



darwin
RESOURCES

Tinka Resources Limited

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NEWS RELEASE

July 17, 2014

TINKA INCREASES SIZE OF PRIVATE PLACEMENT TO \$7.4 MILLION

Vancouver, Canada – Tinka Resources Limited (“Tinka”) (TSXV:TK) and Darwin Resources Corp. (“Darwin”) (TSXV:DAR, OTCQK:DARWF and Frankfurt: DWU) are pleased to announce that subject to TSX Venture Exchange acceptance, the second tranche of the private placement financing (the “Private Placement”) originally announced on April 17, 2014, is oversubscribed by \$3,389,485.

The Private Placement is being undertaken in two tranches. Under the first tranche closing announced by Tinka on [May 1, 2014](#), Sentient Executive GP IV, Limited (for the general partner of Sentient Global Resources Fund IV, L.P. collectively, “**Sentient IV**”) became a shareholder of Tinka by subscribing for 1,818,812 units of Tinka (the “**Units**”) at a price of \$0.275 per Unit for gross proceeds of \$500,000. Each Unit is comprised of one common share (a “**Tinka Share**”) and one half of one common share purchase warrant, with each whole warrant (a “**Warrant**”) being exercisable to acquire one Tinka Share at a price of \$0.365 for a period of twenty four months. The second tranche (the “**Second Tranche**”) of the Private Placement is expected to close concurrently with the closing of the Arrangement between Darwin and Tinka, as announced by Darwin and Tinka on [April 17, 2014](#), [June 2, 2014](#), [June 10, 2014](#) and [July 14, 2014](#), which closing is concurrently scheduled to occur on or about July 24, 2014. Under the Second Tranche, Tinka now proposes to issue up to 27,016,309 Units for gross proceeds of \$7,429,485.

Sentient IV has agreed to increase its subscription in the Private Placement and will now subscribe for 19,512,727 Units under the Second Tranche. Sentient IV beneficially owns, or exercises control or direction over, 1,818,182 Tinka Shares or approximately 2.2% of the issued and outstanding Tinka Shares and 909,091 Warrants. Sentient IV and Sentient Executive GP III, Limited (for the general partner of Sentient Global Resources Fund III, L.P. collectively, “**Sentient III**”, and, together with Sentient IV, “**Sentient**”) currently hold 10,112,032 common shares of Darwin (“**Darwin Shares**”) and share purchase warrants (“**Darwin Warrants**”) entitling Sentient to acquire up to 1,900,000 Darwin Shares. Sentient has agreed to cancel its Darwin Warrants as part of the Arrangement. Accordingly, upon closing of the Arrangement and the Private Placement, Sentient will beneficially own, or exercise control or direction over, 23,169,276 Tinka Shares or approximately 19.99% of the issued and outstanding Tinka Shares and Warrants entitling Sentient to acquire up to an additional 10,665,455 Tinka Shares (the “**Sentient Warrants**”). Sentient has agreed to a restriction on the exercise of the Sentient Warrants that will prevent the exercise thereof should such exercise result in Sentient holding 20% or more of the issued and outstanding Tinka Shares, unless Tinka shareholder approval is obtained.

Graham Carman, Tinka's President and CEO elect, stated: *"I am very pleased with the results of the Private Placement, which is substantially oversubscribed. As a result, Tinka can pursue its drilling campaigns at both the Ayawilca zinc and Colquipucro silver projects."*

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

Securities issued under the Private Placement are subject to a four-month hold period from closing of the Private Placement. Tinka intends to pay finder's fees on a portion of the Second Tranche.

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.

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