

# TINKA RESOURCES LIMITED

## MANAGEMENT'S DISCUSSION AND ANALYSIS FOR THE SIX MONTHS ENDED MARCH 31, 2015

This discussion and analysis of financial position and results of operation is prepared as at June 1, 2015 and should be read in conjunction with the unaudited condensed consolidated interim financial statements and the accompanying notes for the six months ended March 31, 2015 of Tinka Resources Limited (the "Company" or "Tinka"). The following disclosure and associated financial statements are presented in accordance with International Financial Reporting Standards ("IFRS"). Except as otherwise disclosed, all dollar figures included therein and in the following management discussion and analysis ("MD&A") are quoted in Canadian dollars.

### Forward-Looking Statements

This MD&A contains certain statements that may constitute "forward-looking statements". Forward-looking statements include but are not limited to, statements regarding future anticipated exploration programs and the timing thereof, and business and financing plans. Although the Company believes that such statements are reasonable, it can give no assurance that such expectations will prove to be correct. Forward-looking statements are typically identified by words such as: believe, expect, anticipate, intend, estimate, postulate and similar expressions, or which by their nature refer to future events. The Company cautions investors that any forward-looking statements by the Company are not guarantees of future performance, and that actual results may differ materially from those in forward looking statements as a result of various factors, including, but not limited to, the Company's ability to identify one or more economic deposits on its properties, to produce minerals from its properties successfully or profitably, to continue its projected growth, to raise the necessary capital or to be fully able to implement its business strategies.

Historical results of operations and trends that may be inferred from this MD&A may not necessarily indicate future results from operations. In particular, the current state of the global securities markets may cause significant reductions in the price of the Company's securities and render it difficult or impossible for the Company to raise the funds necessary to continue operations.

All of the Company's public disclosure filings, including its most recent management information circular, material change reports, press releases and other information, may be accessed via [www.sedar.com](http://www.sedar.com) and readers are urged to review these materials, including the technical reports filed with respect to the Company's mineral properties.

### Company Overview

The Company is a junior mineral exploration company is currently engaged in the acquisition and exploration of precious and base metals on mineral properties located in Peru with the aim of developing them to a stage where they can be exploited at a profit or to arrange joint ventures whereby other companies provide funding for development and exploitation. As of the date of this MD&A, the Company has not earned any production revenue, nor found any proven reserves on any of its properties. The Company is a reporting issuer in British Columbia and Alberta and trades on the TSX Venture Exchange ("TSXV") as a Tier 1 issuer, under the symbol "TK" and on the Frankfurt Exchange under the symbol "TLD".

On July 24, 2014 the Company completed a plan of arrangement (the "Arrangement") and acquired all of the issued and outstanding common shares of Darwin Resources Corp. ("Darwin"), under which the Company issued 6,131,094 common shares. As part of the Arrangement, the Company agreed to undertake a private placement of 28,834,491 units of the Company at a price of \$0.275 per unit for gross proceeds of \$7,929,485. On May 1, 2014 the Company completed the first tranche of the private placement and issued 1,818,182 units to Sentient Global Resources Fund IV, LP ("Sentient") for gross proceeds of \$500,000. Concurrently with the closing of the Arrangement, the Company completed the second tranche of the Private Placement financing under which the Company issued a further 27,016,309 units for gross proceeds of \$7,429,485, of which Sentient purchased a further 19,512,727 units.

In May 2015 the Company completed a private placement financing consisting of 33,737,093 units at a price of \$0.215 per unit for gross proceeds of \$7,253,475. Each unit is 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.

International Finance Corporation (“IFC”), a member of the World Bank Group, participated in the private placement for a total of 20,930,232 units for gross proceeds of \$4,500,000. Upon closing of the private placement, IFC became an insider of the Company holding approximately 14.0% of the issued and outstanding share capital of the Company on an undiluted basis. In addition, Sentient, an insider of Tinka, participated in the private placement for a total of 9,302,326 units for gross proceeds of \$2,000,000.

No fees were payable on the IFC, Sentient and non-arms-length portions of the private placement. The Company issued 47,500 finder’s units, based on 5% of the portion of the private placement purchased by arms-length parties, at an ascribed value of \$10,213. The finder’s units have the same terms as the private placement units.

IFC’s participation in the private placement was subject to the completion of due diligence and certain conditions, including approval by IFC’s Board of Directors and a requirement that the Company meet IFC’s environmental, social and safety standards on an ongoing basis. Accordingly, on May 20, 2015 the Company officially adopted a comprehensive Health, Safety, Environment, Labour and Community policy (“the HSEC Policy”) and ensured that the HSEC Policy was made known to all its managers, staff, contractors, and partners, and that it will be proactively implemented, reviewed, and updated.

IFC has been granted a pre-emptive right to maintain its pro-rata diluted percentage interest in the issued and outstanding share capital of the Company in connection with any future issuances of securities of the Company, other than in connection with Company securities issued pursuant to the Company’s employee stock option plan or any convertible securities of the Company outstanding.

For so long as IFC owns 5% or more of the issued and outstanding share capital of the Company (on a diluted basis assuming exercise of warrants held by IFC only), IFC will have the right to nominate one individual to the Company’s Board of Directors.

The proceeds from the private placements are to be used for conducting exploration and resource development work on the Ayawilca and Colquipucro projects and for general working capital purposes.

### **Corporate Update**

At the Company’s Annual and Special Meeting of Shareholders held on February 27, 2015 (the “AGM”), Messrs. Graham Carman, Nick DeMare, David Henstridge, William Lee and Ms. Yanina Barila were re-elected to serve as directors of the Company. Shareholders of the Company also approved and ratified the Company’s existing 10% rolling Stock Option Plan. In addition, disinterested shareholder approval was obtained for the potential creation of a new “Control Person” of the Company as more particularly described in the Company’s Information Circular. The Information Circular is available for download under the Company’s profile on SEDAR at [www.sedar.com](http://www.sedar.com) or on the Company’s website at <http://www.tinkaresources.com/s/agm.asp>.

Subsequent to the AGM, the board of directors re-appointed Mr. Carman as President and Chief Executive Officer (“CEO”), Mr. DeMare as Chief Financial Officer (“CFO”), Mr. John Nebocat as Vice President of Exploration (“VP Exploration”) and Ms. Mariana Bermudez as Corporate Secretary. Messrs. DeMare, Henstridge and Lee have been re-appointed as members of the Audit Committee.

In April 2015 Mr. Nebocat resigned his position as VP Exploration and Mr. Alvaro Fernandez-Baca was appointed as VP Exploration. Mr. Nebocat, who held the position of VP Exploration for Tinka since January 2013, is now a consulting geologist for the Company. Mr. Fernandez-Baca, a Peruvian citizen, holds a Geology degree from the University of Edinburgh (1996) with 19 years’ experience working in mineral exploration and project management in Latin American and around the world. Mr. Fernandez-Baca is a professional geoscientist registered with the Association of Professional Engineers and Geoscientists of the Province of British Columbia (APEGBC) and is based in Lima. Mr. Fernandez-Baca has served as a qualified person for various publicly-listed companies and has authored several NI 43-101 technical reports.

## Exploration Projects, Peru

As of the date of this MD&A, Tinka owns 52 mining concessions covering 12,140 hectares at the Company's flagship Ayawilca zinc and Colquipucro silver projects in central Peru. In addition, Tinka has 11 mining concessions covering 7,337 hectares elsewhere in Peru.

