



**TNR GOLD CORP.
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TNR GOLD CORP.

CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited – Prepared by Management)

THREE MONTH PERIOD ENDED
March 31, 2008

UNAUDITED INTERIM FINANCIAL STATEMENTS

In accordance with National Instrument 51-102 released by the Canadian Securities Administrators, the Company discloses that its auditors have not reviewed the unaudited consolidated financial statements for the period ended March 31, 2008

TNR GOLD CORP.
CONSOLIDATED BALANCE SHEETS
(Unaudited – Prepared by Management)

	March 31, 2008	December 31, 2007 (Audited)
ASSETS		
Current		
Cash	\$ 318,098	\$ 1,067,624
Receivables (Note 4)	65,415	72,523
Marketable securities (Note 5)	53,735	67,735
Prepays	<u>5,955</u>	<u>11,410</u>
	443,203	1,219,292
Equipment (Note 6)	185,083	141,117
Mineral properties (Note 7)	1,534,146	1,534,146
Deferred exploration costs (Note 8)	8,566,180	7,688,115
Deferred financing costs (Note 16)	<u>1,412</u>	<u>-</u>
	<u>\$ 10,730,024</u>	<u>\$ 10,582,670</u>

LIABILITIES AND SHAREHOLDERS' EQUITY

Current		
Accounts payable and accrued liabilities	<u>\$ 854,627</u>	<u>\$ 524,558</u>
Shareholders' equity		
Capital stock (Note 9)	20,808,125	20,683,912
Contributed surplus (Note 9)	2,227,027	1,732,642
Deficit	<u>(13,159,755)</u>	<u>(12,358,442)</u>
	<u>9,875,397</u>	<u>10,058,112</u>
	<u>\$ 10,730,024</u>	<u>\$ 10,582,670</u>

Basis of presentation (Note 1)

Commitment (Note 15)

Subsequent events (Note 16)

On behalf of the Board:

“Gary Schellenberg”

Director

“Paul Chung”

Director

The accompanying notes are an integral part of these consolidated financial statements.

TNR GOLD CORP.
CONSOLIDATED STATEMENTS OF OPERATIONS AND DEFICIT
(Unaudited – Prepared by Management)

	Three Month Period Ended March 31, 2008	Three Month Period Ended March 31, 2007
EXPENSES		
Administration fees	\$ 4,515	\$ 3,004
Amortization	9,074	3,385
Argentina administration	30,514	36,411
Bank charges	16,241	2,093
Consulting fees	34,785	21,765
Filing fees	7,470	5,950
Management fees	22,500	15,000
Office and miscellaneous	35,811	14,612
Professional fees	14,875	47,183
Property investigation	1,574	-
Rent	8,859	8,663
Shareholder communications	44,726	11,123
Stock-based compensation (Note 9)	514,256	-
Transfer agent fees	1,657	1,192
Travel and promotion	29,945	17,547
Loss before other items	<u>(776,802)</u>	<u>(187,928)</u>
OTHER ITEMS		
Administration recoveries	-	639
Interest income	6,088	989
Loss on foreign exchange	(16,599)	(5,160)
Unrealized gain (loss) on marketable securities (Note 5)	(14,000)	29,000
	<u>(24,511)</u>	<u>25,468</u>
Loss for the period	<u>(801,313)</u>	<u>(162,460)</u>
Deficit, beginning of period	<u>(12,358,442)</u>	<u>(10,976,213)</u>
Deficit, end of period	<u>\$ (13,159,755)</u>	<u>\$ (11,138,673)</u>
Basic and diluted loss per common share	<u>\$ (0.01)</u>	<u>\$ (0.01)</u>
Weighted average number of common shares outstanding	<u>65,058,209</u>	<u>48,607,763</u>

The accompanying notes are an integral part of these consolidated financial statements.

