| Exploration costs | | | | |
| Assays | - | 30,168 | - | 30,168 |
| Camp costs | 4,372 | 87,786 | - | 92,158 |
| Community relations | 16,786 | 123,528 | - | 140,314 |
| Consulting | 17,034 | 17,034 | - | 34,068 |
| Depreciation | 177 | 7,874 | - | 8,051 |
| Drilling | - | 667,554 | - | 667,554 |
| Environmental | 6,672 | 106,536 | - | 113,208 |
| Exploration site | 5,806 | 87,020 | - | 92,826 |
| Field equipment | - | 9,373 | - | 9,373 |
| Fuel | 8,660 | 29,289 | - | 37,949 |
| Geological | - | 164,681 | - | 164,681 |
| Geophysics | 2,012 | 20,065 | - | 22,077 |
| Salaries | 5,463 | 303,596 | - | 309,059 |
| Software and database management | 7,880 | 7,880 | - | 15,760 |
| Transportation | 4,174 | 42,940 | - | 47,114 |
| VAT incurred | - | - | 199,237 | 199,237 |
| | <u>79,036</u> | <u>1,705,324</u> | <u>199,237</u> | <u>1,983,597</u> |
| Acquisition costs | | | | |
| Concession payments | <u>-</u> | <u>7,951</u> | <u>-</u> | <u>7,951</u> |
| Balance at March 31, 2016 | <u>7,752,065</u> | <u>10,738,778</u> | <u>2,298,663</u> | <u>20,789,506</u> |

TINKA RESOURCES LIMITED
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5. Exploration and Evaluation Assets (continued)

Colquipucro and Ayawilca Projects

On May 27, 2004 the Company entered into an agreement (the “Sierra Alliance Agreement”) with Sierra Peru Pty Ltd. (“Sierra”) pursuant to which the Company staked a number of prospects in Peru. As at March 31, 2016 the Colquipucro and Ayawilca projects comprise a total of 55 mineral claims granted or under application in the Province of Daniel Alcides Carrion, Peru.

Under the terms of the Sierra Alliance Agreement the Company will be required to issue 500,000 common shares to Sierra in the event that a positive feasibility study is prepared on either of the Colquipucro or Ayawilca projects. Sierra also retains a right to a 1% net smelter return royalty (“NSR”) from any production from the Colquipucro and Ayawilca projects. The NSR can be purchased at any time for US \$1,000,000.

Other

As at March 31, 2016 the Company also holds four granted concessions in Peru.

Expenditures incurred by the Company in Peru are subject to Peruvian Value Added Tax (“VAT”). The VAT is included in exploration and evaluation assets as incurred. Under Peruvian law VAT paid can be used in the future to offset amounts resulting from VAT charged on sales. Under certain circumstances and subject to approval from tax authorities a Company can apply for early refund of VAT prior to generating sales. As at March 31, 2016 the Company has total VAT recoverable of \$2,028,604 (September 30, 2015 - \$1,829,367).

6. Share Capital

(a) *Authorized Share Capital*

The Company’s authorized share capital consisted of an unlimited number of common shares without par value. All issued common shares are fully paid.

(b) *Equity Financings*

- (i) During the six months ended March 31, 2016 the Company did not complete any financings.
- (ii) During fiscal 2015 the Company completed a private placement financing of 33,737,093 units at a price of \$0.215 per unit for gross proceeds of \$7,253,475. Each unit was comprised of one common share of the Company and 0.375 of one 2.5 year share purchase warrant and 0.375 of one 5 year share purchase warrant. Each whole warrant is exercisable to acquire one additional common share of the Company at a price of \$0.30 as to the 2.5 year warrants and at a price of \$0.45 as to the 5 year warrants.