The Ayawilca zinc and Colquipucro silver projects are located within the District of San Pedro de Pillao, Province of Daniel Alcides Carrion, Department of Pasco 200 kilometres northeast of Lima. The projects are 40 kilometres northwest of the world-class Cerro de Pasco zinc-lead-silver mine at elevations of between 3,800 and 4,360 metres.

### Ayawilca Zinc Project

#### *Inferred Mineral Resource Estimate*

During the quarter, Tinka announced its first mineral resource estimate for its 100%-owned Ayawilca zinc (Zn) - indium (In) - silver (Ag) - lead (Pb) deposit ([see News Release dated February 26 2015](#)). The inferred mineral resource at Ayawilca occurs in three separate structures (West, Central, and East), all of which remain open along strike. The mineral resources were estimated by Roscoe Postle Associates ("RPA") of Toronto, Canada. Highlights of the resource are:

- inferred mineral resource of 13.3 million tonnes grading 7.7 % zinc equivalent, containing;
  - 1.7 billion pounds of Zn;
  - 909,000 kilograms of In;
  - 5.8 million ounces of Ag; and
  - 55 million pounds of Pb.

Mineral resources at Ayawilca are reported on the basis of a possible underground mining scenario at a cut-off NSR value of US \$60/t (Table 1) using the drill results available to February 23, 2015. No mineral reserves have yet been estimated at Ayawilca.

**Table 1. Inferred Mineral Resources at Ayawilca as of February 23, 2015**

Zone	Tonnage (Mt)	Zn (%)	Zn Eq. (%)	Pb (%)	In (g/t)	Ag (g/t)	Zn (Mlb)	Pb (Mlb)	In (kg)	Ag (Moz)
West	5.7	6.7	8.9	0.2	81	15	846	22	459,000	2.7
Central	2.2	5.0	6.8	0.1	73	7	248	3	163,000	0.5
East	5.4	5.3	6.8	0.3	53	15	625	31	287,000	2.6
<b>Total</b>	<b>13.3</b>	<b>5.9</b>	<b>7.7</b>	<b>0.2</b>	<b>68</b>	<b>14</b>	<b>1,719</b>	<b>55</b>	<b>909,000</b>	<b>5.8</b>

#### Notes:

1. CIM definitions were followed for mineral resources.
2. Mineral resources are reported above an NSR cut-off value of US \$60 per tonne.
3. The NSR value was based on estimated metallurgical recoveries, assumed metal prices and smelter terms, which include payable factors, treatment charges, penalties, and refining charges. Metal price assumptions were: US \$1.20/lb Zn, US \$550/kg In, US \$24.00/oz Ag, and US \$1.10/lb Pb. Metal recovery assumptions were: 90% Zn, 75% In, 50% Ag, and 75% Pb. The NSR value for each block was calculated using the following NSR factors: US \$15.24 per % Zn, US \$5.57 per % Pb, US \$0.33 per gram In, and US \$0.34 per gram Ag.
4. The zinc equivalent (Zn Eq.%) value was calculated using the following formula:  

$$\text{Zn Eq.(\%)} = [\text{Zn(\%)} * \text{US } \$15.24 + \text{Pb(\%)} * \text{US } \$5.57 + \text{In(g/t)} * \text{US } \$0.33 + \text{Ag (g/t)} * \text{US } \$0.34] / \text{US } \$15.24$$
5. Numbers may not add due to rounding.

The drill database includes 18,634 metres in 43 drill holes. A set of cross-sections and level plans were interpreted to construct three-dimensional wireframe models at an NSR cut-off value of US \$60/t. Prior to compositing to two metre lengths, high Zn, In, and Ag values were cut to 25%, 500 g/t, and 100 g/t, respectively. Block model grades within the wireframe models were interpolated by inverse distance cubed. Density was estimated to be 3.55 t/m<sup>3</sup> using 21 density measurements located within the wireframe models.

## Geology of the Zinc Resource

Zinc mineralization occurs in brecciated limestone hosted by four sub-parallel NW to NNW trending corridors 200-400 metres long by 100-200 metres wide in horizontal plan. Zinc mineralization occurs as stacked, flat-lying replacement “mantos” typically 20 to 50 metres thick, associated with semi-massive to massive sulphides consisting of pyrite, pyrrhotite and sphalerite with minor to trace, galena, chalcopyrite and arsenopyrite. Magnetite and manganese oxides are common around the sulfide zones, replacing the limestone along irregular bedding planes and fractures.

At least three phases of sphalerite are recognized; a dark iron-rich sphalerite (most abundant), a red sphalerite (occurs commonly with magnetite), and a light coloured (yellow) sphalerite which may be accompanied by galena. The ratio of galena:sphalerite is typically low (~1:30). Sulphides, dominated by pyrite, replace the matrix and clasts of the host sediments and pre-existing magnetite accompanied by siderite, clays, and chlorite. Indium is believed to occur within the mineral lattice of the dark iron-rich sphalerite, increasing with depth.

### Drill Results

To date, Tinka has drilled 18,756 metres in 54 diamond drill holes at Ayawilca. The full suite of zinc (indium-silver-lead) drill intersections were released on [February 23, 2015](#) from West, Central, and East Ayawilca (Table 2). It is important to note that the current mineral resource zones are part of a large mineralized system which extends beyond the limits of the current drilling area. New targets and extensions of the resource wireframes are to be drill tested later in 2015 (see “*Upcoming Exploration*” section below).

Some key zinc drill intersections to date include:

- **A13-05 (West Ayawilca):** 212.9 metres at 5.3 % zinc & 83 grams per tonne (g/t) indium from 130.3 metres depth, including 16.0 metres at 18.1 % zinc & 120 g/t indium from 150.0 metres depth, and 10.0 metres at 12.9 % zinc & 670 g/t indium from 316.0 metres depth;
- **A12-08 (Central Ayawilca):** 36.5 metres at 6.5 % zinc & 63 g/t indium from 162.0 metres depth, and 38.0 metres at 4.6 % zinc & 117 g/t indium from 266.0 metres depth;
- **A14-18 (East Ayawilca):** 28.8 metres at 5.6 % zinc & 27 g/t indium from 331.2 metres depth, and 36.9 metres at 5.6 % zinc & 14 g/t indium from 375.1 metres depth;

Zinc (lead-silver-indium) intercepts for all drill holes are provided in Table 2, using a 1% Zn cut off over 6 metre intervals. The zinc mineralization is interpreted to be generally gently-dipping, replacing favourable sedimentary units. The true widths of the intercepts are believed to be at least 75% of the down-hole widths.

