FORM 51-102F1
MANAGEMENT’S DISCUSSION AND ANALYSIS
FOR THE THREE MONTHS ENDED SEPTEMBER 30, 2018

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The following discussion and analysis, prepared as of November 22, 2018, should be read together with the condensed consolidated interim financial statements for the nine months ended September 30, 2018 and the consolidated financial statements for the years ended December 31, 2017 and 2016 and related notes attached thereto, which are prepared in accordance with International Financial Reporting Standards. All amounts are stated in Canadian dollars unless otherwise indicated

Additional information related to the Company is available for view on the Company's website at www.tnrgoldcorp.com and SEDAR at www.sedar.com.

FORWARD LOOKING STATEMENTS

Certain information included in this discussion may constitute forward-looking statements. Readers are cautioned not to put undue reliance on forward-looking statements. These statements relate to future events or the Company's future performance, business prospects or opportunities. All statements other than statements of historical fact may be forward-looking statements. Forward-looking statements are often, but not always, identified by the use of words such as "seek", "anticipate", "plan", "continue", "estimate", "expect", "may", "will", "project", "predict", "potential", "targeting", "intend", "could", "might", "should", "believe" and similar expressions. These forward-looking statements include statements regarding the future price of copper, lithium or gold, the timing and amount of estimated future production, costs of production, capital expenditures, the success of exploration activities, permitting time lines, currency fluctuations, the requirements of future capital, drill results and the estimation of mineral resources and reserves. These statements involve known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking statements. The Company believes that the expectations reflected in those forward-looking statements are reasonable, but no assurance can be given that these expectations will prove to be correct and such forward-looking statements contained into this report should not be unduly relied upon. These statements speak only as of the date of this report. Actual results and developments are likely to differ, and may differ materially, from those expressed or implied by the forward-looking statements contained in this report. Such statements are based on a number of assumptions, which may prove to be incorrect, including, but not limited to, assumptions about:

- general business and economic conditions;
- the supply and demand for, deliveries of, and the level and volatility of prices of copper, lithium, gold, rare earth elements and other commodity prices;
- the results of drilling and future resource estimates;
- the financial standing of, and the will to see projects through using optimal production methods on the part of companies owning or operating projects on which the Company is due to receive royalties.
- the availability of financing for the Company's development of the projects on reasonable terms;
- the ability to procure equipment and operating supplies in sufficient quantities and on a timely basis; and
- the ability to attract and retain skilled staff.

These forward-looking statements involve risks and uncertainties relating to, among other things, changes in commodity and, particularly, copper, lithium and gold prices, access to skilled mining development personnel, results of exploration and development activities, uninsured risks, regulatory changes, defects in title, availability of materials and equipment, timeliness of government approvals, actual performance of facilities, equipment and processes relative to specifications and expectations and unanticipated environmental impacts on operations. Actual results may differ materially from those expressed or implied by such forward-looking statements. Factors that could cause actual results to differ materially include, but are not limited to, the risk factors hereinabove. Additional risk factors are described in more detail hereinafter. **Investors should not place undue reliance on forward-looking statements as the plans, intentions or expectations upon which they are based might not occur. The Company cautions that the foregoing list of important factors is not exhaustive. Investors and others who base themselves on the Company's forward-looking statements should carefully consider the above factors as well as the uncertainties they represent and the risk they entail. The forward-looking statements contained in this report are expressly qualified by this cautionary statement.**

DESCRIPTION OF BUSINESS

TNR Gold Corp. (the "Company") was incorporated on January 14, 1988 under the laws of the Province of British Columbia. The Company's head office address is Suite 1100, 1111 Melville Street, Vancouver, British Columbia, Canada, V6E 3V6. The registered and records office address is Suite 400 – 725 Granville Street, Vancouver B.C. V7Y 1G5. The Company is listed on the TSX Venture Exchange and trades under the stock symbol "TNR".

The Company is in the business of acquiring and owning royalties which will pay out in future if but only if the related properties go into production. These royalties are currently receivable from companies with copper and lithium operations in Argentina. The Company is also in the business of acquiring and exploring its mineral properties located in Alaska, United States of America, and has not yet determined whether the properties contain reserves that are economically recoverable. In addition, as at the date of this MD&A, the Company holds 3,161,290 common shares in its former subsidiary International Lithium Corp. ("ILC") which is also quoted on the TSX Venture Exchange (TSXV:ILC) and holds certain royalty agreements for copper and lithium projects.