The Company also issued 47,500 finders units, having the same terms as the private placement units, at an ascribed value of \$10,213. The fair value of the underlying warrants to the finder’s units has been estimated using the Black-Scholes option pricing model. The assumptions used were: a risk-free interest rate of 0.48% - 0.75%; expected volatility of 77.03% - 78.83%; an expected life of 2.5 years - 5.0 years; a dividend yield of 0%; and an expected forfeiture rate of 0%. The value assigned to the underlying warrants to the finder’s units was \$2,410.

The Company paid \$111,175 for filing fees and legal costs.

TINKA RESOURCES LIMITED
NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
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(Unaudited - Expressed in Canadian Dollars)

6. Share Capital (continued)

(c) *Warrants*

A summary of the number of common shares reserved pursuant to the Company's warrants outstanding at March 31, 2016 and 2015 and the changes for the six months ended on those dates is as follows:

| | 2016 | | 2015 | |
|------------------------------|-------------------|--|--------------------|--|
| | Number | Weighted Average Exercise Price \$ | Number | Weighted Average Exercise Price \$ |
| Balance, beginning of period | 40,143,556 | 0.37 | 17,713,985 | 0.48 |
| Expired | <u>(342,367)</u> | 0.77 | <u>(2,908,873)</u> | 1.01 |
| Balance, end of period | <u>39,801,189</u> | 0.37 | <u>14,805,112</u> | 0.37 |

The following table summarizes information about the number of common shares reserved pursuant to the Company's warrants outstanding and exercisable at March 31, 2016:

| Number | Exercise Price \$ | Expiry Date |
|-------------------|----------------------|-------------------|
| 909,091 | 0.365 | May 1, 2016 |
| 13,553,555 | 0.365 | July 24, 2016 |
| 12,669,222 | 0.30 | November 29, 2017 |
| <u>12,669,222</u> | 0.45 | May 29, 2020 |
| <u>39,801,090</u> | | |

The weighted average remaining contractual life of the warrants outstanding at March 31, 2016 was 1.97 years.

See also Note 11(b).

(d) *Share Option Plan*

The Company has established a rolling share option plan (the "Plan"), in which the maximum number of common shares which can be reserved for issuance under the Plan is 10% of the issued and outstanding shares of the Company. The minimum exercise price of the options is set at the Company's closing share price on the day before the grant date, less allowable discounts. Options granted may be subject to vesting provisions as determined by the Board of Directors and have a maximum term of five years.

During the six months ended March 31, 2016 the Company granted share options to purchase 580,000 (2015 - 350,000) common shares and recorded compensation expense of \$20,018 (2015 - \$26,835). In addition the Company also recorded share-based compensation of \$19,547 (2015 - \$36,921) on the vesting of share options which were previously granted.

The fair value of share options granted and vested during the six months ended March 31, 2016 and 2015 has been estimated using the Black-Scholes option pricing model using the following assumptions:

| | <u>2016</u> | <u>2015</u> |
|--------------------------|----------------------|-----------------|
| Risk-free interest rate | 0.51% - 1.01% | 1.01% - 1.20% |
| Estimated volatility | 72.60% - 73.42% | 66.86% - 74.12% |
| Expected life | 1.25 years - 2 years | 3 years |
| Expected dividend yield | 0% | 0% |
| Expected forfeiture rate | 0% | 0% |

TINKA RESOURCES LIMITED
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6. Share Capital (continued)

The weighted average fair value of all share options granted and vested, using the Black-Scholes option pricing model, during the six months ended March 31, 2016 was \$0.10 (2015 - \$0.18) per option.

Option-pricing models require the use of estimates and assumptions including the expected volatility. Changes in the underlying assumptions can materially affect the fair value estimates and, therefore, existing models do not necessarily provide reliable measure of the fair value of the Company's share options.