**Table 2. Summary of Significant Zinc (Indium-Silver-Lead) Drill Intersections**

Drill Hole	From (m)	To (m)	Interval (m)	Zn (%)	Pb (%)	Ag (g/t)	In (g/t)	Ayawilca Prospect / Comment
<b>A13-05</b>	130.30	343.20	212.90	5.34	0.17	15	83	<i>West</i>
<i>including</i>	<i>130.30</i>	<i>179.50</i>	<i>49.20</i>	<i>10.07</i>	<i>0.55</i>	<i>32</i>	<i>51</i>	
<i>including</i>	<i>150.00</i>	<i>166.00</i>	<i>16.00</i>	<i>18.14</i>	<i>0.05</i>	<i>39</i>	<i>120</i>	
<i>and</i>	<i>316.00</i>	<i>326.00</i>	<i>10.00</i>	<i>12.93</i>	<i>0.02</i>	<i>42</i>	<i>670</i>	
<b>A14-22</b>	170.00	318.50	148.50	4.33	0.36	15	55	<i>West</i>
<i>including</i>	<i>211.20</i>	<i>244.00</i>	<i>32.80</i>	<i>7.44</i>	<i>0.02</i>	<i>10</i>	<i>66</i>	
<i>including</i>	<i>228.00</i>	<i>233.75</i>	<i>5.75</i>	<i>16.76</i>	<i>0.02</i>	<i>24</i>	<i>170</i>	
<i>and</i>	<i>283.50</i>	<i>314.50</i>	<i>31.00</i>	<i>6.31</i>	<i>0.39</i>	<i>13</i>	<i>101</i>	
<i>including</i>	<i>293.90</i>	<i>295.90</i>	<i>2.00</i>	<i>28.94</i>	<i>5.84</i>	<i>139</i>	<i>606</i>	
<b>A12-08</b>	162.00	232.00	70.00	4.77	0.16	5	33	<i>Central</i>
<i>including</i>	<i>170.00</i>	<i>174.00</i>	<i>4.00</i>	<i>11.66</i>	<i>0.03</i>	<i>9</i>		
<i>and</i>	<i>195.50</i>	<i>232.00</i>	<i>36.50</i>	<i>6.51</i>	<i>0.02</i>	<i>5</i>	<i>63</i>	
<i>including</i>	<i>195.50</i>	<i>214.50</i>	<i>19.00</i>	<i>9.02</i>	<i>0.02</i>	<i>6</i>	<i>74</i>	
<i>and</i>	<i>266.00</i>	<i>304.00</i>	<i>38.00</i>	<i>4.61</i>	<i>0.02</i>	<i>7</i>	<i>117</i>	<i>No recovery 304-314.1 m</i>
<b>A14-19</b>	184.00	328.90	144.90	3.88	0.03	7	36	<i>West</i>
<i>including</i>	<i>250.00</i>	<i>268.00</i>	<i>18.00</i>	<i>7.11</i>	<i>0.01</i>	<i>11</i>	<i>27</i>	

<b>Drill Hole</b>	<b>From (m)</b>	<b>To (m)</b>	<b>Interval (m)</b>	<b>Zn (%)</b>	<b>Pb (%)</b>	<b>Ag (g/t)</b>	<b>In (g/t)</b>	<b>Ayawilca Prospect / Comment</b>
<b>A13-06</b>	170.00	196.00	26.00	2.20	0.05	5	11	<i>West</i>
and	210.00	322.00	112.00	3.71	0.04	6	33	
<i>including</i>	262.00	322.00	60.00	4.67	0.07	7	44	
<i>including</i>	264.65	278.00	13.35	8.42	0.20	14	25	
and	312.00	322.00	10.00	7.85	0.07	7	64	
<b>A14-18</b>	331.20	360.00	28.80	5.62	0.17	10	27	<i>East</i>
<i>including</i>	342.50	350.00	7.50	8.75	0.30	20	60	
and	375.10	412.00	36.90	5.62	0.41	9	14	
<b>A14-33</b>	92.00	95.40	3.40	4.99	0.23	27	6	<i>West</i>
and	114.00	120.00	6.00	1.14	0.06	19	1	
and	131.50	136.00	4.50	2.49	0.28	33	1	
and	184.00	206.00	22.00	1.62	1.04	22		
and	268.00	345.10	77.10	4.02	0.03	4	22	
<i>including</i>	270.90	279.70	8.80	13.49	0.13	11	8	
<b>A14-20</b>	164.00	166.20	2.20	20.96	0.11	80	11	<i>West</i>
and	179.85	214.00	34.15	5.27	0.25	22	26	
<i>including</i>	179.85	191.80	11.95	10.52	0.40	23	75	
<i>including</i>	179.85	184.00	4.15	24.80	1.00	58	205	
and	242.00	250.00	8.00	2.23	1.28	181		
and	268.00	310.00	42.00	4.26	0.08	25	2	
<i>including</i>	299.80	301.00	1.20	18.64	0.14	52	30	
<b>A14-26</b>	207.50	230.00	22.50	2.82	2.04	61	1	<i>West</i>
and	260.00	303.80	43.80	5.38	0.16	13	86	
<i>including</i>	292.00	303.80	11.80	13.89	0.04	22	315	
<b>A13-04</b>	181.85	220.85	39.00	3.69	0.06	4	44	<i>Central</i>
and	266.00	332.00	66.00	2.28	0.11	4	28	
<b>A13-02</b>	236.00	328.00	92.00	2.90	0.10	5	36	<i>Central</i>
<b>A14-32</b>	203.30	218.00	14.70	3.23	0.69	18	3	<i>West</i>
and	230.00	269.20	39.20	2.19	0.01	3	10	
<b>A14-24</b>	247.35	257.60	10.25	1.50	0.08	35	22	<i>East</i>
and	267.00	272.20	5.2	3.95	0.01	6	158	
and	306.80	308.00	1.20	10.43	0.12	19	221	
and	319.50	366.00	46.50	3.97	0.36	30	88	
and	389.40	397.10	7.70	5.14	0.61	31	57	
and	448.00	450.00	2.00	0.50	0.24	151	30	
<b>DD53</b>	226.00	280.00	54.00	3.50	0.12	8	49	<i>West</i>
and	292.00	315.10	23.10	2.54	0.03	2	19	
<b>A14-29</b>	203.30	204.60	1.30	12.88	0.10	13	130	<i>East</i>
and	321.40	329.80	8.40	5.86	0.06	7	12	
and	338.00	354.00	16.00	3.03	0.04	3	22	
and	400.00	442.00	42.00	3.25	0.28	15	12	
<i>including</i>	400.00	412.00	12.00	7.03	0.02	4	10	
<b>A14-31</b>	98.00	104.00	6.00	5.20	0.34	45	43	<i>East</i>
and	200.00	212.00	12.00	5.16	1.81	97	100	
and	310.00	315.00	5.00	3.35	0.23	11	25	
and	322.10	325.50	3.40	14.82	0.27	10	14	
and	411.20	414.20	3.00	3.34	0.22	7	10	
<b>A12-04A</b>	260.00	280.00	20.00	7.12	0.02	9	127	<i>West</i>
<i>including</i>	266.00	278.00	12.00	10.51	0.03	14	200	
<b>DD71</b>	196.00	200.00	4.00	30.90	0.32	63	3	<i>West</i>
<b>A14-21</b>	164.00	183.60	19.60	5.67	0.02	8	81	<i>East</i>
<i>including</i>	166.00	172.00	6.00	10.15	0.04	14	153	
<b>A14-23</b>	49.00	49.50	0.50	18.30	0.39	34	NA	<i>West</i>
and	270.00	278.00	8.00	2.95	0.24	16	40	
and	288.00	308.00	20.00	3.61	0.02	3	34	