The Company will continue to pursue opportunities to raise additional capital through equity markets and/or debt to fund its exploration and operating activities; however, there is no assurance of the success or sufficiency of these initiatives. The Company's ability to continue as a going concern is dependent upon it securing the necessary working capital and exploration requirements and eventually to generate positive cash flows either from operations or additional financing. The condensed consolidated interim financial statements do not reflect the adjustments to the carrying values of assets and liabilities and the reported expenses and balance sheet classifications that would be necessary if the going concern assumption were inappropriate, and these adjustments could be material.

OVERALL PERFORMANCE

To date, the Company has not yet realized profitable operations and has relied on debt and equity financings and trade credit to fund the losses. The Company recognized a comprehensive loss of $2,380,071 (2017 – income of $1,107,345) during the nine months period ended September 30, 2018.

During the period ended September 30, 2018:

- The Company participated in the private placement of ILC for a total of 900,000 units ("Unit") as a price at a price of $0.20 per Unit in the amount of $180,000. Each Unit consisted of one common share and one-half share purchase warrant. Each warrant is exercisable at a price $0.30 for a period of 24 months from closing.
- The Company sold 5,370,000 ILC common shares for proceeds of $547,983 resulting in a realized loss of $284,458. The adjustment to fair value as at September 30, 2018 resulted in an unrealized loss of $472,546.
- John Davies, a Canadian financial professional with thirty-five years of experience in financial and capital markets related industries, has been appointed as a director of the Company.
- Natalia Lobanova, a media relations specialist with over seventeen years of experience in senior brand management, public relations and marketing, including five years for Canadian public corporations, with particular insights and contacts within the automobile electrification and 'green energy' sectors, as well as related areas of mining and exploration globally, has been appointed as a director of the Company.

EXPLORATION AND EVALUATION ASSETS

A detailed listing and narrative of the Company's properties is included in the condensed consolidated interim financial statements for the period ended September 30, 2018.

Project Updates

Shotgun (Alaska)

The Shotgun project is located 175 kilometres south of the Donlin Gold Project within the Kuskokwim Gold Belt in Southwestern Alaska, an area emerging as a world-class gold district hosting multi-million ounces of gold resources. The Shotgun project includes a number of prospects, including Shotgun Ridge and nearby Winchester. Donlin Gold Project 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 Gold deposit as well as other significant intrusion associated deposits around the world.

The Company has completed a resource estimate at the Shotgun Gold Project. The Shotgun Ridge prospect contains an estimated inferred mineral resource of 20,734,313 tonnes at 1.06 grams per tonne ("g/t") for a total of 705,960 ounces gold ("Au") using a 0.5 g/t Au cut-off. The inferred mineral resource estimate was prepared by Allan Armitage, PhD., P.Geol., of GeoVector Management Inc. in compliance with the standards of disclosure as set out in National Instrument 43-101 – Standards for Disclosure of Mineral Projects ("NI 43-101"). The resource estimate is included in a technical report titled, "Technical Report on the Shotgun Gold Project" and dated May 27, 2013. TNR Gold is targeting a bulk mineable gold deposit at the Shotgun Gold Project and is highly encouraged with the recent resource calculation, which is being incorporated into an updated technical report in accordance with NI 43-101.

The Shotgun Zone mineral resource estimate is based on 34 diamond drill holes (NQ) totalling 4,932.3 metres, with 2,481 assays (0.2 up to 10 metres in length). Holes were drilled by several operators in five drill campaigns conducted between 1984 and 2012. The 34 drill holes are spaced primarily 40 to 100 metres apart in an area of approximately 375 x 300 metres. The drill holes tested mineralization to a vertical depth up to 150 metres.

The Shotgun project contains several gold targets, with most of the historic work having been carried out at Shotgun Ridge. The results of this resource estimate are an indicator to the Company that the Shotgun Ridge may prove up additional resources with further drilling. A table of the resource estimates at select cut-off grades is given below.

Shotgun Resource Estimate - modelled at a ~ 0.3 to 0.5 g/t cut-off.