TNR GOLD CORP.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited – Prepared by Management)

	Three Month Period Ended March 31, 2008	Three Month Period Ended March 31, 2007
CASH FLOWS FROM OPERATING ACTIVITIES		
Loss for the period	\$ (801,313)	\$ (162,460)
Items not affecting cash:		
Accrued interest income	(5,344)	-
Amortization of equipment	9,074	3,385
Stock-based compensation	514,256	-
Unrealized (gain) loss on marketable securities (Note 5)	14,000	(29,000)
Changes in non-cash working capital items:		
(Increase) decrease in receivables	12,452	(16,144)
(Increase) decrease in prepaid expenses	5,455	(10,016)
Increase in accounts payable and accrued liabilities	<u>6,209</u>	<u>51,343</u>
Net cash used in operating activities	<u>(245,211)</u>	<u>(162,892)</u>
CASH FLOWS FROM INVESTING ACTIVITIES		
Mineral properties	-	(115,067)
Deferred exploration costs	(554,205)	(52,507)
Recovery of deferred exploration costs	-	14,603
Purchase of equipment	<u>(53,040)</u>	<u>(3,376)</u>
Net cash used in investing activities	<u>(607,245)</u>	<u>(156,347)</u>
CASH FLOWS FROM FINANCING ACTIVITIES		
Capital stock issued	104,342	150,000
Deferred financing costs	(1,412)	-
Loan from related party	-	100,000
Share subscriptions received in advance	<u>-</u>	<u>(150,000)</u>
Net cash provided by financing activities	<u>102,930</u>	<u>100,000</u>
Decrease in cash during the period	(749,526)	(219,239)
Cash, beginning of period	<u>1,067,624</u>	<u>281,870</u>
Cash, end of period	<u>\$ 318,098</u>	<u>\$ 62,631</u>

Supplemental disclosures with respect to cash flows (Note 14)

The accompanying notes are an integral part of these consolidated financial statements.

TNR GOLD CORP.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited – Prepared by Management)
MARCH 31, 2008

1. BASIS OF PRESENTATION

These consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries, Compania Minera Solitario de Argentina S.A. and Compania Minera San Juan S.A., companies incorporated under the laws of Argentina. All inter-company transactions and accounts have been eliminated upon consolidation.

The interim period consolidated financial statements have been prepared by the Company in accordance with Canadian generally accepted accounting principles. All financial summaries included are presented on a comparative and consistent basis showing the figures for the corresponding period in the preceding year. The preparation of financial data is based on accounting principles and practices consistent with those used in the preparation of annual consolidated financial statements for the year ended December 31, 2007. Certain information and footnote disclosure normally included in financial statements prepared in accordance with Canadian generally accepted accounting principles has been condensed or omitted. These interim period statements should be read together with the audited consolidated financial statements and the accompanying notes for the year ended December 31, 2007. In the opinion of the Company, its unaudited interim consolidated financial statements contain all adjustments necessary in order to present a fair statement of the results of the interim periods presented.

Certain reclassifications have been made to the prior period financial statements to conform to the current period presentation.

2. NATURE OF OPERATIONS

The Company was incorporated under the laws of the Province of British Columbia and is in the business of exploring and developing its mineral properties. To date, the Company has not earned significant revenues and is considered to be in the exploration stage.

3. CHANGE IN ACCOUNTING POLICIES

Effective January 1, 2008 the Company adopted the following new Canadian accounting pronouncements:

(i) Assessing going concern – Section 1400

The Accounting Standards Board (AcSB) amended the Section 1400, to include requirements for management to assess an entity's ability to continue as a going concern and to disclose material uncertainties related to events or conditions that may cast doubt upon the entity's ability to continue as a going concern.

(ii) Capital disclosures – Section 1535

This new pronouncement establishes standards for disclosing information about an entity's capital and how it is managed. Section 1535 also requires the disclosure of any externally-imposed capital requirements, whether the entity has complied with them, and if not, the consequences.

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3. CHANGE IN ACCOUNTING POLICIES (cont'd...)

(iii) Financial Instruments – Section 3862 and 3863 – Disclosure and Presentation

These new sections 3862 (on disclosures) and 3863 (on presentation) replace Section 3861, revising and enhancing its disclosure requirements, and carrying forward unchanged its presentation requirements. Section 3862 complements the principles for recognizing, measuring and presenting financial assets and financial liabilities in Financial Instruments. Section 3863 deals with the classification of financial instruments, from the perspective of the issuer, between liabilities and equity, the classification of related interest, dividends, losses and gains, and the circumstances in which financial assets and financial liabilities are offset.

The Company is evaluating the impact of these new accounting standards on its consolidated financial statements.

4. RECEIVABLES

The Company's receivables are comprised of \$30,451 (2007 - \$30,451) owed by Geocom Resources Inc. for exploration expenditures incurred on the Lake Illiamna property; \$Nil (2007 - \$158,227) due from NovaGold Resources Inc. for expenditures on the Shotgun property; \$6,827 (2007 - \$Nil) in accrued interest on guaranteed investment certificates; \$1,554 (2007 - \$Nil) for travel expenses, \$14 (2007 - \$Nil) for a shareholder communications overpayment and \$26,570 (2007 - \$12,877) in refundable Goods and Services tax owed to the Company.