Drill Hole	From (m)	To (m)	Interval (m)	Zn (%)	Pb (%)	Ag (g/t)	In (g/t)	Ayawilca Prospect / Comment
DD52B	272.00	288.00	16.00	6.00	0.12	8	54	West. Includes 2m no recovery
A12-09	216.00	245.50	29.50	3.21	0.12	6	58	Central
A13-01	224.00	236.00	12.00	5.84	0.01	5	157	Central
A14-27	176.00	183.10	7.10	5.04	0.04	14		Central
including	179.00	179.50	0.50	31.62	0.05	27		
and	338.50	348.00	9.50	4.14	0.12	6	38	
A14-25	228.00	249.50	21.50	1.85	0.28	10	NA	West. No recovery 249.5-251.3 m
and	306.00	320.00	14.00	1.33	0.27	8	NA	
A13-03	165.30	174.00	8.70	4.31	0.57	11	10	Central
A13-07	75.80	76.90	1.10	30.00	0.06	54	187	West
A13-12A	250	268	18.00	3.84	0.03	5	56	Central
and	280.00	292.00	12.00	4.22	0.24	16	17	
A13-15	329.20	344.00	14.80	4.80	0.01	5	101	Central
A13-16	370.00	394.00	24.00	2.80	0.01	2	110	East
A13-17	372.10	396.00	23.90	2.90	0.18	18	22	East
DD70	100.00	104.00	4.00	10.45	0.04	59	14	West
and	156.00	170.00	14.00	4.18	0.07	12	2	
CDD46	274.00	282.90	8.90	1.56	0.25	9	17	
A14-30	166.00	178.40	12.40	1.24	0.64	65	2	West
and	236.00	248.00	12.00	1.00	0.98	61		
and	264.00	266.00	2.00	6.01	2.75	212		

**Notes:**

- Zn = zinc; Pb = lead; Ag = silver; In = indium; and NA = no assays available
- Down-hole intersections were calculated using a 1% zinc cut-off grade over 6 metre intervals.
- The above zinc drill intercepts, including drill hole collar information, were released on [February 10, 2015](#).
- Zones of no recovery are due to highly broken or fault zones.

*Tin - Copper Mineralization at Ayawilca*

Tinka announced potentially significant tin-copper mineralization in several drill holes on [February 10, 2015](#). The tin mineralization was discovered in the Central, East, and North Ayawilca areas following the re-assaying of nine 2012-2013 drill holes and the drilling of three holes in 2014. The tin-copper mineralization generally occurs beneath, and subjacent to, the zinc sulphide mineralization, though there are instances where both styles of mineralization occur concurrently. The relative age of the copper-tin mineralization with respect to the main zinc-indium mineralization is yet to be determined. The tin-copper footprint at Ayawilca, defined by drilling, now covers 1 kilometre by 0.5 kilometres, trending northeast, and open along trend. Tin-copper mineralization occurs within flat-lying sulphide lenses replacing limestone and in quartz veinlet 'stockworks' in metamorphic (phyllite) rocks.

Significant tin-copper drill results include:

- A14-27: 30.0 metres at 0.15 % tin and 0.28 % copper from 354.0 metres depth;
- A14-28: 62.7 metres at 0.26 % tin, 0.17 % copper and 0.5 % zinc from 452.0 metres depth;
- CDD46: 10.5 metres at 0.82 % tin and 0.10 % copper from 252.0 metres depth;
- A13-11: 16.2 metres at 1.03% tin and 0.67% copper from 328.0 metres depth (hole stopped in mineralization at 344.2 metres) including 2.0 metres at 4.8% tin and 2.1% copper from 330 metres;
- A13-12A: 30.8 metres at 0.54% tin and 0.17% copper from 326 metres depth, including 2.0 metres at 2.5% tin and 0.2% copper from 326 metres depth (hole stopped in mineralization at 356.8 metres);
- A13-01: 76.0 metres at 0.21 % tin and 0.36% copper from 276 metres depth, including 8 metres at 0.94% tin and 0.43% copper.

Based on a mineralogical QEMSCAN study of eight drill samples from Ayawilca, tin occurs predominantly as cassiterite, the most common ore mineral of tin, with minor stannite and herzenbergite (tin sulphide). Almost half of the cassiterite in these samples is coarse-grained (> 0.3 mm), providing the opportunity for possible gravity separation of the coarser tin fractions in any future mining operation. Copper occurs as chalcopyrite, the most common sulphide mineral of copper.

## Gravity Survey

In December 2014, Tinka completed a gravity survey covering 10 km<sup>2</sup> at the Ayawilca - Colquipucro projects. Data points were collected over a 200 x 200 metre grid, with the main anomalies covered by a 100 x 100 metre grid. A large gravity anomaly was identified (+5mgal), covering an area of approximately 3 km<sup>2</sup> coinciding with and extending beyond the footprint of the magnetic anomalies. The gravity anomaly is believed to be caused by semi-massive to sulphide accumulations. Modelling of this gravity data is continuing.

## Upcoming Exploration

The Company is requesting an extension of the drill permits to allow untested prospective areas to be drill tested, including Zone 3, Chaucha, and North Ayawilca. We expect this extended permit to be granted in late 2015.

An IP geophysical program is planned for Q2 2015, to identify additional zinc structures and sulphide targets at depth. Subject to financing, a 10,000 metre drill program is planned for Ayawilca and the extended permit areas from June through December 2015.

Readers are encouraged to read the entire technical report entitled “Technical Report on the Mineral Resource Estimate for the Ayawilca-Colquipucro Property, Department of Pasco, Peru”, dated March 25, 2015 which can be found under the Company’s profile on SEDAR at <http://www.sedar.com> or on the Company’s website at <http://www.tinkaresources.com>

## Colquipucro Silver Project

Colquipucro is a near-surface, sandstone-hosted, silver oxide project just 2 kilometres north of Ayawilca.

## Mineral Resource Estimate

During the quarter, Tinka announced an updated mineral resource estimate at Colquipucro ([see PR February 26 2015](#)). Mineral resources are reported within a preliminary pit shell generated in Whittle software at a cut-off of 15 g/t Ag. Indicated mineral resources are estimated to total 7.4 million tonnes at an average grade of 60 g/t Ag containing 14.3 million ounces of Ag (Table 3). Inferred mineral resources are estimated to total 8.5 million tonnes at an average grade of 48 g/t Ag containing 13.2 million ounces of Ag. A small amount of mineralization was not captured by the Whittle shell.

Mineral resources are contained within ten north-dipping high grade zones, a gently dipping basal zone, and a low grade halo that encompasses all high grade zones. Overall, the mineral resource covers a region 550 metres in the north-south direction by 380 metres in the east-west direction by about 75 metres thick. The deposit is located on a topographic high and ranges between 4,160 and 4,360 metres elevation. No mineral reserves have yet been estimated at Colquipucro.

**Table 3. Mineral Resources at Colquipucro as of February 23, 2015**

Classification	Tonnage (Mt)	Ag (g/t)	Ag (Moz)
Indicated	7.4	60	14.3
Inferred	8.5	48	13.2

Notes:

1. CIM definitions were followed for mineral resources.
2. Mineral resources are reported within a preliminary pit-shell and above a cut-off grade of 15 g/t Ag.
3. The cut-off grade is based on a price of US \$24 per ounce silver.
4. Numbers may not add due to rounding.