A summary of the Company's share options at March 31, 2016 and 2015 and the changes for the six months ended on those dates, is as follows:

| | 2016 | | 2015 | |
|------------------------------|-------------------------------------|---|-------------------------------------|---|
| | Number of Options Outstanding | Weighted Average Exercise Price \$ | Number of Options Outstanding | Weighted Average Exercise Price \$ |
| Balance, beginning of period | 10,915,000 | 0.37 | 10,499,500 | 0.57 |
| Granted | 580,000 | 0.25 | 350,000 | 0.30 |
| Expired | (1,235,000) | 0.65 | (1,331,350) | 0.63 |
| Cancelled | - | - | (1,813,155) | 1.08 |
| Forfeited | - | - | (75,000) | 0.30 |
| Balance, end of period | 10,260,000 | 0.33 | 7,629,995 | 0.43 |

The following table summarizes information about the share options outstanding and exercisable at March 31, 2016:

| Number | Exercise Price \$ | Expiry Date |
|-------------------|----------------------|-------------------|
| 20,000 | 0.40 | February 20, 2017 |
| 245,000 | 0.30 | March 21, 2017 |
| 300,000 | 0.35 | March 21, 2017 |
| 2,125,000 | 0.37 | August 5, 2017 |
| 1,945,000 | 0.30 | August 5, 2017 |
| 350,000 | 0.30 | October 20, 2017 |
| 390,000 | 0.30 | April 20, 2018 |
| 4,305,000 | 0.35 | June 12, 2018 |
| <u>580,000</u> | 0.25 | November 24, 2018 |
| <u>10,260,000</u> | | |

The weighted average remaining contractual life of the outstanding share options at March 31, 2016 was 1.83 years.

See also Note 11(a).

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7. Related Party Disclosures

A number of key management personnel, or their related parties, hold positions in other entities that result in them having control or significant influence over the financial or operating policies of those entities. Certain of these entities transacted with the Company during the reporting period.

(a) *Transactions with Key Management Personnel*

During the six months ended March 31, 2016 the Company has recognized a total of \$240,243 (2015 - \$213,999) for compensation with respect to the Company's Chief Executive Officer ("CEO"), current and former Vice-Presidents of Exploration ("VPE") and Chief Financial Officer ("CFO") as follows:

| | 2016 \$ | 2015 \$ |
|---------------------------------|----------------|----------------|
| Management fees - CEO | 110,000 | 110,000 |
| Professional fees - CFO | 15,000 | 15,000 |
| Professional fees - current VPE | 95,696 | - |
| Professional fees - former VPE | - | 54,000 |
| Share-based compensation | <u>19,547</u> | <u>34,999</u> |
| | <u>240,243</u> | <u>213,999</u> |

During the six months ended March 31, 2016 the Company expensed \$110,000 (2015 - \$110,000) to management fees, \$55,277 (2015 - \$23,100) to professional fees and \$19,547 (2015 - \$34,999) for share-based compensation. In addition the Company capitalized \$55,419 (2015 - \$45,900) to exploration and evaluation assets.

As at March 31, 2016, \$nil (2015 - \$27,333) remained unpaid and has been included in accounts payable and accrued liabilities.

(b) *Transactions with Other Related Parties*

(i) During the six months ended March 31, 2016 and 2015 the following amounts were incurred with respect to the Company's non-management current and former directors of the Company:

| | 2016 \$ | 2015 \$ |
|-------------------|---------------|---------------|
| Professional fees | <u>18,000</u> | <u>24,000</u> |

As at March 31, 2016, \$4,000 (2015 - \$10,000) remained unpaid and has been included in accounts payable and accrued liabilities.

(ii) During the six months ended March 31, 2016 the Company incurred a total of \$19,700 (2015 - \$24,375) with Chase Management Ltd. ("Chase"), a private corporation owned by the CFO of the Company, for accounting and administrative services provided by Chase personnel, excluding the CFO, and \$2,010 (2015 - \$2,010) for rent. As at March 31, 2016, \$6,370 (2015 - \$6,270) remained unpaid and has been included in accounts payable and accrued liabilities.

