

FORM 51-102F3
Material Change Report

ITEM 1 NAME AND ADDRESS OF COMPANY

TNR GOLD CORP. (the “Company”)
620 – 650 West Georgia St.
Vancouver, B.C.
V6B 4N9 Tel: (604) 687-7551

ITEM 2 DATE OF MATERIAL CHANGE

August 11, 2014

ITEM 3 NEWS RELEASE

News release dated August 11, 2014 disseminated in Vancouver, British Columbia.

ITEM 4 SUMMARY OF MATERIAL CHANGE

The company has acquired through staking mineral exploration rights totalling 2,050 hectares within the Flowers River Igneous Suite located in Newfoundland and Labrador, Canada. The project area is approximately 25 kilometres from tidewater and 50 kilometres west of the community of Hopedale, Labrador.

ITEM 5 FULL DESCRIPTION OF MATERIAL CHANGE

Please see attached news release.

ITEM 6 RELIANCE ON SUBSECTION 7.1(2) OR (3) OF NATIONAL INSTRUMENT 51 102

This Report is not being filed on a confidential basis in reliance on subsection 7.1(2) or (3) of National Instrument 51-102.

ITEM 7 OMITTED INFORMATION

No information has been omitted on the basis that it is confidential information.

ITEM 8 EXECUTIVE OFFICER

Inquiries in respect of the material change referred to herein may be made to:

Gary Schellenberg, President
TNR Gold Corp.
Telephone: (604) 687-7551

DATED this 11th day of August, 2014.



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SEC 12g3-2(b): Exemption #82-4434

TNR Gold Acquires Critical Element REE Project in Labrador

Vancouver, B.C. August 11, 2014, TNR Gold Corp. (the "Company" or "TNR") (TSX VENTURE:TNR.V) has acquired through staking mineral exploration rights totalling 2,050 hectares within the Flowers River Igneous Suite located in Newfoundland and Labrador, Canada. The project area is approximately 25 kilometres from tidewater and 50 kilometres west of the community of Hopedale, Labrador.

TNR Gold, through its "lead generator business model", identified the Nuiklavik project as highly prospective for rare earth elements ("REEs"). TNR successfully applied the project generator strategy most recently in 2010/2011 when the Company identified the Mariana lithium brine and Blackstairs lithium pegmatite projects, that became key to International Lithium Corp. (TSX VENTURE:ILC.V), a Lithium metals focused company spun out of TNR and currently partnered with a prominent lithium products producer, Ganfeng Lithium International Ltd., Co., based in China.

The Nuiklavik project area was briefly examined in the 1950s by Brinex, but saw no further exploration until Altius Resources Inc. ("Altius") targeting volcanic hosted uranium-type mineralization from 2006 to 2008. Altius sampled several rare earth occurrences, complementing earlier mapping and sampling work by the Geological Survey of Newfoundland and Labrador ("GSNL") in the 1980s and 1990s. All samples reported to date are grab samples and have returned assays of up to 1.4% zirconium oxide, 1.27% yttrium oxide, 1.15% niobium oxide and 1.1% total rare earth oxides with heavy REEs accounting for up to 67% of the total rare earths (Rare Elements Resources press release dated January 7, 2010). Grab samples are by nature selective and therefore may not be representative of mineralization on the property. Altius sold the project to Rare Element Resources Ltd. ("RER") in 2010. In 2012 RER made a decision to no longer maintain the mineral claims in favour of focusing on the exploration and development of their Bear Lodge REE Project.

"The Nuiklavik project is the next step in TNR's strategy to identify and generate projects of high value ahead of the curve. Several countries around the world have conducted research and identified potential future supply constraints of certain metals, naming them "critical metals". These are elements that are deemed essential to manufacturing industries in these countries. TNR is focussed on generating projects hosting critical elements needed for certain high tech and renewable energy industries. These elements are usually produced as by-products from other mining and industrial activities. A number of the rare earth elements which includes both heavy and light rare earths, are on the "critical" list. The supply chain from China is expected to decrease over the next few years and many REE sources outside China are dominated by the non-critical REEs. TNR has also recognized that many of the advanced stage REE exploration projects face significant cost challenges specifically related to infrastructure (as projects tend to be quite remote) and metallurgy (extracting individual rare earth oxides). TNR's team believes the geology and geochemistry of the Nuiklavik volcanics indicate the potential to host mineralization that is enriched in critical elements. The Property location, only 25 kilometres from tidewater, potentially gives it an infrastructure advantage. As done with International Lithium Corp., TNR is seeking a strategic partner with the technical expertise and end-use demand to facilitate the advancement and if warranted, the development of the project." Mr. Kirill Klip, Non-Executive Chairman of TNR.

OTHER NEWS

Further to the Company's June 13, 2014 news release announcing a grant of stock options, the Company has cancelled 1,125,000 stock options on June 13, 2014.

ABOUT TNR GOLD CORP. www.tnrgoldcorp.com

Over the past twenty-one years TNR, through its lead generator business model, has been successful in generating high quality exploration projects around the globe. With the Company's expertise, resources and industry network, it is well positioned to aggressively identify, source, explore, partner and continue to expand its project portfolio.

TNR Gold recently reported an inferred mineral resource at the Shotgun Gold project in Alaska containing 20,734,313 tonnes at 1.06 grams per tonne ("g/t") gold for a total of 705,960 ounces gold ("Au") using a 0.5 g/t Au cut-off (see news release dated 22 April 2013).

TNR is also a major shareholder of International Lithium Corp. (TSX:ILC.V) ("ILC"), a company created by TNR to advance its internationally acquired lithium prospects. TNR currently holds about 25.5% of the outstanding shares of ILC.

At its core, TNR provides significant exposure to gold and copper through its holdings in Alaska and Argentina and is committed to continued generation of in-demand projects, while diversifying its markets and building shareholder value.

John Harrop, PGeo, FGS, is a "Qualified Person" as defined under NI 43-101 and has reviewed and approved the technical content of this news release.

For further details please see our website at <http://www.tnrgoldcorp.com/s/NewsReleases.asp>

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 Q&A. Statements in this Q&A 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. Q&A may contain 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.