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:

September 30, 2010

3. News Release

The news release dated September 30, 2010 was filed with the TSX Venture Exchange and the British Columbia and Alberta Securities Commissions via SEDAR and disseminated through Marketwire. ijkl

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”) is pleased to announce an increase to a 100% undivided ownership interest in the Shotgun project in Southwestern Alaska (the “Property”) through the acquisition of NovaGold Resources Inc.’s (“NovaGold” or the “Vendor”) outstanding 50%.

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 30th of September, 2010.

TNR GOLD CORP.

"*Gary Schellenberg*"

Gary Schellenberg
President

TNR GOLD CORP.

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

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September 30, 2010

100% INTEREST NEGOTIATED ON SHOTGUN GOLD PROJECT, ALASKA

Vancouver B.C.: TNR Gold Corp. ("TNR" or the "Company") is pleased to announce an increase to a 100% undivided ownership interest in the Shotgun project in Southwestern Alaska (the "Property") through the acquisition of NovaGold Resources Inc.'s ("NovaGold" or the "Vendor") outstanding 50%.

Key Highlights:

- Acquires NovaGold's 50% interest in the Property to increase it's ownership to 100%;
- 6,000,000 shares and 3,000,000 warrants in the Company for consideration of NovaGold's 50% interest;
- Shotgun Ridge contains a Non NI43-101 historical resource of 980,000 ounces grading 0.93 g/t*;
- 210.5 metres grading 1.29 g/t Au at Shotgun Ridge indicates higher grade feeder zone open at depth; and
- $8 million spent on the project to date by the Company and previous operators.

"The Shotgun property is a major gold asset and the successful unification of a 100% interest translates into a significant increase in inherent value for the Company" states Gary Schellenberg, CEO – TNR Gold Corp. "The current economic climate is ideal for the advancement of a project such as this and we look forward to the opportunity to realize its potential"

NovaGold has agreed to sell its remaining 50% participating interest in the Property (the "Interest") to the Company in consideration for receiving an aggregate of 6 million common shares and 3 million share purchase warrants in the capital of the Company. In addition, a 2% net smelter returns royalty from mineral products produced from the Property will be granted to the Vendor by the Company, which can be purchased by the Company for USD 5 million any time prior to a production decision having been made.

Each share purchase warrant shall entitle the Vendor to acquire one common share in the capital of the Company for a period of three years following the completion of the purchase and sale of the Interest (the "Closing Date") at a price of C$0.20 per share from the Closing Date until the date which is one year from the Closing Date, at a price of C$0.25 per share from the date which is one year and one day from the Closing Date until the date which is two years from the Closing Date and at a price of C$0.30 per share thereafter until the expiry date.

Shotgun Project

The Shotgun project is located 175 kilometres south of Donlin Creek within the Kuskokwim Gold Belt in Southwestern Alaska, an area emerging as a world-class gold district hosting more than 40 million ounces of aggregated gold resources. The Shotgun project includes a number of prospects, including Shotgun Ridge and nearby Winchester. Donlin is an intrusion-associated system and represents one of the largest undeveloped gold deposits in the world. The Company believes that there are several key similarities between prospects in the Shotgun Project area and that of the Donlin Creek gold deposit as well as other intrusion associated deposits.

Previous work at Shotgun Ridge by NovaGold has estimated a historical resource of 980,000 ounces grading 0.93 gram per tonne (g/t) at a cut-off of 0.5 g/t*.

The Company built on NovaGold's previous exploration work on Shotgun Ridge and a subsequent drill program in early 2006 reported a 210.5 metre intersection grading 1.29 g/t Au, which has led to the identification of two higher grade feeder zones and leaves the mineralization open at depth. This discovery intersection has yet to be followed up and an updated NI43-101 compliant resource has yet to be estimated. To date there has been 4,095 metres of drilling at Shotgun Ridge.

*(Not a NI43-101 compliant resource. A qualified person has not done sufficient work to classify the historical estimate as current mineral resources, the issuer is not treating the historical estimate as current mineral resources and the historical estimate should not be relied upon. This resource estimate is quoted from the Technical Report on the Shotgun-Winchester Project, SW Alaska. 7 March 2008 and available on www.sedar.com).

The Winchester zone is an underexplored intrusion-associated gold prospect situated approximately 16 km south of Shotgun Ridge. The full extent of mineralized sills and dykes at Winchester is unknown since only 1.5 kilometres out of the 8 kilometre long ridge, host to numerous unexplained gold geochemical anomalies, has been explored in detail. Drilling during 2005 and 2006 identified gold-bearing sills in the eastern end of the Winchester zone. To date there has been 1,653 metres of drilling at Winchester.

Although the style of gold mineralization in sills at Winchester is quite different from the quartz-breccia stockwork that hosts the gold at Shotgun Ridge, the two prospects are geochemically very similar and are considered to be part of the same overall system. TNR believes a major structural axis, encountered in several drill sections, is critical to the mineralization and runs parallel to the ridge at Winchester. The next phase of exploration at Winchester will extend into the untested area along the ridge to the west in the direction of the structural axis.

The other two prospects that make up the Shotgun property are Shot and King. Shot contains some of the strongest geochemical anomalies on the Property and needs to be tested for similar mineralization to that found at Winchester. King includes several unexplained geochemical anomalies as well as a drill ready breccia zone.

John Harrop, P.Geo, is the company's qualified person on the project as required under NI 43-101 and has reviewed the technical information contained in this press release.

ABOUT TNR GOLD CORP. / INTERNATIONAL LITHIUM CORP

The Company is a diversified international metals exploration company focusing on the continued advancement of existing properties and identifying and acquiring new prospective projects. The Company has a portfolio of 18 active projects, of which 9 rare metals projects, including Mariana, will be held or optioned to the Company's wholly owned subsidiary International Lithium Corp upon completion of a proposed plan of arrangement.

The objective of the proposed plan of arrangement is to spin out the Company's rare metals property interests into a separate public company, International Lithium Corp. This proposed plan of arrangement has been approved by the Company's shareholders and the courts of British Columbia. The Company will now proceed with the spin out and will provide updates on the progress of the spinout in further news releases. For further details of the spinout, please refer to Stockwatch news dated May 26, 2010, or visit International Lithium's website.

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

On behalf of the board,

Gary Schellenberg
President

Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this 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