FORM 53 –901F

MATERIAL CHANGE REPORT

SECTION 85(1) OF THE SECURITIES ACT (B.C.)
SECTION 118(1) OF THE SECURITIES ACT (AB.)

Item 1. Reporting Issuer

TNR RESOURCES LTD
620-650 West Georgia Street
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Telephone: (604) 683-7361

Item 2. Date of Material Change

February 6, 2003

Item 3. Press Release

February 6, 2003 - Issued to the TSX Venture Exchange and disseminated through Vancouver Stock Watch.

Item 4. Summary of Material Change

TNR Resources Ltd. announces results from Rock Creek drill program

Item 5. Full Description of Material Change

See Schedule A.

Item 6. Confidentiality

Reliance on: Section 85(2) Securities Act (British Columbia)
Section 118(2) Securities Act (Alberta)

This report is not being filed on a confidential basis.

Item 7. Omitted Information

There are no significant facts required to be disclosed herein which have been omitted.

Item 8. Senior Officer

Contact: **Gary Schellenberg, President**
Telephone #: **(604) 687-7551**

Item 9. Statement of Senior Officer

The foregoing accurately discloses the material change referred to herein.

TNR GOLD CORP.

"Gary Schellenberg"
Gary Schellenberg, President

DATED at Vancouver, B.C., as of the 6th day of February, 2003.

Schedule A

February 6, 2003

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ROCK CREEK DRILL RESULTS ANNOUNCED BY TNR AND NOVAGOLD

TNR Resources Ltd. ("TNR") management is pleased to announce results from its 2002 Rock Creek, Alaska, exploration program, a joint venture with NovaGold Resources Inc. ("NovaGold") (NRI:TSX), operator of the project.

Highlights

- Core drilling on the Rock Creek Property continued to intercept high-grade gold mineralization within the Albion zone and in the surrounding stockwork vein mineralization.

- Drill highlights include: Hole 101 with **34.0 meters grading 1.61 g/t gold**, including **2 meters at 17.09 g/t**; Hole 102 with **61.0 meters grading 1.50 g/t**, **including 4 meters at 5.12 g/t**, Hole 105 with **88.0 meters grading 1.27 g/t**, including **10 meters at 5.49 g/t**; Hole 115 with **8 meters grading 3.55 g/t** and **12 meters grading 4.03 g/t gold**; and Hole 116 with **116.3 meters grading 1.73 g/t**, including **16 meters grading 3.05 g/t** and a separate interval of **28 meters grading 4.60 g/t gold**.

- Formal bids for a comprehensive independent Preliminary Economic Assessment Study and new updated Resource Estimate at Rock Creek have been accepted. The final selection of an independent engineering firm will be completed this month with the study anticipated to be complete before June of 2003.

Final 2002 Rock Creek Drill and Trench Program Results Received

TNR Resources and NovaGold have received the final assay results from the 2002 Drill and Trench program on the million-ounce Rock Creek project in Nome, Alaska. This drill program was designed to expand the extent of the known gold resource and to complete in-fill core drilling along the higher-grade Albion Zone of the deposit.

The first shift of drilling consisted of eleven HQ core holes totaling 741 meters which successfully intersected the targeted shallow high-grade Albion zone and surrounding vein mineralization. The gold grades within

these drill holes confirm previous results, but are drilled at closer spacing with the intent of upgrading the resource to the higher measured and indicated category.

The second shift of drilling was completed in late December 2002 and consisted of 5 HQ drill holes totaling 441 meters. This program had three main objectives: 1) to delineate additional near-surface, high grade resources adjacent to the modeled pit boundaries, 2) increase the drill density in the area of currently defined resources and 3) to test some of the gold-in-soil targets outside of the known resource area.

These programs were successful in meeting these objectives. Additional infill drilling is necessary to advance the resource status prior to final mine design, permitting and construction. 2002 programs were the first step in upgrading the known resource. The drilling also extended the overall mineralized zone to over 1.5 kilometers in strike. The system remains open along strike and down dip and there remains excellent potential to continue to expand the extent of the higher-grade Albion Zone, as well as to discover new zones with further drilling.

Drill highlights from the first drill shift include:

- Hole 101 with **34.0 meters grading 1.61 g/t gold**, including **2 meters at 17.09 g/t**;
- Hole 102 with **61.0 meters grading 1.50 g/t**, including **4 meters at 5.12 g/t**,
- Hole 105 with **88.0 meters grading 1.27 g/t**, including **10 meters at 5.49 g/t gold**.

Highlights from the second program include:

- Hole 115 where **the entire 105 meter hole averaged 0.86 g/t and included 8 meters grading 3.55 g/t with a separate interval of 12 meters grading 4.03 g/t gold**;
- Hole 116 which averaged **116 meters grading 1.73 g/t from top to bottom**, including **16 meters grading 3.05 g/t** with a separate interval of **28 meters grading 4.60 g/t gold**, ending with continued mineralization.

Initial trenching on a broad gold-in-soil anomaly, located approximately 300 meters south of the modeled pit, exposed a zone of stockwork veining and disseminated sulfide mineralization. Follow-up work is planned to evaluate the potential within this newly identified area. Several other nearby soil anomalies also hold significant potential for similar styles of mineralization and will be targeted for work in 2003.