The drill database includes 8,003 m in 45 drill holes. A set of cross-sections and level plans were interpreted to construct three-dimensional wireframe models at a cut-off grade of 60 g/t Ag for the high grade zones and 15 g/t Ag for the low grade halo mineralization. Prior to compositing to two metre lengths, high Ag values were cut to 360 g/t Ag in the high grade lenses, and 120 g/t Ag in the low grade halo domain. Block model grades within the wireframe models were interpolated by inverse distance cubed. Density values were estimated from 41 measurements to be

2.48 t/m<sup>3</sup>. Classification into the Indicated and Inferred categories was guided by the drill hole spacing and the continuity of the mineralized zones.

#### Drill Results

Tinka has completed 8,003 metres in 45 holes of diamond drilling at Colquipucro in several programs. Results of the most recent drill program of 1,578 metres in ten holes were released on [January 15, 2015](#). Seven holes (CDD39 to CDD45) intersected near-surface, oxidized, silver mineralization over substantial thicknesses. Three other holes (CDD36 - CDD38) were step-out holes testing the extension of mineralization to the northwest with one hole intersecting significant grade. Table 4 summarizes all of Tinka's drill intersections at Colquipucro, using a 15 g/t silver cut-off over 6 metre intervals.

The silver mineralization is hosted by oxidized quartz sandstones (Goyllar Group) dipping gently to the southwest. The oxide mineralization occurs in fractured rocks with iron oxides (goethite, jarosite, hematite) after primary sulphides with or without manganese oxide. Relict sulphides are rare, with galena being observed on occasion. Mineralization appears to be enriched at the lower contact of the sandstone with limestone, and in east-west trending fracture zones which dip at moderate angles (30 to 60 degrees) to the north. Beneath the sandstone lies an altered limestone unit approximately 150 metres thick. The limestone hosts minor zinc mineralization at Colquipucro (oxidized or transitional). The true widths of the drill intercepts are between 60% and 100% of the reported down-hole widths.

**Table 4. Summary of Significant Silver Oxide Drill Intersections at Colquipucro**

Drill Hole	From (m)	To (m)	Interval (m)	Silver (g/t)	Comment
<b>CDD45</b>	4.0	140.0	<b>136.0</b>	<b>75</b>	2.7m no recovery in 4 intervals
<i>including</i>	40.0	54.0	<b>14.0</b>	<b>211</b>	
<b>CDD44</b>	6.0	80.0	<b>74.0</b>	<b>54</b>	
<b>and</b>	90.0	150.0	<b>60.0</b>	<b>92</b>	
<i>including</i>	118.0	128.1	<b>10.1</b>	<b>264</b>	
<i>including</i>	136.0	140.0	<b>4.0</b>	<b>383</b>	
<b>CDD43</b>	26.0	32.0	<b>6.0</b>	<b>40</b>	
<b>and</b>	62.0	72.0	<b>10.0</b>	<b>30</b>	
<b>and</b>	86.0	94.0	<b>8.0</b>	<b>34</b>	
<b>and</b>	104.0	142.9	<b>38.9</b>	<b>200</b>	6.9m no recovery in 3 intervals
<i>including</i>	120.7	131.7	<b>11.0</b>	<b>605</b>	
<b>CDD42</b>	20.0	96.0	<b>76.0</b>	<b>61</b>	
<i>including</i>	58.0	66.0	<b>8.0</b>	<b>177</b>	
<b>CDD41</b>	6.0	92.0	<b>86.0</b>	<b>90</b>	7.1m no recovery in 3 intervals
<i>including</i>	18.0	44.0	<b>26.0</b>	<b>119</b>	
<i>including</i>	66.0	78.0	<b>12.0</b>	<b>198</b>	0.8m no recovery in 1 interval
<b>CDD40</b>	1.2	90.0	<b>88.8</b>	<b>50</b>	
<b>and</b>	154.0	216.0	<b>62.0</b>	<b>51</b>	
<i>including</i>	202.0	208.0	<b>6.0</b>	<b>169</b>	
<b>CDD39</b>	10.0	16.0	<b>6.0</b>	<b>47</b>	
<b>and</b>	36.0	84.0	<b>48.0</b>	<b>25</b>	1.5m no recovery in 1 interval
<b>and</b>	94.0	134.5	<b>40.5</b>	<b>140</b>	
<i>including</i>	102.0	106.0	<b>4.0</b>	<b>699</b>	
<b>CDD37</b>	22.0	28.0	<b>6.0</b>	<b>105</b>	
<b>CDD34</b>	74.0	112.3	<b>38.3</b>	<b>56</b>	0.8m no recovery in 1 interval
<b>CDD33</b>	28.0	54.0	<b>26.0</b>	<b>37</b>	
<b>CDD31</b>	2.0	70.5	<b>68.5</b>	<b>55</b>	
<b>CDD30</b>	2.0	106.0	<b>104.0</b>	<b>96</b>	1.8m no recovery in 1 interval
<i>including</i>	58.0	70.0	<b>12.0</b>	<b>156</b>	
<i>including</i>	92.0	106.0	<b>14.0</b>	<b>201</b>	