5. MARKETABLE SECURITIES

Marketable securities are comprised of the following:

	March 31, 2008		December 31, 2007	
	Market Value	Cost	Market Value	Cost
Geocom Resources Inc. ("Geocom") 200,000 common shares (December 31, 2007 – 200,000 common shares)	\$ 32,000	\$ 75,328	\$ 34,000	\$ 75,328
La Mancha Resources Inc. ("La Mancha") 14,500 common shares (December 31, 2007– 14,500 common shares)	6,235	18,715	6,235	18,715
Latin American Minerals Inc. ("Latin American") 25,000 common shares (December 31, 2007 – 25,000 common shares)	15,500	16,750	27,500	16,750
	\$ 53,735	\$ 110,793	\$ 67,735	\$ 110,793

During the three month period ended March 31, 2008, the Company adjusted its marketable securities to their fair market value. The Company recorded unrealized losses of \$2,000 and \$12,000 on its Geocom and Latin American shares respectively. At March 31, 2008, the Company recorded a net unrealized loss of \$14,000 (December 31, 2007 - \$26,730) on its marketable securities.

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6. EQUIPMENT

Equipment is recorded at cost less accumulated amortization. Amortization is provided annually over the estimated useful life using the following methods:

Computer equipment	30% declining balance
Drill rig and equipment	20% declining balance
Mining analyzer	20% declining balance
Office furniture	20% declining balance
Telephone equipment	30% declining balance
Vehicle	20% declining balance

	Cost	Accumulated Amortization	Net Book Value
Computer equipment	\$ 16,416	\$ 11,610	\$ 4,806
Drill rig and equipment	180,615	83,877	96,738
Mining analyzer	50,640	971	49,669
Office furniture	25,033	15,073	9,960
Telephone equipment	9,480	6,060	3,420
Vehicle	34,554	14,064	20,490
	<u>\$ 316,738</u>	<u>\$ 131,655</u>	<u>\$ 185,083</u>

7. MINERAL PROPERTIES

Mineral property acquisition costs relate to the following properties:

	March 31, 2008	December 31, 2007
Argentina		
Solitario Properties	\$ 595,728	\$ 595,728
El Salto	16,870	16,870
El Tapau	108,091	108,091
Eureka	<u>317,200</u>	<u>317,200</u>
	<u>1,037,889</u>	<u>1,037,889</u>
United States		
Shotgun Claims (Alaska)	425,686	425,686
Lake Iliamna-Bristol Bay (Alaska)	<u>70,571</u>	<u>70,571</u>
	<u>496,257</u>	<u>496,257</u>
	<u>\$ 1,534,146</u>	<u>\$ 1,534,146</u>

7. MINERAL PROPERTIES (cont'd...)

Title to mineral property interests

Title to mineral property interests involve certain inherent risks due to the difficulties of determining the validity of certain claims as well as the potential for problems arising from the frequently ambiguous conveyancing history characteristic of many mineral claims. The Company has investigated title to all of its mineral properties and, to the best of its knowledge, title to all of its interests are in good standing. However, this should not be construed as a guarantee of title. The concessions may be subject to prior claims, agreements or transfers and rights of ownership may be affected by undetected defects.

Solitario Properties (Argentina)

The Company holds interests in several mineral property interests in Argentina. The Company entered into agreements with respect to their mineral property interests as follows:

Batidero Property (Argentina)

The Company granted an option to Tenke Mining Corporation (“Tenke”), a company with a former common director, to acquire a 75% interest in the Batidero mineral properties. Tenke issued 184,000 common shares and incurred exploration expenses totalling \$2,000,000 to earn its interest.

During the year ended December 31, 2007, Tenke transferred its interest to Suramina Resources Inc. (“Suramina”).

Suramina and the Company are currently negotiating a joint venture agreement to share all future costs and revenues on a pro-rata basis.

La Carolina Property (Argentina)

The Company granted an option to Geocom, a company with a common director, to acquire a 50% interest in the La Carolina Property in San Luis, Argentina. Pursuant to the agreement, Geocom issued 200,000 common shares at a value of \$102,500 to earn its interest.

The Company and Geocom entered into an agreement during the year ended December 31, 2005 with Latin American to grant an option to earn a 75% interest in the property.

