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:

April 1, 2010

3. News Release

The news release dated April 1, 2010 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") has informed Minera Andes Inc. that it proposes to waive the production of a feasibility study and exercise its right to acquire 25% of the northern half of the properties for Minera Andes' Los Azules Project. Minera Andes is contesting TNR's legal right to waive the production of a feasibility study and exercise its option, and has filed a statement of claim in British Columbia Supreme Court seeking a declaration nullifying any back-in notice delivered by TNR. TNR will be filing a statement of defence and will vigorously oppose any such declaration.

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 1st of April, 2010

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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April 1, 2010

TNR GOLD PROPOSES TO EXERCISE BACK-IN RIGHT FOR LOS AZULES COPPER PROJECT

Vancouver B.C.: TNR Gold Corp. ("TNR" or the "Company") has informed Minera Andes Inc. that it proposes to waive the production of a feasibility study and exercise its right to acquire 25% of the northern half of the properties for Minera Andes' Los Azules Project. Minera Andes is contesting TNR's legal right to waive the production of a feasibility study and exercise its option, and has filed a statement of claim in British Columbia Supreme Court seeking a declaration nullifying any back-in notice delivered by TNR. TNR will be filing a statement of defence and will vigorously oppose any such declaration.

The Los Azules project is an advanced exploration project currently reporting a National Instrument 43-101 compliant Inferred Resource. TNR has previously announced that Minera Andes has commenced a diamond drill program of approximately 8,800 metres at the Los Azules Project. Please refer to Minera Andes' news release dated January 12, 2010 for further details on the exploration program and to their news release dated April 1, 2010 for details of their position with respect to TNR's exercise of its back-in right.

The terms of TNR's back-in right are currently the subject of a legal dispute with Xstrata. In that litigation, TNR is also seeking confirmation of its ownership of the Escorpio IV property, which is located adjacent to the Los Azules Project, and a declaration that the Escorpio IV property is excluded from the Exploration and Option Agreement.

ABOUT TNR GOLD / INTERNATIONAL LITHIUM CORP

TNR and ILC are diversified metals exploration companies focused on exploring existing properties and identifying new prospective projects globally. TNR has a portfolio of 18 active projects, of which 9 will be included in the proposed spin-off of International Lithium Corp. For further details of the spin-off please refer to TNR's April 27, 2009 news release or visit http://www.internationallithium.com

The recent acquisition of lithium, other rare metals and rare-earth elements projects in Argentina, Canada, USA and Ireland confirms the companies' commitments to generating projects, diversifying its markets, and building shareholder value.

On behalf of the board,

Gary Schellenberg
President

Cautionary Language and Forward-Looking Statements

Neither the TSX Venture Exchange nor its Regulation Services Provider accepts responsibility for the adequacy or accuracy of this release. This press release includes certain statements that may be deemed "forward-looking

statements". All statements in this discussion, other than statements of historical facts, that address future exploration drilling, exploration activities and events or developments that the Company expects, are forward looking statements. Although the Company believes the expectations expressed in such forward looking statements are based on reasonable assumptions, such statements are not guarantees of future performance and actual results or developments may differ materially from those in forward-looking statements. Factors that could cause actual results to differ materially from those in forward-looking statements include metal prices, exploration successes, continued availability of capital and financing, and general economic, market or business conditions. Accordingly, readers should not place undue reliance on forward-looking statements.
In particular, there are no assurances that any transaction will result from the strategic review, or that if any transaction arises, that it will be completed. Nor are there any assurances that the Company will be successful in raising the financing required to fund the exercise of its Los Azules back-in right or that it will be successful in the current litigation with Minera Andes and Xstrata with respect to the back-in right. This news release and the information contained herein does not constitute an offer of securities for sale in the United States and securities may not be offered or sold in the United States absent registration or exemption from registration