Geologists and management from TNR and NovaGold are very pleased with the results from this most recent program, believing that there remains excellent potential for significant resource expansion of the Rock Creek deposit and possible development of other deposits within the district controlled by the companies that could be rapidly advanced to become high-quality, low-cost mines.

Rock Creek New Drill Results Highlights

DHID	Interval (m)	Length (m)	Gold (g/t)	Length (ft)	Gold (oz/t)	Type	Objective
RKDCO2-101	46 to 80	34	2.61	111.5	0.08	Core	In-Fill Definition
Including	70 to 72	2	17.09	6.6	0.50		
RKDC02-102	8 to 48	40	2.22	131.2	0.07	Core	In-Fill Definition
Including	32 to 48	16	3.38	52.5	0.10		
RKDCO2-103	3.1 to 44	40.9	2.22	134.0	0.07	Core	In-Fill Definition
Including	26 to 44	18	4.32	59.1	0.13		
And	42 to 44	2	18.89	6.56	0.53		
RKDC02-104	2.2 to 93.3	91.1	0.87	298.8	0.03	Core	In-Fill Definition
Including	24 to 48	24	1.96	78.7	0.06		
And	34 to 46	12	3.46	39.4	0.10		
RKDCO2-105	5.4 to 94	88.6	1.27	290.7	0.04	Core	In-Fill Definition
Including	10 to 42	32	2.71	105.0	0.08		
Including	12 to 22	10	5.49	32.81	0.16		
And	76 to 82	6	2.29	19.7	0.07		
RKDC02-112	6 to 12	6	3.44	19.7	0.10	core	In-Fill Definition
RKDC02-113	6 to 64	58	0.32	190.3	0.01	core	In-Fill Definition
RKDC02-114	8 to 12	4	3.49	13.1	0.10	core	In-Fill Definition
	34 to 36	2	4.22	6.6	0.12		
RKDC02-115	30 to 38	8	3.55	26.2	0.10	core	In-Fill Definition
	54 to 56	12	4.03	39.4	0.12		
RKDC02-116	0 to 116.3	116.3	1.73	381.6	0.05	core	In-Fill Definition
including	16 to 32	16	3.05	52.5	0.09		
and	62 to 90	28	4.6	91.9	0.13		
RKDC02-107	22 to 24	2	2.59	6.6	0.08	core	Exploration

Drill holes 106, and 108-111 were all peripheral exploration holes that encountered significant alteration and sulfide mineralization but only slightly anomalous gold results.

Rock Creek Independent Economic Assessment Study Underway

Formal bids for a comprehensive independent Preliminary Economic Assessment Study and new updated Resource Estimate at Rock Creek have been accepted. The final selection of an independent engineering firm will be completed this month with the study anticipated to be complete before June of 2003. This study will further refine the economic operating parameters for the deposit and define the scope of work for additional exploration and engineering studies to be initiated as part of the Feasibility work to begin in the spring of 2003.

The Preliminary Economic Assessment Study will also review the previously completed metallurgical testwork at Rock Creek and make further recommendations for the Feasibility Program. A series of bench and pilot-plant metallurgical tests have been completed on representative samples from the Rock Creek Deposit at McClelland Laboratories Inc. of Reno, Nevada. The results of these studies showed that gold recovery from shear veins, which constitute 35% of the resource, averaged 87% total recovery using gravity and cyanidation of the tails. Gold recovery from sheeted veins showed an average of 86% recovery using gravity only with cyanidation of tails resulting in a total of 98% recovery. Overall recovery may exceed 93%.

An updated resource estimate will be completed with the drilling from 2002. The current resource estimate is based on work completed by NovaGold, Kennecott, Newmont and Placer Dome at Rock Creek since 1986. The total Measured and Indicated Resource at Rock Creek is 555,000 ounces grading 2.74 g/t gold with an additional Inferred Resource of 303,000 ounces of gold grading 2.78 g/t using a 1 g/t cut-off grade. At the adjacent Saddle deposit there is an additional Inferred Resource of 260,000 ounces of gold grading 2.61 g/t gold using a 1 g/t cut-off grade.

The Rock Creek deposit is located on the Seward Peninsula near the community of Nome, Alaska. The deposit is the most advanced lode-gold deposit in the Nome Mining District that has historically produced over 5.5 million ounces of gold from the nearby stream and beach placer deposits.

The property is road-accessible and located on private-patented land, which is expected to result in facilitated permitting. The deposit is exposed at the surface and amenable to open-pit mining with a low strip ratio. At the currently envisioned production levels, the potential annual gold production would likely be in excess of 100,000 ounces per year.

TNR Resources is funding exploration and development over the next 2 years to bring the project to production and earn a 49.9% interest in the project from NovaGold.

The drill program and sampling protocol are managed by NovaGold with oversight provided by qualified person Phil St. George, Vice President of Exploration for NovaGold Resources. All drill samples were analyzed by fire assay at ALS Chemex Labs in Vancouver, B.C., Canada.

TNR Resources Ltd. is a junior exploration firm with numerous precious-metal projects in Alaska, Canada, and Argentina.

ON BEHALF OF THE BOARD
Per:

"Gary Schellenberg"
President

FOR FURTHER INFORMATION, PLEASE CONTACT:
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