(c) The Company shares personnel, office and other costs with public companies with certain common directors. During the six months ended March 31, 2016 the Company incurred \$7,325 (2015 - \$15,938) for expenses. As at March 31, 2016, \$1,000 (2015 - \$2,610) remained unpaid and has been included in accounts payable and accrued liabilities.

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8. Segmented Information

Substantially all of the Company's operations are in one industry, the exploration for precious metals. Management reviews the financial results according to expenditures by property. The Company's mineral properties are located in Peru and its corporate assets are located in Canada. The Company is in the exploration stage and, accordingly, has no reportable segment revenues or operating results.

| | March 31, 2016 | | |
|-----------------------------------|------------------------------------|---|---------------------|
| | Corporate Canada \$ | Mineral Operations Peru \$ | Total \$ |
| Current assets | 3,563,848 | 229,378 | 3,793,226 |
| Exploration and evaluation assets | - | 20,789,506 | 20,789,506 |
| Property, plant and equipment | <u>4,257</u> | <u>27,237</u> | <u>31,494</u> |
| | <u>3,568,105</u> | <u>21,046,121</u> | <u>24,614,226</u> |
| | September 30, 2015 | | |
| | Corporate Canada \$ | Mineral Operations Peru \$ | Total \$ |
| Current assets | 6,253,967 | 716,719 | 6,970,686 |
| Exploration and evaluation assets | - | 18,797,958 | 18,797,958 |
| Property, plant and equipment | <u>3,155</u> | <u>36,665</u> | <u>39,820</u> |
| | <u>6,257,122</u> | <u>19,551,342</u> | <u>25,808,464</u> |

9. Financial Instruments and Risk Management

Categories of Financial Assets and Financial Liabilities

Financial instruments are classified into one of the following five categories: fair value through profit or loss ("FVTPL"); held-to-maturity investments; loans and receivables; available-for-sale, and other financial liabilities. The carrying values of the Company's financial instruments are classified into the following categories:

| Financial Instrument | Category | March 31, 2016 \$ | September 30, 2015 \$ |
|--|-----------------------------|----------------------------------|--------------------------------------|
| Cash | FVTPL | 3,767,888 | 6,912,872 |
| Amounts receivable | Loans and receivables | 6,123 | 11,077 |
| Accounts payable and accrued liabilities | Other financial liabilities | (131,980) | (550,975) |

The Company's financial instruments recorded at fair value require disclosure about how the fair value was determined based on significant levels of inputs described in the following hierarchy:

Level 1 - Quoted prices are available in active markets for identical assets or liabilities as of the reporting date. Active markets are those in which transactions occur in sufficient frequency and value to provide pricing information on an ongoing basis.

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9. Financial Instruments and Risk Management (continued)

Level 2 - Pricing inputs are other than quoted prices in active markets included in Level 1. Prices in Level 2 are either directly or indirectly observable as of the reporting date. Level 2 valuations are based on inputs including quoted forward prices for commodities, time value and volatility factors, which can be substantially observed or corroborated in the market place.

Level 3 - Valuations in this level are those with inputs for the asset or liability that are not based on observable market data.

The recorded amounts for amounts receivable and accounts payable and accrued liabilities approximate their fair value due to their short-term nature. The Company's fair value of cash under the fair value hierarchy is measured using Level 1 inputs.

The Company's risk exposures and the impact on the Company's financial instruments are summarized below:

Credit Risk

Credit risk is the risk of loss associated with a counterparty's inability to fulfill its payment obligations. The Company's credit risk is primarily attributable to cash and amounts receivable. Management believes that the credit risk concentration with respect to financial instruments included in cash and amounts receivable is remote.