Au Cut-off	**Tonnes**	**Grade (g/t)**	**Ounces**
0.3 g/t	24,509,842	0.96	759,442
0.5 g/t	20,734,313	1.06	705,960
0.7 g/t	14,779,225	1.24	590,600
1.0 g/t	9,101,458	1.49	437,365

The Company believes that the reported grade of 1.06 g/t Au at a 0.5 g/t Au cut-off is a realistic target for continued resource expansion and that this grade and cut-off combination is in line with other bulk mineable gold deposits in the region. Based on the recently identified structural model of mineralization and associated geophysical signatures that are duly coincident with the mineral resource shell and the mineralization model parameters, there are several targets at surface in close proximity to the defined resource that have never been drill tested. These targets will be a priority for future drill campaigns.

The Shotgun gold mineralization is associated with intrusions of various compositions (incl. granite porphyry), which intruded the Cretaceous sedimentary rocks of the Kuskokwim Group. Mineralization was emplaced within a transpressional environment evidenced by northeast oriented right lateral strike slip faulting and open folding with northwest oriented axes. In the Shotgun Zone, northwest oriented dilational jogs or relay zones host mineralized quartz breccias. A resource model for the Shotgun Zone was constructed based on the distribution of the gold mineralization (> 0.3 to 0.5 g/t Au) and this model was used to constrain the composite values chosen for interpolation, and the ore blocks reported in the mineral resource. A block model (x –548000, y – 6697000, z – 800, no rotation) with block dimensions of 5 x 5 x 5 metres in the x, y and z directions was placed over resource model solids with only that proportion of each block below the topographic/overburden surface and inside the solid recorded. Grades for gold were interpolated into the blocks by the inverse distance squared ("ID2") method using a minimum of 2 and maximum of 12 composites to generate block grades in the Inferred resource category.

The search ellipse used to interpolate grade into the blocks measured 110 x 60 x 110 (Principle Az – 235°, Principle Dip - 25°, Intermediate Az.- 325°). The size and orientation of the search ellipse approximates the strike, dip and thickness of the resource model and takes into account the limited drilling and relatively wide spacing of the drilling.

Two-metre composite samples were used in the resource estimation. An average specific gravity (SG) of 2.60 was used for the resource estimate. The average SG value is based on limited SG testing (18 samples) of representative mineralized core from 11 drill holes that intersect the resource model. Gemcom GEMS 6.4.1 software was used to complete the resource estimate.

GeoVector has estimated a range of inferred resources at various Au g/t cut-off grades (COG) for the Shotgun Zone. The current inferred resource is stated using a grade cut-off of 0.50 g/t Au. A cut-off grade of 0.50 is considered a reasonable economic cut-off grade for the Shotgun zone to maximize the grade of the resource while maintaining a coherent model of the resource. A COG of 0.50 is a reasonable cut-off for this type of Au deposit in this region (eg. Donlin, Livengood).

Afzaal Pirzada, P. Geo., a Qualified Person under the meaning of NI 43-101 and a consultant of the Company, is responsible for the technical content of this Management's Discussion and Analysis.

Mariana Lithium Project (Argentina)

The Company retains a 1.8% NSR royalty on the Mariana Lithium property in Argentina. ILC has a right to repurchase 1.0% of the NSR royalty on the Mariana Lithium property of which 0.9% relates to the Company's NSR interest. The Company would receive $900,000 on the execution of the repurchase. The project is currently being advanced in a joint venture between ILC and Ganfeng Lithium International Co. Ltd.

Los Azules Project (Argentina)

The Company has an NSR on the Los Azules Project of 0.36%. The porphyry copper exploration project is owned and operated by McEwen Mining Inc.

SUMMARY OF QUARTERLY RESULTS

	For the Quarters Ended			
	September 30, 2018	June 30, 2018	March 31, 2018	December 31, 2017
Total assets	$ 1,158,196	$ 1,415,943	$ 1,547,620	$ 2,271,212
Working capital (deficiency)	(4,345,966)	(3,895,617)	(3,670,756)	1,262,837
Shareholders' equity (deficiency)	(4,345,966)	(3,895,617)	(3,670,756)	(2,701,826)
Income (loss) for the period	(594,042)	(331,386)	(1,454,643)	34,232
Basic and diluted income (loss) per share	(0.00)	(0.00)	(0.01)	0.00