Latin American is required to:

- i) incur exploration expenditures of US\$1,000,000 by April 4, 2011, providing a minimum expenditure of US\$50,000 on or before April 4, 2007 (incurred), and,
- ii) pay a total of US\$125,000 and issue 125,000 shares of Latin American to the Company and Geocom by April 4, 2010, of which US\$50,000 and 50,000 shares were received as of March 31, 2008.

Upon full vesting of its 75% interest in the property, Latin American will issue an additional 100,000 common shares divided equally between Geocom and the Company.

(See Note 16)

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7. MINERAL PROPERTIES (cont'd...)

Los Azules (Argentina)

The Company granted Xstrata PLC (“Xstrata”) an option to acquire a 100% interest in the Los Azules project in Argentina.

Xstrata earned its 100% interest by making cash payments totaling US\$560,000 (received) and incurring exploration expenditures totalling US\$1,000,000.

The Company has an option to repurchase a 25% interest upon completion of a feasibility study.

La Ortiguita (Argentina)

The Company entered into an agreement during the 2006 fiscal year and an amended agreement in July 2007 granting La Mancha an option to acquire a 75% undivided interest in the La Ortiguita Property located in the San Juan Province of Argentina.

To earn its interest, La Mancha was required to pay US\$192,000 (US\$73,000 received), issue 167,500 common shares (14,500 received at a value of \$18,715), and incur exploration expenditures totalling US\$3,630,000 (US\$500,000 incurred to date) over the remaining period as follows:

- a) Pay US\$33,000, issue 27,000 shares and incur exploration expenditures of US\$450,000 on or before July 15, 2008;
- b) Pay US\$43,000, issue 49,500 shares and incur exploration expenditures of US\$1,080,000 on or before July 15, 2009; and
- c) Pay US\$43,000, issue 76,500 shares and incur exploration expenditures of US\$1,600,000 on or before July 15, 2010.

La Mancha will earn a 42.66% interest upon fulfilment of terms a) and b) and a 75% interest upon the fulfilment of all the terms. The Company will retain a 1.5% net smelter return (“NSR”) royalty purchasable by La Mancha for US\$1,500,000 before July 15, 2010.

El Salto (Argentina)

In 2006, the Company acquired an option to earn a 100% interest in the El Salto property, located in San Juan Province, Argentina. To earn its 100% interest, the Company will pay a total of US\$100,000 and incur US\$1,000,000 in exploration expenditures over five years as follows:

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7. MINERAL PROPERTIES (cont'd...)

El Salto (Argentina) (cont'd...)

- i) Pay US\$8,000 upon signing (paid);
- ii) Pay US\$7,000 (paid) and incur exploration expenditures of US\$75,000 (incurred) on or before August 1, 2007;
- iii) Pay US\$10,000 and incur additional exploration expenditures of US\$150,000 on or before August 1, 2008;
- iv) Pay US\$20,000 and incur additional exploration expenditures of US\$175,000 on or before August 1, 2009;
- v) Pay US\$25,000 and incur additional exploration expenditures of US\$250,000 on or before August 1, 2010; and
- vi) Pay US\$30,000 and incur additional exploration expenditures of US\$350,000 on or before August 1, 2011.

The property is subject to a 1% NSR royalty. The Company has the option to purchase the property outright for US\$500,000 at any time during the exploration period by making five payments of US\$100,000 over the period of five years. If the Company exercises this option, the 1% NSR as well as the exploration expenditures requirement will no longer be applicable.

El Tapau (Argentina)

On August 29, 2007, the Company signed a letter of agreement with Petra Gold Servicio Mineros (“Petra”) and Gustavo Pezzani (both of which are related parties) to earn a 70% interest of their 75% interest in the El Tapau property located in the San Juan Province of Argentina. To earn its 70% interest, the Company will pay a total of US\$1,000,000 over five years and incur US\$3,000,000 in exploration expenditures over four years as follows:

- i) Pay US\$25,000 upon signing (paid)
- ii) Pay US\$75,000 upon execution of a Formal Agreement (paid)
- iii) Pay US\$100,000 and incur exploration expenditures of US\$500,000 on or before December 10, 2008;
- iv) Pay US\$125,000 and incur exploration expenditures of US\$500,000 on or before December 10, 2009;
- v) Pay US\$175,000 and incur exploration expenditures of US\$1,000,000 on or before December 10, 2010;
- vi) Pay US\$200,000 and incur exploration expenditures of US\$1,000,000 on or before December 10, 2011; and
- vii) Pay US \$300,000 on or before December 10, 2012.

