

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 GOLD CORP.
620-650 West Georgia Street
Vancouver, B.C., V6B 4N9**

Telephone: (604) 687-7551

Item 2. Date of Material Change

• Jan. 27, 2006

Item 3. Press Release

• [Jan. 27, 2006] - Issued to the TSX Venture Exchange and disseminated through Vancouver Stock Watch.

Item 4. Summary of Material Change

TNR announces appointment of new CFO.

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., this 27th day of January 2006.

Schedule A

TNR GOLD CORP.

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Toll Free: 800-667-4470 <http://www.tnrgoldcorp.com>

Trading Symbol: TSX.V: TNR

Standard & Poors Listed

SEC12g3-2(b) Exemption #82-4434

CUSIP #872950-10-0

COMPANY UPDATE

TNR Gold Corp. ("TNR") is pleased to announce the appointment of Mr. Jerry M. Bella, CGA, as TNR's CFO, who will replace Mr. Paul Chung. Mr. Chung will continue in the role of company director.

Mr. Bella has extensive experience providing direction to management and controlling all financial functions to public and private companies, including Firebird Technologies Inc. in Trail B.C., and various public companies trading on the TSX Venture Exchange.

ON BEHALF OF THE BOARD

"Gary Schellenberg"

Gary Schellenberg
President