	For the Quarters Ended			
	September 30, 2017	June 30, 2017	March 31, 2017	December 31, 2016
Total assets	$ 1,602,877	$ 1,284,252	$ 1,912,829	$ 306,481
Working capital (deficiency)	1,311,986	1,033,021	1,628,749	(595,470)
Shareholders' equity	(3,163,098)	(3,247,494)	(2,457,197)	(4,299,415)
Income (loss) for the period	46,247	(790,297)	1,851,395	(272,625)
Basic and diluted income (loss) per share	0.00	(0.01)	0.01	(0.00)

During the period ended September 30, 2018, the change in working capital deficiency was primarily due to the loan payable and convertible debenture receivable becoming current.

RESULTS OF OPERATIONS

Nine months ended September 30, 2018 and 2017

The Company recognized comprehensive loss of $2,380,071 (2017 – income of $1,107,345) during the nine months ended September 30, 2018.

The following non-recurring transactions occurred in the period ended September 30, 2017:

> On January 1, 2017, the Company sold 135,000 ILC common shares for proceeds of $21,540 and recognized a gain of $21,047. On January 2, 2017, the Company transferred 1,214,710 ILC shares to creditors to settle accounts payables in the amount of $398,710 and recognized a gain on debt settlement of $394,269. Following these transactions, the Company determined that it no longer had significant influence over ILC. Consequently, the Company ceased equity accounting for the ILC common shares and now accounts for the ILC common shares as marketable securities. The reclassification to marketable securities adjusts the value of the ILC common shares to fair value based on the quoted market price. On January 2, 2017, the fair value of the investment was $2,183,220 resulting in an unrealized gain of $2,009,898, net of accumulated other comprehensive loss of $2,279.

The following non-recurring transactions occurred in the period ended September 30, 2018:

- The Company sold 5,370,000 ILC common shares for net proceeds of $547,983 resulting in a loss of $284,458.

- The adjustment to fair value of the Company's holdings of ILC common shares as at September 30, 2018 resulted in an unrealized loss of $472,546.

Significant trends and accounts contributing to the recurring transactions of the Company are discussed as follows:

- Argentina administration recovery of $2,931 (2017 – expense of 3,000) were for a reversal of expense accrual for support services in Argentina.

- Interest and bank charges of $704,241 (2017 - $586,638) relates to the coupon interest (10%) and accretion of a financing discount on the loan payable at an effective rate of 20% and principal amount of $4,310,448.

- Management fees of $27,000 (2017 - $40,000) were lower in the current period following management changes in the period.

- Professional fees of $56,418 (2017 - $92,609) were lower in the current period as the Company has reduced ongoing service costs.

- Share-based payments of $355,571 (2017 - $38,149) relate to the value of options granted and vesting in the period.

Three months ended September 30, 2018 and 2017

The Company recognized comprehensive loss of $594,042 (2017 – income of $46,247) during the three months ended September 30, 2018.

The following non-recurring transactions occurred in the period ended September 30, 2018:

- The Company sold 960,500 ILC common shares for net proceeds of $99,348 resulting in a loss of $49,530.

- The adjustment to fair value of the Company's holdings of ILC common shares as at September 30, 2018 resulted in an unrealized loss of $27,723.

Significant trends and accounts contributing to the recurring transactions of the Company are discussed as follows:

- Interest and bank charges of $234,882 (2017 - $197,500) relates to the coupon interest (10%) and accretion of a financing discount on the loan payable at an effective rate of 20% and principal amount of $4,310,448.

- Management fees of $9,000 (2017 - $9,000) were lower in the current period following management changes in the period.

- Share-based payments of $143,693 (2017 - $38,149) relate to the value of options granted and vesting in the period.

LIQUIDITY AND CAPITAL RESOURCES

To date, the Company has not yet realized profitable operations and has relied on debt and equity financings and trade credit to fund the losses. The Company currently requires either additional financing or the disposal of some of its assets to continue in business and, if additional financing is required, there can be no assurances that such financing will be available or if available, will be on reasonable terms. The Company has the ability to sell assets of up to $500,000 without consultation with its lender of the loan payable. The Company will consider divesting of shares in ILC to provide financial resources.