The property is subject to a 2% NSR royalty. The Company has the option to purchase the NSR royalty at any time for US\$2,000,000.

Eureka (Argentina)

On March 21, 2007, the Company signed an option agreement to acquire a 75% interest in the Eureka property, a copper-gold prospect located in the Jujuy province of Argentina. To exercise this option, the Company must expend a total of US\$3,000,000 in exploration and option payments as follows:

- i) Pay a total of US\$350,000 by December 19, 2008 (US\$200,000 paid to date)
- ii) Incur minimum exploration expenditures of US\$500,000 per year with a total of US\$2,650,000 being incurred before April 30, 2010.

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7. MINERAL PROPERTIES (cont'd...)

Eureka (Argentina) (cont'd...)

Once the Company has earned its 75% interest, the Company is required to pay every six months after December 19, 2008 US\$150,000 until the property is put into production.

On June 1, 2007, the Company issued 750,000 warrants exercisable at \$0.25 per share until June 1, 2009 with a value of \$51,338. These warrants were issued as finders' fees for the Eureka property option agreement and in accordance with the finders' agreement, 450,000 warrants were exercisable at December 31, 2007, with the remaining 300,000 warrants exercisable at April 30, 2008.

On October 23, 2007, the Company acquired additional claims at the Eureka property for US\$30,000.

On November 22, 2007, the Company acquired an option to acquire additional claims at the Eureka property for US\$15,000. If the Company does not exercise this option by June 1, 2008 it will have a right of first refusal on the claims until June 1, 2009.

(See Note 16)

Shotgun Claims (Alaska)

The Company has a 50% interest in certain unpatented mineral claims located in the Kuskokwim and Bristol Bay district, Alaska.

The claims are subject to a 5% net proceeds royalty.

Lake Iliamna-Bristol Bay (Alaska)

The Company previously entered into a farm-out agreement with BHP Billiton Mineral Exploration Inc. ("BHPB") to acquire the right to earn a 70% interest in certain mineral claim blocks located in the Lake Iliamna-Bristol Bay area, Alaska.

During the year ended December 31, 2003, the Company granted an option to Geocom to earn a 75% interest in the Company's 70% interest in the Lake Iliamna project. To earn its interest, Geocom expended a minimum of US\$500,000 in exploration costs prior to September 26, 2004. Geocom is subject to the same terms and conditions as the Company on the amended farm-out agreement with BHPB.

Through a series of amended agreements with BHPB, the amendment is as follows:

- i) The Company issued 1,000,000 share purchase warrants to BHPB. The fair market value of these warrants using the Black-Scholes option pricing model is \$30,571 and is included in acquisition costs. The warrants are exercisable at an exercise price of \$0.40 per share until November 10, 2006 (expired unexercised);
- ii) The Company completed a drilling program on the D claims and delivered to BHPB all drilling and assay results therefrom and a drilling program on the H claims.

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7. MINERAL PROPERTIES (cont'd...)

Lake Iliamna-Bristol Bay (Alaska) (cont'd...)

BHPB had the right to back in to a 70% ownership of the D claims by financing the project to a feasibility study and to an 80% ownership by financing the property to bring a mine into commercial production. BHPB did not exercise its right. The Company and Geocom agreed to enter into an amended agreement (not completed) on the D Claims on a pro-rata basis of 49% and 51% respectively of the Company's 70% interest. Upon completion of the amended agreement, the Company, Geocom and BHPB will enter into a joint venture agreement on the D Claims.

BHPB had the right to back into a 70% interest and take over operation of the project. BHPB did not exercise its right. The Company agreed with Geocom to enter into an amended agreement (not completed) on the H claims whereby the original interest of Geocom earning 75% of the Company's 70%, which will in turn enter into a joint venture with BHPB ("BHP JV") on the H claims.