<b>Drill Hole</b>	<b>From (m)</b>	<b>To (m)</b>	<b>Interval (m)</b>	<b>Silver (g/t)</b>	<b>Comment</b>
<b>CDD29</b>	2.0	124.0	<b>122.0</b>	<b>76</b>	3.8m no recovery in 2 intervals
<i>including</i>	44.0	68.0	<b>24.0</b>	<b>123</b>	
<i>including</i>	106.0	120.0	<b>14.0</b>	<b>189</b>	0.4m no recovery in 1 interval
<b>and</b>	158.0	180.0	<b>22.0</b>	<b>23</b>	3.9m no recovery in 2 intervals
<b>CDD28</b>	22.0	132.0	<b>108.0</b>	<b>57</b>	3.6m no recovery in 2 intervals
<i>including</i>	128.0	132.0	<b>4.0</b>	<b>521</b>	
<b>CDD27</b>	94.0	136.7	<b>42.7</b>	<b>96</b>	
<i>including</i>	118.0	126.0	<b>8.0</b>	<b>298</b>	
<b>CDD26</b>	24.0	32.5	<b>8.5</b>	<b>206</b>	
<b>and</b>	84.0	162.0	<b>78.0</b>	<b>38</b>	
<b>CDD25</b>	6.0	52.0	<b>46.0</b>	<b>35</b>	
<b>and</b>	70.0	114.0	<b>44.0</b>	<b>36</b>	
<b>CDD24</b>	30.0	62.0	<b>32.0</b>	<b>48</b>	
<b>CDD23</b>	12.0	92.0	<b>80.0</b>	<b>105</b>	
<i>including</i>	20.0	30.0	<b>10.0</b>	<b>199</b>	
<i>including</i>	38.0	52.0	<b>14.0</b>	<b>179</b>	
<i>including</i>	82.0	86.0	<b>4.0</b>	<b>306</b>	
<b>CDD22</b>	12.0	98.0	<b>86.0</b>	<b>80</b>	1.5m no recovery in 1 interval
<i>including</i>	14.0	28.0	<b>14.0</b>	<b>132</b>	
<i>including</i>	89.6	96.0	<b>6.4</b>	<b>214</b>	
<b>CDD21</b>	14.0	108.0	<b>94.0</b>	<b>91</b>	1.3m no recovery in 1 interval
<i>including</i>	66.0	78.0	<b>12.0</b>	<b>125</b>	
<b>CDD20</b>	22.0	88.0	<b>66.0</b>	<b>30</b>	10.4m no recovery in 2 workings
<b>CDD19</b>	16.0	68.0	<b>52.0</b>	<b>128</b>	
<i>including</i>	56.0	64.0	<b>8.0</b>	<b>425</b>	
<b>CDD18</b>	100.0	124.5	<b>24.5</b>	<b>23</b>	0.5m no recovery in 1 interval
<b>CDD16</b>	50.0	68.0	<b>18.0</b>	<b>37</b>	
<b>and</b>	85.0	98.0	<b>13.0</b>	<b>102</b>	
<b>and</b>	118.0	146.0	<b>28.0</b>	<b>25</b>	3.4m no recovery in 2 intervals
<b>CDD14</b>	22.0	32.0	<b>10.0</b>	<b>66</b>	
<b>and</b>	18.0	88.0	<b>70.0</b>	<b>123</b>	
<i>including</i>	50.0	62.0	<b>12.0</b>	<b>240</b>	
<b>and</b>	104.0	118.0	<b>14.0</b>	<b>87</b>	
<b>CDD12</b>	20.0	62.0	<b>42.0</b>	<b>31</b>	
<b>and</b>	70.0	92.0	<b>22.0</b>	<b>71</b>	
<i>including</i>	84.0	90.0	<b>6.0</b>	<b>157</b>	
<b>CDD11</b>	0.0	80.0	<b>80.0</b>	<b>65</b>	
<i>including</i>	2.0	8.0	<b>6.0</b>	<b>221</b>	
<b>and</b>	88.0	146.0	<b>58.0</b>	<b>123</b>	
<i>including</i>	138.0	146.0	<b>8.0</b>	<b>551</b>	
<b>CDD10</b>	120.0	142.0	<b>22.0</b>	<b>31</b>	
<b>CDD9</b>	42.0	66.0	<b>24.0</b>	<b>39</b>	
<b>CDD7</b>	80.0	88.0	<b>8.0</b>	<b>113</b>	
<b>CDD6</b>	0.0	66.0	<b>66.0</b>	<b>83</b>	
<i>including</i>	0.0	8.0	<b>8.0</b>	<b>103</b>	
<i>including</i>	28.0	52.0	<b>24.0</b>	<b>129</b>	
<b>and</b>	116.0	120.0	<b>4.0</b>	<b>212</b>	
<b>CDD4</b>	0.0	54.0	<b>54.0</b>	<b>67</b>	
<i>including</i>	14.0	26.0	<b>12.0</b>	<b>176</b>	
<b>and</b>	96.0	128.0	<b>32.0</b>	<b>265</b>	
<i>including</i>	122.0	128.0	<b>6.0</b>	<b>1003</b>	

Drill Hole	From (m)	To (m)	Interval (m)	Silver (g/t)	Comment
CDD3	0.0	32.0	32.0	65	
<i>including</i>	2.0	4.0	2.0	486	
<b>and</b>	146.0	148.0	2.0	664	
<b>and</b>	162.0	186.0	24.0	80	
CDD2	62.0	98.0	36.0	55	
CDD1	0.0	34.0	34.0	55	
<i>including</i>	0.0	4.0	4.0	154	
<b>and</b>	66.0	106.0	40.0	35	

**Disclaimer: Non-recovered intervals have been assumed to contain zero grade. NSR = No significant result.**

### *Upcoming Exploration*

Detailed metallurgical test work of the silver oxide mineralization will be undertaken during Q2 2015. This work will determine the likely recoveries of any future silver leach operation management is assessing several options to advance this project.

Readers are encouraged to read the entire technical report entitled “Technical Report on the Mineral Resource Estimate for the Ayawilca-Colquipucro Property, Department of Pasco, Peru”, dated March 25, 2015 which can be found under the Company’s profile on SEDAR at <http://www.sedar.com> or on the Company’s website at <http://www.tinkaresources.com>

### *Other Projects in Peru*

#### *Rurimarac*

The Rurimarac gold project, located in the Department of Ancash in central Peru, is located 35 km from Barrick’s Pierina gold mine (10 Moz). The property consists of two 100%-owned mining concessions for 2,000 ha.

Tinka announced during September 2014 it had entered into an option agreement with Mariana Resources Limited (“Mariana”) (AIM: MARL) whereby Mariana can earn up to 70% of Rurimarac properties under the following terms:

- Mariana can earn 51% of Rurimarac by drilling 1,500 metres on the property (‘First Option’) within 12 months of receipt of the approval to initiate drilling activities from the Peruvian authorities.
- Mariana can earn an additional 19% of the Rurimarac property by drilling a further 3,000 metres within two years of attaining a 51% interest (‘Second Option’).
- If Mariana exercises the First Option and/or the Second Option, a joint venture will be structured pursuant to the relevant interests of both parties. Dilution below 10% will convert to a 2.5% net smelter return royalty, of which 1% may be purchased under certain conditions for US \$1 million.

The principal target at Rurimarac lies beneath an outcropping zone of oxide gold mineralization at the contact between siltstone and diorite exposed for almost 1km. Previous sampling in 65 pit and trench samples up to 1 metre deep ranged in grade from 0.1 g/t to 39 g/t gold, with an average grade of 5.1 g/t gold. A single past drill hole which tested the main geochemical target intersected 6 metres @ 3.3g/t gold from 60 metres depth in oxidized rocks.

#### *Parihuana*

The Company has a 50% joint-venture interest with Duran Ventures Inc. on the Parihuana properties in the Department of Ayacucho 350 km southeast of Lima. The property covers 1,500 hectares of mining concessions. A number of small artisanal mine workings are known. A ground magnetic survey was completed in Q4 2014. This was followed up with surface sampling and mapping in Q1 2015, which identified copper-bearing skarn in limited outcrop surrounding an intrusive rock. The data is currently being interpreted.

#### *Pampa Blanca*

Pampa Blanca consists of two granted mineral concessions for 1,600 ha located in the Department of Ayacucho 300 km southeast of Lima. No significant zones of mineralization were identified, and no further work is planned.

## Qualified Person

The qualified person for the Company's projects, Dr. Graham Carman (FAUSIMM), President and CEO of the Company, has reviewed and approved the technical information in this MD&A.

## Selected Financial Data

The following selected financial information is derived from the unaudited condensed consolidated interim financial statements of the Company.

	Fiscal 2015		Fiscal 2014				Fiscal 2013	
	Mar. 31 2015 \$	Dec. 31 2014 \$	Sept. 30 2014 \$	Jun. 30 2014 \$	Mar. 31 2014 \$	Dec. 31 2013 \$	Sept. 30 2013 \$	Jun. 30 2013 \$
<b>Operations:</b>								
Revenues	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Expenses	(365,039)	(415,041)	(1,275,698)	(265,424)	(280,652)	(293,080)	(279,605)	(220,859)
Other items	99,574	45,708	(1,744,396)	(6,734)	28,890	32,123	(43,498)	(15,999)
Net loss and comprehensive loss	(265,465)	(369,333)	(3,020,094)	(272,158)	(251,762)	(260,957)	(323,103)	(236,858)
Loss per share -basic and diluted	(0.00)	(0.00)	(0.04)	(0.00)	(0.00)	(0.00)	(0.02)	(0.00)
Dividends per share	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
<b>Balance Sheet:</b>								
Working capital (deficiency)	2,500,327	3,313,893	5,490,211	(71,310)	291,704	1,134,633	1,440,632	2,228,112
Total assets	19,010,500	19,251,893	19,698,993	12,686,543	12,415,332	12,614,148	11,868,307	11,921,621
Total long-term liabilities	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil

## Results of Operations

### *Three Months Ended March 31, 2015 Compared to Three Months Ended December 31, 2014*

During the three months ended March 31, 2015 ("Q2") the Company reported a net loss of \$265,465, compared to a net loss of \$369,333 for the three months ended December 31, 2014 ("Q1"), a decrease in loss of \$103,868. The decrease in loss in Q2 was attributed primarily to:

- (i) a decrease of \$27,192 in audit fees in Q2 due to the timing of billings for the audit of the Company's year-end financial statements; and
- (ii) a decrease of \$28,128 in share-based compensation. During Q1 the Company granted share options to purchase 350,000 common shares and recorded compensation expense of \$26,835. During Q2 the Company did not grant any share options. In addition during Q2 the Company recorded share-based compensation of \$17,814 compared to \$19,107 in Q1 on the vesting of share options which were previously granted.