The condensed consolidated interim financial statements of the Company have been prepared using accounting policies applicable to a going concern, which contemplate the realization of assets and settlement of liabilities in the normal course of business as they fall due for the foreseeable future. The Company has not generated revenue from operations and with a working capital deficit of $4,345,966; additional financing will be required in the foreseeable future to fund the Company's established business plan. These circumstances comprise a material uncertainty which may lend significant doubt as to the ability of the Company to meet its obligations as they fall due and, accordingly, the ultimate appropriateness of the use of accounting principles applicable to a going concern.

Net cash used in operating activities during the period ended September 30, 2018 was $418,507 (2017 – $508,347) representing the expense of general administrative costs, net of changes in working capital.

Net cash provided by investing activities during the period ended September 30, 2018 was $456,033 (2017 – $411,991). During the current period, the Company generated proceeds of $547,893 from the sale of ILC shares and purchased $91,860 of ILC shares.

The Company may benefit from royalty arrangements once certain major copper and lithium projects come to production. These projects have not yet reached development. There is a risk that planned projects could be delayed or not yield as much as expected, and if so this will affect the Company's anticipated cash flows, possibly requiring the shortfall to be financed. There can be no assurance that the Company will be able to obtain adequate financing in the future or that the terms of such financing will be favourable. If adequate financing is not available when required, the Company may be required to delay, scale back or eliminate various programs and ultimately may be unable to continue in operation. The Company may seek such additional financing through debt or equity offerings, but there can be no assurance that such financing will be available on terms acceptable to the Company or at all. Any equity offering will result in dilution to the ownership interests of the Company's shareholders and may result in dilution to the value of such interests.

RELATED PARTY TRANSACTIONS

Management Compensation and other related party transactions

During the nine-month periods ended September 30, 2018 and 2017, the Company entered into transactions with key management personnel as follows:

Transaction	Relationship	2018	2017
Management fees	0819351 BC Ltd. – Gary Schellenberg, Former President and Director	-	7,000
Management fees	Kirill Klip, Director and executive officer	27,000	27,000
Administration fees (Argentina)	Roberto Lara, Officer of Compania Minera Solitario	(2,931)	3,000
Administration fees	Heather Schellenberg, Spouse of a Former Director	-	2,000
Rent (office)	Coast Mountain Geologial Ltd. – Gary Schellenberg, Former President and Director	-	2,000
IT services	Convendia Ltd. - John Wisbey, Former Director	12,535	-
Consulting fees	Maurice Brooks, Director	9,000	8,000
Consulting fees	Pat Fong, Former CFO	-	5,260
Consulting fees	619517 BC Ltd. Jerry Bella, Former CFO	-	6,000
Consulting fees	Blacksmith Metals Exploration – Anthony Kovacs, COO	27,000	27,000
Director fees	Kirill Klip	4,500	4,500
Director fees	Maurice Brooks	4,500	4,500
Director fees	Greg Johnson, Director	4,500	4,500
Director fees	Ross Thompson, Director	4,500	4,500
Director fees	John Wisbey, Former Director	500	4,500
Stock based compensation	Directors, former director and officers	275,211	-

Accounts payable and accrued liabilities include amounts due to directors, officers and former directors and officers at September 30, 2018 of $15,936 (December 31, 2017 - $76,698). With the exception of the short-term promissory note described below, all amounts are non-interest bearing and have no formal terms of repayment.

Included in accounts payable and accrued liabilities as at September 30, 2018 and December 31, 2017 is a short-term promissory note payable to a director of the Company's subsidiary. The promissory note has a principal balance of US$25,000 which accrues interest at a rate of 12% per annum. The promissory note was granted with respect to the termination of a formal compensation arrangement with the Director.

During the period ended September 30, 2017, the Company transferred ownership of 1,214,710 (2016 – nil) common shares of ILC to directors, officers and former directors and officers of the Company to settle accounts payable of $398,710 and recognized a gain on debt settlement of $394,269.

Commitments - Consulting agreements

The Company has entered into consulting agreements with two officers, being Anthony Kovacs and Kirill Klip, of the Company for the provision of consulting services at a current cost of $72,000 and $180,000 per annum respectively. The agreements renew annually at the discretion of the Company's compensation committee. If either of the agreements are terminated without cause, the Company is required to pay a lump sum equal to the greater of (a) one months' fees for each period the consultant has acted on behalf of the Company and (b) twelve months' worth of fees. Should the Company be subject to a change in control and the consultant terminated without cause, the Company must pay an amount equal to three times the prior twelve months' gross pay.