8. DEFERRED EXPLORATION COSTS

Deferred exploration costs for the three month period ended March 31, 2008 were incurred on properties in Alaska and Argentina as follows:

2008	Solitario Properties, Argentina	El Salto, Argentina	El Tapau, Argentina	Eureka, Argentina	Shotgun Claims, Alaska	Lake Iliamna Bristol Bay, Alaska	Total
Deferred exploration costs, beginning of period	\$ 1,516,774	\$ 569,712	\$ 406,322	\$ 157,028	\$ 4,709,979	\$ 328,300	\$ 7,688,115
Additions during the period							
Administrative	-	177	137	238	353	-	905
Assays	-	8,348	-	17,058	2,745	-	28,151
Camp costs	-	1,019	178	-	-	-	1,197
Drilling	-	248,875	-	-	-	-	248,875
Field expenditures	61	102,570	3,640	701	-	-	106,972
Field personnel	-	34,394	82,471	32,938	10	-	149,813
Geological consulting	18,529	31,994	31,176	2,151	3,563	188	87,601
Geophysical	-	1,671	-	21,095	-	-	22,766
Maintenance	117,324	-	-	-	-	-	117,324
Mapping	-	5,411	7,633	2,766	-	-	15,810
Miscellaneous	-	467	554	7,186	-	-	8,207
Mobilization	-	-	-	7,007	-	-	7,007
Property leases and taxes	379	-	178	8,774	-	-	9,331
Staking fees	-	-	-	-	452	-	452
Transportation and freight	-	6,586	8,054	1,411	85	-	16,136
Travel and related	-	47,085	2,583	7,850	-	-	57,518
	<u>136,293</u>	<u>488,597</u>	<u>136,604</u>	<u>109,175</u>	<u>7,208</u>	<u>188</u>	<u>878,065</u>
Deferred exploration costs,							

end of period \$ 1,653,067 \$ 1,058,309 \$ 542,926 \$ 266,203 \$ 4,717,187 \$ 328,488 \$ 8,566,180

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9. CAPITAL STOCK AND CONTRIBUTED SURPLUS

	Number of Shares	Amount	Contributed Surplus
Authorized			
Unlimited common shares, without par value			
Unlimited Class "A" non-voting convertible redeemable shares, without par value			
Balance, December 31, 2007	64,809,844	\$ 20,683,912	\$ 1,732,642
Exercise of options	100,000	25,000	-
Exercise of warrants	281,139	79,342	-
Adjustment for exercised options	-	16,690	(16,690)
Adjustment for exercised warrants	-	3,181	(3,181)
Stock-based compensation	-	-	514,256
Balance, March 31, 2008	65,190,983	\$ 20,808,125	\$ 2,227,027

As of March 31, 2008 and December 31, 2007, 1,974,907 Series "A" shares with a stated value of \$Nil are issued.

Stock Options

The Company has a stock option plan under which it is authorized to grant options to directors, employees and consultants, to acquire up to 10% of the issued and outstanding common stock. The exercise price of each option is based on the market price of the Company's stock for a period preceding the date of grant. The options can be granted for a maximum term of 5 years and vest as determined by the board of directors.

As at March 31, 2008, the following incentive stock options are available:

Number of Shares	Exercise Price	Expiry Date
1,600,000	\$ 0.20	May 17, 2009
120,000	0.23	September 6, 2011
1,275,000	0.20	December 11, 2011
400,000	0.35	November 1, 2012
<u>1,800,000</u>	0.25	January 18, 2013
<u>5,195,000</u>		

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9. CAPITAL STOCK AND CONTRIBUTED SURPLUS (cont'd...)

Stock Options (cont'd...)

As at March 31, 2008, the following incentive stock options are fully vested:

Number of Shares	Exercise Price	Expiry Date
1,600,000	\$ 0.20	May 17, 2009
60,000	0.23	September 6, 2011
1,275,000	0.20	December 11, 2011
100,000	0.35	November 1, 2012
<u>1,800,000</u>	0.25	January 18, 2013
<u>4,835,000</u>		

Exercised Stock Options

On January 20, 2008, the Company received \$25,000 from the exercise of 100,000 stock options at \$0.25 per share with a January 20, 2008 expiry date. Capital stock and contributed surplus were each adjusted by \$16,690 for stock-based compensation previously recorded on these exercised stock options.

Expired Stock Options

On January 20, 2008, 875,000 stock options exercisable at \$0.25 per share expired unexercised.

Stock-based compensation

On January 18, 2008, the Company granted 1,800,000 incentive stock options at \$0.25 per share which will expire on January 18, 2013. The Company recognized \$477,435 in stock-based compensation on the consolidated statements of operations and deficit with a corresponding entry to contributed surplus on the balance sheet.

On February 1, 2008, the Company recognized \$32,202 in stock-based compensation for the vesting of 100,000 stock options.