### *Six Months Ended March 31, 2015 Compared to Six Months Ended March 31, 2014*

During the six months ended March 31, 2015 (the "2015 period"), the Company reported a net loss of \$634,798 (\$0.00 per share), compared to a net loss of \$512,719 (\$0.01 per share) for the six months ended March 31, 2014 (the "2014 period"), an increase in loss of \$122,079.

General and administrative expenses increased by \$206,348, from \$573,732 during the 2014 period to \$780,080 during the 2015 period. Specific expenses of note are as follows:

- (i) during the 2015 period the Company was billed \$24,375 (2014 - \$21,800) for accounting and administration services provided by Chase Management Ltd. ("Chase") a private company owned by Mr. Nick DeMare, the Chief Financial Officer ("CFO") and a director of the Company. In addition, the Company was billed \$2,010 (2014 - \$2,010) by Chase for office space provided;

- (ii) Dr. Carman is paid a monthly fee of \$18,333 in his capacity as President of the Company. During the 2015 period the Company paid \$110,000 to Dr. Carman. During the 2014 period the Company paid \$60,000 (\$10,000 per month) to Mr. Carter as the Company's then President;
- (iii) during the 2015 period the Company incurred \$90,973 (2014 - \$53,218) for professional expenses, of which \$47,100 (2014 - \$39,300) was billed by private companies owned by certain directors and Mr. Nebocat, the former Vice-President of Exploration of the Company, \$15,938 (2014 - \$8,745) was reimbursed to public companies with certain common directors for shared personnel, office and other costs and \$27,935 (2014 - \$5,173) was billed by various parties for financial advisory services. The Company also capitalized \$45,900 (2014 - \$35,700) professional fees, which was billed by a private company owned by the former VP Exploration of the Company, to exploration and evaluation assets;
- (iv) share-based compensation of \$26,835 (2014 - \$31,396) was recorded during the 2015 period relating to the granting of 350,000 (2014 - 220,000) share options. During the 2015 period the Company also recorded share-based compensation of \$36,921 (2014 - \$nil) on the vesting of stock options which were previously granted;
- (v) during the 2015 period the Company paid \$13,500 (2014 - \$34,500) for investor relations costs. See also "Investor Relations Activities";
- (vi) corporate development expenses decreased by \$19,794 from \$21,293 during the 2014 period to \$1,499 during the 2015 period. During the 2015 period the Company significantly curtailed participation in corporate development programs;
- (vii) audit fees of \$32,808 (2014 - \$30,015) were incurred for the Company's year-end financial statements; and
- (viii) increase of \$97,258 during the 2015 period in legal, office, transfer agent and other costs, reflecting the additional organizational structure resulting from the Darwin acquisition and increased shareholder base.

The increase in the general and administrative expenses during the 2015 period was partially offset by a \$69,080 increase in foreign exchange gain.

During the 2015 period the Company capitalized \$2,436,522 (2014 - \$1,790,095) for mineral property interests exploration expenditures and acquisition costs, comprising \$711,519 (2014 - \$202,120) on the Colquipucro Project, \$1,465,091 (2014 - \$1,390,161) on the Ayawilca Project and \$259,912 (2014 - \$197,814) for IVA tax in Peru. In July 2014 the Company also completed the acquisition of Darwin, resulting in \$1,877,826 acquisition costs attributed to the Suriloma Property and \$262,297 attributed to other concessions in Peru. In August 2014 the Company determined to terminate the option agreements on the Suriloma Property and, accordingly, recorded an impairment charge of \$1,877,816. See also "Exploration Projects".

The carrying costs of the Company's exploration and evaluation assets are as follows:

	As at March 31, 2015			As at September 30, 2014		
	Acquisition Costs \$	Deferred Exploration Costs \$	Total \$	Acquisition Costs \$	Deferred Exploration Costs \$	Total \$
Colquipucro	278,289	6,879,672	7,157,961	278,289	6,168,153	6,446,442
Ayawilca	78,352	6,857,053	6,935,405	78,352	5,391,962	5,470,314
Other	-	2,065,269	2,065,269	-	1,805,357	1,805,357
	<u>356,641</u>	<u>15,801,994</u>	<u>16,158,635</u>	<u>356,641</u>	<u>13,365,472</u>	<u>13,722,113</u>

Exploration and evaluation activities incurred during the six months ended March 31, 2015 and fiscal 2014 are as follows:

	Colquipucro \$	Ayawilca \$	Suriloma \$	Other \$	Total \$
<b>Balance at September 30, 2013</b>	<u>5,771,337</u>	<u>3,088,398</u>	<u>-</u>	<u>1,243,275</u>	<u>10,103,010</u>
<b>Exploration costs</b>					
Assays	37,943	63,384	-	-	101,327
Camp costs	55,155	153,534	-	-	208,689
Community relations	15,409	128,273	-	-	143,682
Consulting	2,400	12,447	-	-	14,847

	Colquipucro \$	Ayawilca \$	Suriloma \$	Other \$	Total \$
Depreciation of property, plant and equipment	6,026	24,207	-	-	30,233
Drilling	36,461	947,429	-	-	983,890
Environmental	8,037	10,559	-	-	18,596
Exploration site	47,595	174,924	-	-	222,519
Field equipment	14,302	90,774	-	-	105,076
Fuel	17,446	148,800	-	-	166,246
Geological	66,292	181,648	-	-	247,940
Geophysics	-	54,766	-	-	54,766
Salaries	281,513	135,277	-	-	416,790
Transportation	13,061	198,516	-	-	211,577
Travel	2,343	3,010	-	-	5,353
VAT incurred	-	-	-	316,841	316,841
VAT recovered	-	-	-	(17,056)	(17,056)
	<u>603,983</u>	<u>2,327,548</u>	<u>-</u>	<u>299,785</u>	<u>3,231,316</u>
<b>Acquisition costs</b>					
Acquired on Acquisition	-	-	1,877,826	262,297	2,140,123
Concession payments	71,122	54,368	-	-	125,490
	<u>71,122</u>	<u>54,368</u>	<u>1,877,826</u>	<u>262,297</u>	<u>2,265,613</u>
<b>Impairment</b>	-	-	(1,877,826)	-	(1,877,826)
<b>Balance at September 30, 2014</b>	<u>6,446,442</u>	<u>5,470,314</u>	<u>-</u>	<u>1,805,357</u>	<u>13,722,113</u>
<b>Exploration costs</b>					
Assays	16,549	92,511	-	-	109,060
Camp costs	24,327	58,846	-	-	83,173
Community relations	18,076	34,381	-	-	52,457
Consulting	57,389	57,389	-	-	114,778
Depreciation	4,791	10,325	-	-	15,116
Drilling	223,256	494,916	-	-	718,172
Environmental	9,371	8,947	-	-	18,318
Exploration site	29,080	87,503	-	-	116,583
Field equipment	2,848	49,600	-	-	52,448
Fuel	25,818	106,209	-	-	132,027
Geological	31,326	83,733	-	-	115,059
Geophysics	-	104,640	-	-	104,640
Metallurgical test work	-	2,916	-	-	2,916
Salaries	241,274	182,625	-	-	423,899
Transportation	25,045	88,181	-	-	113,226
Travel	2,369	2,369	-	-	4,738
VAT incurred	-	-	-	259,912	259,912
	<u>711,519</u>	<u>1,465,091</u>	<u>-</u>	<u>259,912</u>	<u>2,436,522</u>
<b>Balance at March 31, 2015</b>	<u>7,157,961</u>	<u>6,935,405</u>	<u>-</u>	<u>2,065,269</u>	<u>16,158,635</u>

