



# TINKA RESOURCES LIMITED

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TSXV: TK

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**NEWS RELEASE**

**May 1, 2014**

## **TINKA ANNOUNCES FIRST TRANCHE PRIVATE PLACEMENT CLOSING**

*The Sentient Group a global resource development fund becomes a shareholder of Tinka Resources*

**Vancouver, Canada – Tinka Resources Limited** (the “**Company**”) (TSXV:TK) announces that further to its news release of [April 17, 2014](#), the Company has closed the first tranche (the “**First Tranche**”) of its non-brokered private placement financing of up to 16,509,090 units at a price of \$0.275 per Unit for gross proceeds of \$4.54 million (the “**Private Placement**”).

Under the First Tranche, the Company has issued 1,818,182 Units to Sentient Global Resources Fund IV, LP (“**Sentient**”) in exchange for gross proceeds of \$500,000. Each Unit consists of one common share and one half of one common share purchase warrant. Each whole warrant entitles the holder to purchase one common share of the Company at an exercise price of \$0.365 per common share until May 1, 2016. The Securities issued under the First Tranche have a four-month hold period expiring on September 2<sup>nd</sup>, 2014.

The Company will use the proceeds from the First Tranche for working capital purposes.

The First Tranche closing is part of a series of transactions under the Arrangement announced by the Company on [April 17, 2014](#), through a joint news release with Darwin Resources Limited (“**Darwin**”). Under the Arrangement, the Company has agreed to acquire all of the outstanding shares of Darwin in exchange for 6,131,725 common shares of the Company and to undertake the Private Placement. Sentient will subscribe, subject to certain conditions, for a total of 12,872,727 units in the Private Placement.

It is expected that the second tranche of the Private Placement will close concurrently with the closing of the Arrangement which is anticipated to occur ten days after receipt of Darwin shareholder approval. In addition to shareholder approval, the Arrangement is also subject to receipt of court and regulatory approvals by July 31, 2014.

The net proceeds from the second tranche will be used for conducting exploration and resource development work on the Company’s Ayawilca and Colquipucro zinc-silver-lead projects and the combined exploration portfolio with Darwin and for general working capital purposes.

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 zinc-silver-lead 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 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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