On March 6, 2008, the Company recognized \$4,619 in stock-based compensation for the vesting of 30,000 stock options.

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9. CAPITAL STOCK AND CONTRIBUTED SURPLUS (cont'd...)

Stock-based compensation (cont'd...)

The following assumptions were used for the Black-Scholes option-pricing model calculation of stock options granted during the period:

	2008
Risk-free interest rate	3.47%
Expected life of options	5 years
Expected annualized volatility	208.11%
Dividend	-

Warrants

At March 31, 2008, warrants were outstanding enabling holders to acquire common shares as follows:

Number of Shares	Exercise Price	Expiry Date
3,550,000	\$ 0.27	May 1, 2008
7,250,000	0.30	May 15, 2008
	if not then at \$0.50	May 15, 2009
260,061	0.30	May 15, 2008
	if not then at \$0.50	May 15, 2009
1,287,819	0.25	May 15, 2009
<u>750,000</u>	0.25	June 1, 2009
13,097,880		

Expired Warrants

On January 18, 2008, 87,500 warrants exercisable at \$0.25 per share expired unexercised.

Exercised Warrants

On January 8, 2008, the Company received \$6,250 from the exercise of 25,000 warrants at \$0.25 per share with a January 18, 2008 expiry date.

On January 18, 2008, the Company received \$18,750 from the exercise of 75,000 warrants at \$0.25 per share with a January 18, 2008 expiry date.

On February 15, 2008, the Company received \$54,342 from the exercise of 181,139 warrants at \$0.30 per share with a February 15, 2008 expiry date. Capital stock and contributed surplus were each adjusted by \$3,181 for stock-based compensation previously recorded on these exercised stock options.

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10. RELATED PARTY TRANSACTIONS

During the three month period ended March 31, 2008, the Company entered into the following transactions with related parties not disclosed elsewhere in these financial statements:

- a) Paid or accrued \$22,500 (2007 - \$15,000) for management fees to a company controlled by a director.
- b) Paid or accrued \$4,500 (2007 - \$3,000) for administration fees to the spouse of a director.
- c) Paid or accrued deferred exploration costs of \$58,948 (2007 - \$10,917) to two companies having common directors.
- d) Paid or accrued \$7,722 (2007- \$7,590) for rent to a company having common directors.
- e) Paid or accrued \$28,185 (2007 - \$10,620) for consulting fees to two companies controlled by common directors.
- f) On March 15, 2007, the Company received a \$100,000 short term non-interest bearing loan with no formal terms of repayment from a company controlled by common directors.

Included in accounts payable and accrued liabilities at March 31, 2008 is \$62,715 (2007 - \$76,727) due to a company controlled by an officer and two companies controlled by common directors.

Included in receivables at March 31, 2008 is \$30,451 (2007 - \$30,451) due from a company controlled by a common director for exploration expenditure recoveries.

Related party transactions are in the normal course of operations and were measured at the exchange value, which represented the amount of consideration established and agreed to by the related parties.

11. CAPITAL DISCLOSURE

The Company's capital currently consists of common shares, options and warrants. As the Company is in the exploration stage its principal source of funds is from the issuance of common shares. The Company's capital management objectives are to safeguard its ability to continue as a going concern and to have sufficient capital to be able to meet the Company's property exploration plans to ensure the growth of activities.

12. FINANCIAL INSTRUMENTS

The Company's financial instruments consist of cash, receivables, marketable securities, and accounts payable and accrued liabilities. It is management's opinion that the Company is not exposed to significant interest, currency or credit risks arising from these financial instruments.

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12. FINANCIAL INSTRUMENTS (cont'd...)

Credit risk

The Company does not believe it is subject to any significant credit risk although cash is held in excess of federally insured limits, with major financial institutions.

Currency risk

Cash held in foreign currencies other than the Canadian dollar is subject to currency risk. The Company is exposed to currency risk by incurring certain expenditures in currencies other than the Canadian dollar. The Company does not use derivative instruments to reduce its currency risk.

Risk management

The Company's largest non-monetary assets are its mineral exploration interests in Alaska and Argentina. The Company could accordingly be at risk for foreign currency fluctuations and developing legal and political environments.

The Company does not maintain significant other monetary assets or liabilities in Argentina. The Company relies on local consultants for the management of its exploration activities and for legal and accounting matters.

