

Form 62-103F1

Required Disclosure under the Early Warning Requirements

State if this report is filed to amend information disclosed in an earlier report. Indicate the date of the report that is being amended.

ITEM 1 – SECURITY AND REPORTING ISSUER

1.1 *State the designation of securities to which this report relates and the name and address of the head office of the issuer of the securities.*

This report relates to the common shares (“**Common Shares**”) in the capital of TNR Gold Corp. (the “**Issuer**”).

TNR Gold Corp.
#1120, 789 West Pender Street
Vancouver, B.C.
V6C 1H2, Canada

1.2 *State the name of the market in which the transaction or other occurrence that triggered the requirement to file this report took place.*

The Common Shares trade on the TSX Venture Exchange under the security symbol (“**TNR**”).

The transactions that triggered the filing of this report were the disposition of Common Shares privately in the market.

ITEM 2– IDENTITY OF THE ACQUIROR

2.1 *State the name and address of the acquiror.*

Kirill Klip (the “**Acquiror**”)
Hunters Moon
Portnall Rise
Virginia Water, GU25 4JZ
United Kingdom

2.2 *State the date of the transaction or other occurrence that triggered the requirement to file this report and briefly describe the transaction or other occurrence.*

On December 28, 2022, the Acquiror disposed of ownership over a total of 3,000,000 Common Shares at a price of \$0.05 per share. The Common Shares were sold through private transactions in the public market.

As a result of the disposition, the Acquiror’s securityholdings decreased by approximately 1.57% of the Issuer’s issued and outstanding Common Shares as at December 28, 2022.

The Acquiror’s securityholdings now consist of 27,583,000 Common Shares representing approximately 14.44% of the Issuer’s issued and outstanding Common Shares.

2.3 *State the names of any joint actors.*

N/A.

ITEM 3 – INTEREST IN SECURITIES OF THE REPORTING ISSUER

3.1 ***State the designation and number or principal amount of securities acquired or disposed of that triggered the requirement to file this report and the change in the acquiror's securityholding percentage in the class of securities.***

See Item 2.2.

As a result of the transaction disclosed in Item 2.2, the Acquiror now has direct ownership or control and direction of an aggregate of 27,583,000 Common Shares, representing approximately 14.44% of the Issuer's 190,972,780 issued and outstanding Common Shares.

The Acquiror also holds 9,500,000 incentive stock options ("**Stock Options**") that were granted under the Issuer's stock option plan, exercisable into 9,500,000 Common Shares.

The Acquiror's aggregate 41,498,000 securities (Common Shares plus securities convertible into or exercisable into Common Shares) would, if converted or exercised, represent 20.42% of the Issuer's fully diluted share capital of 190,972,780 Common Shares.

3.2 ***State whether the acquiror acquired or disposed ownership of, or acquired or ceased to have control over, the securities that triggered the requirement to file this report.***

See Items 2.2 and 3.1.

3.3 ***If the transaction involved a securities lending arrangement, state that fact.***

Not applicable.

3.4 ***State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities, immediately before and after the transaction or other occurrence that triggered the requirement to file this report.***

See Item 3.1.

Prior to the transaction that triggered this report, Kirill Klip held or controlled (a) 30,583,000 Common Shares representing approximately 16.01% of the Issuer's then issued and outstanding Common Shares on an undiluted basis and approximately 21.24% on a fully diluted basis; (b) 5,335,000 Warrants, or approximately 2.79% of the Issuer's then issued and outstanding Warrants, and (c) 9,100,000 Stock Options or approximately 4.77% of the Issuer's then issued and outstanding Stock Options.

Subsequent to the transactions detailed in Item 2.2, the Acquiror has ownership of 27,583,000 Common Shares, representing approximately 14.44% of the Issuer's current issued and outstanding common shares on an undiluted basis and approximately 20.42% on a fully diluted basis.

3.5 **State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities referred to in Item 3.4 over which**

(a) **the acquiror, either alone or together with any joint actors, has ownership and control,**

See Item 3.1.

(b) **the acquiror, either alone or together with any joint actors, has ownership but control is held by persons or companies other than the acquiror or any joint actor, and**

Not applicable.

(c) **the acquiror, either alone or together with any joint actors, has exclusive or shared control but does not have ownership.**

Not applicable.

3.6 **If the acquiror or any of its joint actors has an interest in, or right or obligation associated with, a related financial instrument involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the related financial instrument and its impact on the acquiror's securityholdings.**

Not applicable.

