

Tinka Resources Ltd. Upsizes Private Placement to C\$14 Million and Announces Grant of Stock Options

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[Tinka Resources Ltd.](#) (TSXV: TK) (OTCQB: TKRFF) ("Tinka" or the "Company") is pleased to announce that as a result of strong investor demand, the Company has increased the size of its previously announced private placement financing (the "Offering") from gross proceeds of up to C\$11 million to gross proceeds of up to C\$14 million. As announced by the Company on September 8, 2025, immediately prior to the closing of the Offering, the Company plans to undertake a consolidation (the "Consolidation") on the basis of five (5) pre-Consolidation shares for every one (1) post-Consolidation share.

UPSIZING OF OFFERING

The upsized Offering shall consist of the sale of up to 254,545,455 units of the Company (the "Units") at a price of C\$0.055 per Unit (the "Issue Price") on a pre-Consolidation basis, or 50,909,091 Units at a price of \$0.275 per Unit on a post-Consolidation basis, for gross proceeds of up to C\$14,000,000. Each Unit comprises one common share (a "Share") and one-half of one common share purchase warrant (each whole warrant, a "Warrant"). Each Warrant entitles the holder to purchase one additional Share of the Company at an exercise price of C\$0.08 (pre-Consolidation) or at an exercise price of \$0.40 (post-Consolidation) for a period of thirty-six (36) months from closing of the Offering.

It is anticipated that certain directors and officers of the Company will participate in the Offering. In addition, [Nexa Resources S.A.](#) ("Nexa") and Compañía de Minas Buenaventura SAA ("Buenaventura") may participate in the Offering to maintain their respective pro-rata interests in the Company. It is not known at this time if pre-emptive rights held by Nexa and Buenaventura will be exercised. In the event these pre-emptive rights are exercised in full, the Company may issue up to an additional 167.75 million Shares (pre-Consolidation) in the Offering at the Issue Price for additional gross proceeds to the Company of approximately C\$9.22 million.

All securities to be issued pursuant to the Offering will be subject to a four-month hold period under applicable securities laws in Canada. Finder's fees may be payable on a portion of the Offering. The Offering is subject to certain conditions customary for transactions of this nature, including, but not limited to, the receipt of all necessary approvals, including the approval of the TSX Venture Exchange (the "Exchange").

The Company plans to use the net proceeds to fund an initial drill program at the Silvia gold-copper project, resource expansion at Ayawilca including targeting of high-grade zinc mineralization, and for corporate and general working capital purposes.

The participation of any insiders in the Offering, including Nexa and Buenaventura, may be considered a related party transaction within the meaning of Multilateral Instrument 61-101 - Protection of Minority Security Holders in Special Transactions ("MI 61-101"). Such insider participation will be exempt from the formal valuation and minority shareholder approval requirements of MI 61-101 pursuant to sections 5.5(b) and 5.7(1)(a) of MI 61-101, as the Company is not listed on any of the exchanges or markets outlined in subsection 5.5(b) of MI 61-101, and the fair market value of the securities to be distributed to the insiders will not exceed 25% of the Company's market capitalization.

GRANT OF STOCK OPTIONS

The Company also announces that its Board of Directors (the "Board") has authorized and approved the grant of stock options (the "Options") to purchase up to an aggregate of 33,000,000 pre-Consolidation shares at an exercise price of C\$0.08 per share or 6,600,000 post Consolidation shares at an exercise price

of \$0.40 per share to its directors, officers, certain employees and consultants. The Options are subject to vesting provisions as determined by the Board and are exercisable on or before September 10, 2030.

This news release does not constitute an offer to sell or a solicitation of an offer to buy nor shall there be any sale of any of the securities in any jurisdiction in which such offer, solicitation or sale would be unlawful. 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 the securities laws of any state of the United States and may not be offered or sold within the United States (as defined in Regulation S under the U.S. Securities Act) unless registered under the U.S. Securities Act and applicable state securities laws or pursuant to an exemption from such registration requirements.

On behalf of the Board,

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About Tinka Resources Limited

Tinka is an exploration and development company with its flagship property being the 100%-owned Ayawilca zinc-silver-tin project in central Peru, and is also exploring the nearby Silvia copper-gold project. Mineral Resources at Ayawilca include the Zinc Zone which has an estimated Indicated Mineral Resource of 28.3 Mt grading 5.8% zinc, 16.4 g/t silver, 0.2% lead and 91 g/t indium, and an Inferred Mineral Resource of 31.2 Mt grading 4.2% zinc, 14.5 g/t silver, 0.2% lead and 45 g/t indium. The Tin Zone at Ayawilca has an estimated Indicated Mineral Resource of 1.4 million tonnes grading 0.72% tin and an Inferred Mineral Resource of 12.7 Mt grading 0.76% tin. The Company filed a NI 43-101 technical report on an updated PEA for the Ayawilca Project on April 15, 2024 ([link to NI 43-101 report here](#)). Dr. Graham Carman, Tinka's President and CEO, has reviewed, verified and approved the technical contents of this release. Dr. Carman is a Fellow of the Australasian Institute of Mining and Metallurgy, and is a Qualified Person as defined by National Instrument 43-101.

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 include, but are not limited to, statements regarding the use of proceeds for the Offering and the closing of the Offering, and statements regarding the completion of the Consolidation. Forward-looking statements are based on the beliefs and expectations of Tinka as well as assumptions made by and information currently available to Tinka's management. Such statements reflect the current risks, uncertainties and assumptions related to certain factors including, without limitations: timing and successful completion of the Offering; the intended use of proceeds from the Offering; the completion of the Consolidation; the receipt of approval for the Consolidation by the Exchange; and the expected benefits of the Consolidation; timing of planned work programs and results varying from expectations; delay in obtaining results; 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 and operating performance; environmental and safety risks; timing of geological reports; the preliminary nature of the Ayawilca Project PEA and the Company's ability to realize the results of the Ayawilca Project PEA; the political environment in which the Company operates continuing to support the development and operation of mining projects; risks related to negative publicity with respect to the Company or the mining industry in general; delays in obtaining or failure to obtain necessary permits and approvals from local authorities; community agreements and 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 Tinka believes 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, Tinka disclaims any intent or obligation to update any forward-looking statement.

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