13. SEGMENTED INFORMATION

The Company operates in one business segment which is the exploration of mineral properties. Geographic information is as follows:

2008	Mineral Properties	Deferred Exploration Costs	Equipment
Capital assets			
Argentina	\$ 1,037,889	\$ 3,520,505	\$ 80,119
Canada	-	-	4,806
United States	<u>496,257</u>	<u>5,045,675</u>	<u>100,158</u>
	<u>\$ 1,534,146</u>	<u>\$ 8,566,180</u>	<u>\$ 185,083</u>

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14. SUPPLEMENTAL DISCLOSURES WITH RESPECT TO CASH FLOWS

	2008	2007
Cash paid during the period for interest	\$ -	\$ -
Cash paid during the period for income taxes	\$ -	\$ -

Significant non-cash transactions during the three month period ended March 31, 2008 included:

- a) The Company allocated \$19,871 for stock options and warrants exercised during the period to capital stock from contributed surplus.
- b) The Company accrued deferred exploration costs of \$649,405.

Significant non-cash transactions during the three month period ended March 31, 2007 included:

- a) The Company capitalized \$6,899 as amortization on the drill and equipment to deferred exploration costs.
- b) The Company accrued deferred exploration costs of \$7,570.

15. COMMITMENT

During the 2007 fiscal year, the Company approved severance payments to directors, officers and senior management in the amount of \$50,000 each, plus \$5,000 per year of involvement with the Company in the event of a takeover.

16. SUBSEQUENT EVENTS

La Carolina Property Agreements

On April 2, 2008, Latin American paid a total of US\$75,000 and issued 175,000 common shares to the Company and Geocom to earn its 75% interest in the La Carolina property.

On April 16, 2008, the Company's joint venture partner, Latin American announced that it has optioned part of its 75% interest in the La Carolina property to CHC Venture Capital S.A. ("CHC").

Under the terms of the option, CHC has the right to acquire a 51% interest in the property from Latin American's 75% interest by making escalating cash payments totaling US\$1,090,000 over four years and by expending US\$750,000 each year over four years (US\$3,000,000 in aggregate) on exploration of the property. No interest is earned by CHC until all of its obligations have been satisfied.

Annual General Meeting

On April 3, 2008, the Company announced that it will hold its Annual General Meeting at 10:00 am on May 29, 2008 at the offices of Armstrong Simpson LLP located at Suite 2080, 777 Hornby Street, Vancouver, British Columbia.

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16. SUBSEQUENT EVENTS (cont'd...)

Exercised Stock Options

On April 4, 2008, the Company received \$5,000 from the exercise of 25,000 stock options at \$0.20 per share with a December 11, 2011 expiry date.

Granted Stock Options

On April 9, 2008, the Company granted 600,000 stock options to a special adviser and an employee which are exercisable at \$0.30 per share until April 9, 2013.

Exercised Warrants

On April 10, 2008, the Company received \$135,000 from the exercise of 500,000 warrants at \$0.27 per share with a May 1, 2008 expiry date.

On April 28, 2008, the Company received \$540,000 from the exercise of 2,000,000 warrants at \$0.27 per share with a May 1, 2008 expiry date.

On May 1, 2008, the Company received \$27,000 from the exercise of 100,000 warrants at \$0.27 per share with a May 1, 2008 expiry date.

Private Placement

On April 17, 2008, the Company completed a brokered private placement of 9,500,000 units ("Units") at \$0.35 per Unit for gross proceeds of \$3,325,000. Each Unit will consist of one common share and one half transferable share purchase warrant. Each full warrant is exercisable into one additional common share of the Company at \$0.50 until October 17, 2009.

The Company paid a commission of \$123,375 and issued 246,000 units with the same terms and conditions as the private placement. The Company also issued 769,500 agents' warrants which entitle the holders to purchase one common share at \$0.50 per common share until October 17, 2009.

As of March 31, 2008, the Company paid \$1,412 in share issue costs which have been reported as deferred financing costs.

Eureka Agreement Amendment

On April 29, 2008, the Company and the Eureka property optionor amended the property option agreement. The Company discovered the existence of an event of *force majeure* under section 7 of the property option agreement which makes it impossible to incur the US\$500,000 in exploration expenditures by April 30, 2008.

The *force majeure* refers to the lack of approval of the environmental impact report filed by the optionor for the purpose of performing exploration activities on the Eureka property.

The amended property option agreement will provide the Company with a 90 day extension from the date the environmental impact report is approved.

Expired Warrants

On May 1, 2008, 950,000 warrants exercisable at \$0.27 expired unexercised.