During the six months ended March 31, 2015 the Company did not complete any equity financings.

During the six months ended March 31, 2014 the Company completed a non-brokered private placement financing of 2,769,480 units at a price of \$0.50 per unit for gross proceeds of \$1,384,740. In addition the Company received \$21,600 from the exercise of share options. The funds were allocated for exploration on the Company's Colquipucro and Ayawilca projects and general working capital purposes.

#### Financial Condition / Capital Resources

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. As at March 31, 2015 the Company had cash of \$2,721,467 and working capital in the amount of \$2,500,327. The Company has budgeted approximately \$5,000,000 for its drill programs on Ayawilca and Colquipucro, of which approximately \$2,450,000 has been spent during the 2015 period. In May 2015 the Company completed a private placement financing of \$7,429,485. See "Company Overview". With the funding, the Company has sufficient funds to complete its current exploration budget. Exploration activities may change as a result of ongoing results and recommendations or the Company may acquire additional properties which may entail significant exploration commitments. While the Company has been successful in securing financings in the past, there is material uncertainty it will be able to do so in the future.

### **Off-Balance Sheet Arrangements**

The Company has no off-balance sheet arrangements.

### **Proposed Transactions**

The Company has no proposed transactions.

### **Critical Accounting Estimates**

The preparation of financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenditures during the reporting period. Examples of significant estimates made by management include estimating the fair values of financial instruments, valuation allowances for deferred income tax assets and assumptions used for share-based compensation. Actual results may differ from those estimates.

A detailed summary of all the Company's significant accounting policies is included in Note 3 to the September 30, 2014 annual consolidated financial statements.

### **Changes in Accounting Policies**

There are no changes in accounting policies.

### **Transactions with Related Parties**

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, 2015 and 2014 the following amounts were incurred with respect to the Company's current CEO (Dr. Carman), the former CEO (Mr. Andrew Carter), the Company's former VP Exploration (Mr. John Nebocat), and the Company's CFO (Mr. Nick DeMare):

	<b>2015</b>	<b>2014</b>
	\$	\$
Management fees - Dr. Carman	110,000	-
Management fees -Mr. Carter	-	60,000
Professional fees - Mr. DeMare	15,000	9,000
Professional fees - Mr. Nebocat	54,000	54,000
Share-based compensation - Dr. Carman	34,999	-
	<u>213,999</u>	<u>123,000</u>

The Company has expensed \$133,100 (2014 - \$87,300) of key management compensation to operations and capitalized \$45,900 (2014 - \$35,700) to exploration and evaluation assets.

As at March 31, 2015, \$27,333 (2014 - \$10,500) remained unpaid.

On April 20, 2015, Mr. Fernandez-Baca was granted share options to purchase up to 390,000 common shares of the Company at an exercise price of \$0.30 per share, expiring April 30, 2018.

(b) *Transactions with Other Related Parties*

(i) During the six months ended March 31, 2015 the Company incurred \$24,000 (2014 - \$12,000) for professional services provided by non-management directors of the Company (Messrs. David Henstridge and William Lee).

As at March 31, 2015, \$10,000 (2014 - \$3,000) remained unpaid.

(ii) During six months ended March 31, 2015 the Company incurred a total of \$24,375 (2014 - \$21,800) with Chase, a private corporation owned by Mr. DeMare, for accounting and administrative services provided by Chase personnel, excluding Mr. DeMare, and \$2,010 (2014 - \$2,010) for rent. As at March 31, 2015, \$6,270 (2014 - \$6,470) remained unpaid.

(c) The Company shared personnel, office and other costs with two public companies, Tasman Metals Ltd. ("Tasman") and Mawson Resources Limited ("Mawson"). Mr. DeMare and Mr. Henstridge are also directors of Tasman and Mawson. During six months ended March 31, 2015 the Company incurred \$15,938 (2014 - \$8,745) for expenses. As at March 31, 2015, \$2,610 (2014 - \$3,060) remained unpaid.

### **Risks and Uncertainties**

The Company competes with other mining companies, some of which have greater financial resources and technical facilities, for the acquisition of mineral concessions, claims and other interests, as well as for the recruitment and retention of qualified employees.

The Company is in compliance with all material regulations applicable to its exploration activities. Existing and possible future environmental legislation, regulations and actions could cause additional expense, capital expenditures, restrictions and delays in the activities of the Company, the extent of which cannot be predicted. Before production can commence on any properties, the Company must obtain regulatory and environmental approvals. There is no assurance that such approvals can be obtained on a timely basis or at all. The cost of compliance with changes in governmental regulations has the potential to reduce the profitability of operations.

The Company's mineral properties are located in Peru and consequently the Company is subject to certain risks, including currency fluctuations and possible political or economic instability which may result in the impairment or loss of mining title or other mineral rights, and mineral exploration and mining activities may be affected in varying degrees by political stability and governmental regulations relating to the mining industry.

### **Investor Relations Activities**

Effective August 1, 2014 the Company engaged Albis Capital Corp. ("Albis") to act as investor relations consultants to the Company. The principals of Albis are Mr. James Powell and Ms. Seema Sindwani. Albis works with the Company to, among other things, develop a strategy to enhance and expand the Company's exposure in North America and Europe, provide market awareness, promotion and arrange road shows (the "Investor Relations Program"). Under the contract, Albis was paid a monthly fee of \$2,500. During the 2015 period the Company was billed a total of \$10,000 by Albis. Effective February 16, 2015 Mr. Powell resigned from his position and Ms. Sindwani took over the Investor Relations Program at a monthly fee of \$1,750. During the 2015 period the Company was billed a total of \$3,500 by Ms. Sindwani.

In addition the Company updates its website ([www.tinkaresources.com](http://www.tinkaresources.com)) on a continuous basis.

### **Outstanding Share Data**

The Company's authorized share capital is unlimited common shares with no par value. As at June 1, 2015, there were 149,807,322 issued common shares, 40,143,557 warrants outstanding exercisable at prices ranging from \$0.30 to \$0.77 per share and 8,019,995 share options outstanding, at exercise prices ranging from \$0.30 to \$1.375 per share.