

**BC FORM 53-901F
(Previously Form 27)**

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

April 4, 2006

Item 3: Press Release

[April 4, 2006] - Issued to the TSX Venture Exchange and disseminated through Vancouver Stock Watch.

Item 4: Summary of Material Change

Company announces NON-BROKERED PRIVATE PLACEMENT ARRANGED

Item 5: Full Description of Material Change

See Schedule A.

Item 6: Reliance on section 85 (2) of the Act

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 Officers

Contact: **Gary Schellenberg, Director**
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 4 day of April 2006.