Liquidity Risk

Liquidity risk is the risk that the Company will not have the resources to meet its obligations as they fall due. The Company manages this risk by closely monitoring cash forecasts and managing resources to ensure that it will have sufficient liquidity to meet its obligations. All of the Company's financial liabilities are classified as current and are anticipated to mature within the next fiscal period. The following table is based on the contractual maturity dates of financial assets and the earliest date on which the Company can be required to settle financial liabilities.

| | Contractual Maturity Analysis at March 31, 2016 | | | | |
|--|--|---------------------------------|-------------------------------|--------------------------------|---------------------|
| | Less than 3 Months \$ | 3 - 12 Months \$ | 1 - 5 Years \$ | Over 5 Years \$ | Total \$ |
| Cash | 3,767,888 | - | - | - | 3,767,888 |
| Amounts receivable | 6,123 | - | - | - | 6,123 |
| Accounts payable and accrued liabilities | (131,980) | - | - | - | (131,980) |
| | Contractual Maturity Analysis at September 30, 2015 | | | | |
| | Less than 3 Months \$ | 3 - 12 Months \$ | 1 - 5 Years \$ | Over 5 Years \$ | Total \$ |
| Cash | 6,912,872 | - | - | - | 6,912,872 |
| Amounts receivable | 11,077 | - | - | - | 11,077 |
| Accounts payable and accrued liabilities | (550,975) | - | - | - | (550,975) |

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9. Financial Instruments and Risk Management (continued)

Market Risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and commodity and equity prices. These fluctuations may be significant.

(a) Interest Rate Risk

The Company is exposed to interest rate risk to the extent that the cash bear floating rates of interest. The interest rate risk on cash and on the Company's obligations are not considered significant.

(b) Foreign Currency Risk

The Company has operations in Canada and Peru which are subject to foreign currency fluctuations. The Company's operating expenses are incurred in Canadian Dollars and Peruvian Nuevo Soles and the fluctuation of the Canadian dollar in relation to other currencies will have an impact upon the profitability of the Company and may also affect the value of the Company's assets and the amount of shareholders' equity. The Company also maintains a US Dollar bank account with a Canadian bank. The Company has not entered into any agreements or purchased any instruments to hedge possible currency risks. At March 31, 2016, 1 Canadian Dollar was equal to 2.56 Peruvian Nuevo Soles and 0.77 US Dollar.

Balances are as follows:

| | Peruvian Nuevo Soles | US Dollars | CDN \$ Equivalent |
|--|-------------------------|-----------------|----------------------|
| Cash | 555,294 | 916,458 | 1,405,485 |
| Amounts receivable | 14,415 | - | 5,627 |
| Accounts payable and accrued liabilities | <u>(213,040)</u> | <u>(12,608)</u> | <u>(99,510)</u> |
| | <u>356,669</u> | <u>903,850</u> | <u>1,311,602</u> |

Based on the net exposures as of March 31, 2016 and, assuming that all other variables remain constant, a 10% fluctuation on the Canadian Dollar against the Peruvian Nuevo Soles and US Dollar would result in an increase or decrease of approximately \$120,000.

Capital Management

The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support the acquisition and exploration of mineral properties. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business. The Company defines capital that it manages as share capital and cash. The Company will continue to assess new properties and seek to acquire an interest in additional properties if it feels there is sufficient geologic or economic potential and if it has adequate financial resources to do so. Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable.

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10. Supplemental Cash Flow Information

Non-cash activities conducted by the Company during the six months ended March 31, 2016 are as follows:

| | 2016 | 2015 |
|--|------------------|-----------------|
| | \$ | \$ |
| Operating activities | | |
| Depreciation | 8,051 | 15,116 |
| Accounts payable and accrued liabilities | <u>(414,156)</u> | <u>33,537</u> |
| | <u>(406,105)</u> | <u>48,653</u> |
| Investing activity | | |
| Exploration and evaluation assets expenditures | <u>406,105</u> | <u>(48,653)</u> |

11. Events After the Reporting Period

- (a) On April 4, 2016 the Company granted options to purchase 400,000 common shares of the Company at an exercise price of \$0.25 per share expiring April 4, 2019.
- (b) On May 1, 2016 warrants to purchase 909,091 common shares of the Company at an exercise price of \$0.365 per share expired without exercise.