3.7 **If the acquiror or any of its joint actors is a party to a securities lending arrangement involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the arrangement including the duration of the arrangement, the number or principal amount of securities involved and any right to recall the securities or identical securities that have been transferred or lent under the arrangement.**

State if the securities lending arrangement is subject to the exception provided in section 5.7 of NI 62-104.

Not applicable.

3.8 **If the acquiror or any of its joint actors is a party to an agreement, arrangement or understanding that has the effect of altering, directly or indirectly, the acquiror's economic exposure to the security of the class of securities to which this report relates, describe the material terms of the agreement, arrangement or understanding.**

Not applicable.

ITEM 4 – CONSIDERATION PAID

4.1 **State the value, in Canadian dollars, of any consideration paid or received per security and in total.**

A total of 3,000,000 Common Shares were disposed of by the Acquiror through private transactions in the market. The Common Shares were sold at a price of \$0.05 per Common Share for aggregate consideration of \$150,000.

- 4.2 ***In the case of a transaction or other occurrence that did not take place on a stock exchange or other market that represents a published market for the securities, including an issuance from treasury, disclose the nature and value, in Canadian dollars, of the consideration paid or received by the acquiror.***

See Item 4.1.

- 4.3 ***If the securities were acquired or disposed of other than by purchase or sale, describe the method of acquisition or disposition.***

Not applicable.

ITEM 5 – PURPOSE OF THE TRANSACTION

State the purpose or purposes of the acquiror and any joint actors for the acquisition or disposition of securities of the reporting issuer. Describe any plans or future intentions which the acquiror and any joint actors may have which relate to or would result in any of the following:

- (a) ***the acquisition of additional securities of the reporting issuer, or the disposition of securities of the reporting issuer;***
- (b) ***a corporate transaction, such as a merger, reorganization or liquidation, involving the reporting issuer or any of its subsidiaries;***
- (c) ***a sale or transfer of a material amount of the assets of the reporting issuer or any of its subsidiaries;***
- (d) ***a change in the board of directors or management of the reporting issuer, including any plans or intentions to change the number or term of directors or to fill any existing vacancy on the board;***
- (e) ***a material change in the present capitalization or dividend policy of the reporting issuer;***
- (f) ***a material change in the reporting issuer's business or corporate structure;***
- (g) ***a change in the reporting issuer's charter, bylaws or similar instruments or another action which might impede the acquisition of control of the reporting issuer by any person or company;***
- (h) ***a class of securities of the reporting issuer being delisted from, or ceasing to be authorized to be quoted on, a marketplace;***
- (i) ***the issuer ceasing to be a reporting issuer in any jurisdiction of Canada;***
- (j) ***a solicitation of proxies from securityholders;***
- (k) ***an action similar to any of those enumerated above.***

The Common Shares were disposed by the Acquiror to provide funds for business purposes and potential investment activities of the Issuer. Depending on market conditions and other factors, the Acquiror may from time to time acquire additional securities of the Issuer, or continue to hold or dispose of some or all of the securities of the Issuer in the open market, by private agreement or otherwise. The Issuer obtained shareholder approval, in accordance with TSX Venture Exchange policies, for the Acquiror's possible control position at its annual general meeting of shareholders held on January 28, 2020.

ITEM 6 – AGREEMENTS, ARRANGEMENTS, COMMITMENTS OR UNDERSTANDINGS WITH RESPECT TO SECURITIES OF THE REPORTING ISSUER

Describe the material terms of any agreements, arrangements, commitments or understandings between the acquiror and a joint actor and among those persons and any person with respect to securities of the class of securities to which this report relates, including but not limited to the transfer or the voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, guarantees of profits, division of profits or loss, or the giving or withholding of proxies. Include such information for any of the securities that are pledged or otherwise subject to a contingency, the occurrence of which would give another person voting power or investment power over such securities, except that disclosure of standard default and similar provisions contained in loan agreements need not be included.

Not applicable.

ITEM 7 – CHANGE IN MATERIAL FACT

If applicable, describe any change in a material fact set out in a previous report filed by the acquiror under the early warning requirements or Part 4 in respect of the reporting issuer's securities.

Not applicable.

ITEM 8 – EXEMPTION

If the acquiror relies on an exemption from requirements in securities legislation applicable to formal bids for the transaction, state the exemption being relied on and describe the facts supporting that reliance.

Not applicable.

ITEM 9 – CERTIFICATION

Certificate

I, Kirill Klip certify that the statements made in this report are true and complete in every respect.

December 29, 2022

Date

"/s/ Kirill Klip"

Kirill Klip