Form 51-102F3
MATERIAL CHANGE REPORT

Section 7.1 of National Instrument 51-102
Continuous Disclosure Obligations

1. Name and Address of Company

State the full name or your company and the address of its principal office in Canada.

TNR Gold Corp.
Suite 620 – 650 West Georgia Street
Vancouver, BC V6B 4N9

2. Date of Material Changes

State the date of the material change:

October 3rd, 2008

3. News Release

The news release dated October 3rd, 2008 was filed with the TSX Venture Exchange and the British Columbia and Alberta Securities Commissions via SEDAR and disseminated through CCN Matthews.

4. Summary of Material Change

Provide a brief but accurate summary of the nature and substance of the material change.

Vancouver B.C.: TNR Gold Corp. ("TNR" or the "Company") advises that, on August 8, 2008, it amended its writ of summons in the action commenced on June 30, 2008 in the Supreme Court of British Columbia against MIM Argentina Exploraciones S.A. ("MIM") a subsidiary of Xstrata PLC. ("Xstrata").

5. Full Description of Material Change

See attached News Release.

6. Reliance on Section 7.1(2) or (3) of National Instrument 51-102

Not applicable.

7. Omitted Information

Not applicable.

8. Executive Officer

Give the name and business telephone number of an executive officer of your company who is knowledgeable about the material change and the Report, or the name of an officer through whom such executive officer may be contacted.

Gary Schellenberg, President
Tel: (604) 687-7551

9. Date of Report

DATED at Vancouver, B.C., this 3rd of October, 2008.

TNR GOLD CORP.

"*Gary Schellenberg*"

Gary Schellenberg
President

Stock Exchange: TSX Venture Exchange
Symbol: TNR
CUSIP: #87260X 109
SEC 12g3-2(b): Exemption #82-4434

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October 3rd, 2008

TNR GOLD AMENDS LEGAL ACTION TO SEEK RECTIFICATION CONFIRMING 25% BACK-IN RIGHT

Vancouver B.C.: TNR Gold Corp. ("TNR" or the "Company") advises that, on August 8, 2008, it amended its writ of summons in the action commenced on June 30, 2008 in the Supreme Court of British Columbia against MIM Argentina Exploraciones S.A. ("MIM") a subsidiary of Xstrata PLC. ("Xstrata"). In the amended action TNR is adding:

"*Further, the Exploration and Option Agreement, to the extent that it purports to terminate Solitario's (TNR's Argentina subsidiary) right to buy back equity in mining and exploration tenures acquired by MIM pursuant to the Exploration and Option Agreement if MIM fails to complete a feasibility study on any part of the properties within 36 months of exercising its option does not reflect the true agreement and common intention of the parties and was the result of a mutual mistake of the parties. The true agreement of the parties was reflected in the Letter of Understanding which provided that Solitario's back-in right subsists until 120 days after completion by MIM of a feasibility study on any part of the acquired properties. The plaintiffs therefore seek rectification of the Exploration and Option Agreement to accord with the true intentions of the parties.*
Further, or in the alternative, the 36 month provision in the Exploration and Option Agreement was inserted by MIM without consideration and is unenforceable.
Further, or in the alternative, Solitario says that MIM is in breach of the Exploration and Option Agreement by entering into an agreement or agreement with a third party to undertake exploration work on the acquired properties without requiring the third party to complete a feasibility study on any of the properties within any time frame."

LOS AZULES /ESCORPIO IV UPDATE

The following is a summary in chronological order of recent events, news releases, and developments from Minera Andes Inc. ("MAI") pertinent to the Los Azules property that had not been previously released by TNR.

On September 25, 2008, MAI announces excellent metallurgical testing results at Los Azules, recovering up to 96% copper. In addition a costing and operational cost scoping study is scheduled for completion in December 2008.

On September 8, 2008, MAI announces a mineral resource estimate of 922 million tonnes of 0.55% copper as Los Azules, totalling to approximately 11 billion pounds of copper.

For more information about specific news release details, please refer to MAI's news and investor section directly.

ABOUT TNR

TNR is a base and precious metals exploration company focused on aggressively identifying new prospective projects as well as fostering work on its large portfolio of 15 properties in Argentina. The company's focus over the next 12 months is the exploration and development of its El Tapau, El Salto, and Eureka projects in Argentina as well as overseeing the exploration and development of the Iliamna and Shotgun projects in Alaska through its wholly owned US subsidiary.

On behalf of the board,
Gary Schellenberg
President
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The TSX Venture Exchange does not accept responsibility for the adequacy or accuracy of this news release. Statements in this press release other than purely historical information, historical estimates should not be relied upon, including statements relating to the Company's future plans and objectives or expected results, are forward-looking statements. News release contains certain "Forward-Looking Statements" within the meaning of Section 21E of the United States Securities Exchange Act of 1934, as amended. Forward-looking statements are based on numerous assumptions and are subject to all of the risks and uncertainties inherent in the Company's business, including risks inherent in resource exploration and development. As a result, actual results may vary materially from those described in the forward-looking statements.