

51-102F3 Material Change Report [F]

Published December 29, 2006

Effective December 29, 2006

Item 1 Name and Address of Company

Tri-Gold Resources Corporation
Suite 1030 - 789 W Pender Street
Vancouver, B.C., V6C 1H2

Item 2 Date of Material Change

February 26, 2007

Item 3 News Release

The news release dated February 26, 2007 was disseminated through Canada Stockwatch and Market News under section 7.1 of National Instrument 51-102.

Item 4 Summary of Material Change

Please refer to attached news release.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

Please refer to attached news release

5.2 Disclosure for Restructuring Transactions

N/A

Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

N/A

Item 7 Omitted Information

N/A

Item 8 Executive Officer

T. Barry Coughlan, Executive Chairman, (604) 683-3331

Item 9 Date of Report

February 26, 2007



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NEWS RELEASE

February 26, 2007

Trading Symbol: "TAL"

Tri-Gold Resources Corp. (the "Company") announces that, subject to regulatory approval, the Company is extending the expiration date of the warrants on its March 01, 2006 Private Placement from March 01, 2007 to March 01, 2008.

On behalf of the board of Directors of Tri-Gold Resources Corp.

T. Barry Coughlan,
Executive Chairman

For Further information, please contact: info@trigoldresources.com or visit our website: www.trigoldresources.com

Certain matters discussed in this press release may contain forward-looking statements. Investors are cautioned that all statements, other than statement of historical fact, involve risks and uncertainties, including but not limited to: exploration and mining risks and financing risks. There can be no assurance that such statement will prove to be accurate and actual results and future events could differ materially from those anticipated in such statements. Investors are encouraged to review Tri-Gold's filings on SEDAR at www.sedar.com

The TSX Venture Exchange has not reviewed and does not accept responsibility for the adequacy or accuracy of this news release.