



darwin
RESOURCES

Tinka Resources Limited

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NEWS RELEASE

July 14, 2014

DARWIN SHAREHOLDERS APPROVE THE ARRANGEMENT

Vancouver, Canada – Tinka Resources Limited (“Tinka”) (TSXV:TK) and Darwin Resources Corp. (“Darwin”) (TSXV:DAR, OTCPK:DARWF and Frankfurt: DWU) are pleased to announce that at Darwin’s Special Meeting of Shareholders held on Friday, July 11, 2014, in Vancouver, British Columbia (the “Meeting”), the Darwin shareholders voted in favour of a special resolution to approve the proposed plan of arrangement (the “Arrangement”) between Darwin, Tinka and the Darwin shareholders.

The Arrangement remains subject to certain conditions including final acceptance from the TSX Venture Exchange and final approval of the Supreme Court of British Columbia (the “Court”). A final application to approve the Arrangement will be set down for hearing before the Court in Vancouver on July 17, 2014, or such other date as the Darwin directors may by resolution decide.

Provided all conditions to completion of the Arrangement are satisfied or waived, on the effective date of the Arrangement, each shareholder of Darwin will receive 0.1818 of a Tinka common share for each share of Darwin held immediately prior to the effective date of the Arrangement, subject to adjustments. In order to receive Tinka shares, after completion of the Arrangement, former Darwin 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 on Darwin’s website at <http://www.darwinresources.com/s/AGM.asp> and under Darwin’s profile on SEDAR at <http://www.sedar.com>.

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.

About Darwin Resources Corp.

Darwin is a resource acquisition and development company focussing on Peru. Darwin has an option to acquire 100% of the Suriloma epithermal gold property in the Department of La Libertad.

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.

Neither the TSX Venture Exchange, its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange), nor the Frankfurt Stock Exchange accepts responsibility for the adequacy or accuracy of this news release.

For further information please contact:

Mariana Bermudez, Corporate Secretary

Phone: 604-685-9316

Email: mbermudez@chasemgt.com