Commitments - Bonus

In the event the Company completes the sale of its subsidiary, Compania Minera Solitario, S.A. ("Solitario") or its NSR in the Los Azules Project, a bonus of up to US$200,000 is payable to Roberto Lara, a Director of Solitario. The bonus is calculated as 0.5% of net proceeds received by the Company in the aforementioned transaction.

CRITICAL ACCOUNTING POLICIES

Significant accounting judgments and estimates

The preparation of these condensed consolidated interim financial statements requires management to make judgments and estimates and form assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of expenses during the reporting period. On an ongoing basis, management evaluates its judgments and estimates in relation to assets, liabilities and expenses. Management uses historical experience and various other factors it believes to be reasonable under the given circumstances as the basis for its judgments and estimates. Actual outcomes may differ from these estimates.

The most significant estimates relate to the valuation of deferred income tax amounts, value of marketable securities, certain financial instruments, impairment testing and calculation of share-based payments. Share-based payments, as measured with respect to stock options granted, are estimated by reference to the Black-Scholes pricing model. Value of marketable securities is based on the closing share price on the date of the Statement of Financial Position and may be influenced by trading volume activities. The Company has reviewed its exploration and evaluation assets for indications of impairment and adjusted the carrying values of the exploration and evaluation assets to reflect management's decision to impair certain properties. The value of deferred tax assets is evaluated based on the probability of realization; the Company has assessed that it is improbable that such assets will be realized and has accordingly not recognized a value for deferred tax assets. Management is required to make estimates when determining the valuation of its convertible debenture receivable. The convertible debenture receivable, and the associated conversion feature (which comprise the Derivative asset on the Statement of Financial Position), required option pricing models that involved various estimates and assumptions.

The most significant judgments relate to the functional currency of the Company and its subsidiaries and previously the determination to apply equity accounting on its investment in associate which was based on significant influence resulting from common directorship.

Adoption of new accounting standard

On January 1, 2018, the Company adopted IFRS 9 – Financial Instruments ("IFRS 9") which replaced IAS 39 – Financial Instruments: Recognition and Measurement. IFRS 9 provides a revised model for recognition and measurement of financial instruments and a single, forward-looking 'expected loss' impairment model. IFRS 9 also includes significant changes to hedge accounting. The standard is effective for annual periods beginning on or after January 1, 2018.

The following summarizes the significant changes in IFRS 9 compared to the current standard:

- IFRS 9 uses a single approach to determine whether a financial asset is classified and measured at amortized cost or fair value. The classification and measurement of financial assets is based on the Company's business models for managing its financial assets and whether the contractual cash flows represent solely payments for principal and interest.
- The adoption of the new "expected credit loss" impairment model under IFRS 9, as opposed to an incurred credit loss model under IAS 39, had no impact on the carrying amounts of our financial assets on the transition date given the Company transacts exclusively with large international financial institutions and other organizations with strong credit ratings.
- Prior periods were not restated and no material changes resulted from adopting this new standard.

IFRS 9 resulted in the Company no longer separating the embedded derivative from its host contract and the entire asset is measured at fair value through profit or loss. The adoption of IFRS 9 resulted in balances shown as convertible debenture receivable and derivative asset as at December 31, 2017 to be combined into a single figure and shown as convertible debenture receivable as at September 30, 2018. The Company adopted the standard retrospectively.

New standard not yet adopted

A number of new standards, amendments to standards and interpretations applicable to the Company are not yet effective for the nine months ended September 30, 2018 and have not been applied in preparing these condensed interim consolidated financial statements. The new and revised standards are as follows:

- IFRS 16 – Leases: On January 13, 2016, the IASB issued the final version of IFRS 16 Leases. The new standard will replace IAS 17 Leases and is effective for annual periods beginning on or after January 1, 2019. IFRS 16 eliminates the classification of leases as either operating leases or finance leases for a lessee. Instead, all leases are treated in a similar way to finance leases applying IAS 17. IFRS 16 does not require a lessee to recognize assets and liabilities for short term leases (i.e. leases of 12 months or less) and leases of low-value assets. The Company is evaluating the effect of this standard on the Company's consolidated financial statements.
- IFRIC 23 – Uncertainty Over Income Tax Treatments: clarifies how to apply the recognition and measurement requirements in IAS 12 when there is uncertainty over income tax treatments. It is effective for annual periods beginning on or after January 1, 2019 with early adoption permitted. The Company does not expect that the adoption of this standard will have a material effect on the Company's consolidated financial statements.

FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS

The Company is exposed to various financial instrument risks and assesses the impact and likelihood of this exposure. These risks include credit risk, currency risk, interest rate risk and liquidity risk. Where material, these risks are reviewed and monitored by the Board of Directors.

Please refer to Note 10 of the accompanying condensed consolidated interim financial statements for further details.

OFF-BALANCE SHEET ARRANGEMENTS

The Company does not have any off-balance sheet arrangements as at September 30, 2018.

PROPOSED TRANSACTIONS

The Company does not have any proposed transactions as at September 30, 2018 other than as disclosed elsewhere in this document.

CONTINGENCY

The Company is aware of an ongoing investigation by the Argentine Central Bank related to an alleged error in certain compliance filings made in Argentina by its subsidiary before 2013. The outcome of the investigation is uncertain. The Company has completed the requisite filings and is working to resolve the investigation. The applicable legislation in Argentina has changed and Company believes that this matter will have the more favorable probability to be resolved positively.

OUTSTANDING SHARE DATA

The following table summarizes the outstanding share capital as of the date of the MD & A:

	Number of shares issued or issuable
Common shares	157,016,447
Stock options	15,200,000
Stock warrants	7,200,000

MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

Information provided in this report, including the financial statements, is the responsibility of management. In the preparation of these statements, estimates are sometimes necessary to make a determination of future value for certain assets or liabilities. Management believes such estimates have been based on careful judgments and have been properly reflected in the accompanying financial statements. Management maintains a system of internal controls to provide reasonable assurances that the Company's assets are safeguarded and to facilitate the preparation of relevant and timely information.

BUSINESS RISKS

Companies in the exploration stage face a variety of risks and, while unable to eliminate all of them, the Company aims at managing and reducing such risks as much as possible. The Company faces a variety of risk factors such as project feasibility and practically, risks related to determining the validity of mineral property title claims, grant of mining permits, commodities prices, changes in laws and environmental laws and regulations. Management monitors its activities and those factors that could impact them in order to manage risk and make timely decisions. Given that a large part of the Company's value may in future derive from the value of its royalties, the Company is heavily dependent on similar risks faced by its partners which could delay or curtail production.

Risks and uncertainties the Company considers material in assessing its financial statements are described below.

TNR will require additional funding

At September 30, 2018, the Company held cash of $40,047 and had current liabilities of $5,504,162. Which includes, the Company`s loan payable maturing on January 31, 2019. The Company has historically relied upon equity subscriptions to satisfy its capital requirements and will likely continue to depend upon these sources to finance its activities. There can be no assurances that the Company will be successful in raising the desired level of financing on acceptable terms.

TNR and/or its partners will require various permits to enable it and them to conduct its current and anticipated future operations

The Company's or its partners current and anticipated future operations, including further exploration and development activities and the commencement of production from the Company's exploration and evaluation assets in the USA, Argentina or other countries requires the granting of the necessary permits from various federal, state and local authorities. The granting, continuing validity and enforcement of the terms of such concessions and permits are, as a practical matter, often subject to the discretion of the applicable governments or government officials. There can be no assurance that all concession and permits that the Company or its partners require will be obtainable on reasonable terms, or at all, or will continue to be valid. Further, delays or failure to obtain such concession and permits, the withdrawal, expiry or non-renewal of existing concessions and permits, or failure to comply with the terms of such concessions and permits could have a material adverse impact on the Company.

TNR and its partners are subject to government regulation

The Company's and its partners' mineral exploration is, and any development activities will be, subject to various laws governing exploration, development, production, taxes, labour standards and occupational health, mine safety, environmental protection, toxic substances, land use, water use and other matters. Failure to comply with applicable laws and regulations may result in civil or criminal fines or penalties or enforcement actions, including orders issued by regulatory authorities curtailing the Company's or its partners operations or requiring corrective measures, any of which could result in the Company incurring substantial expenditures or delays in receiving royalty revenues. No assurance can be given that new rules and regulations will not be enacted or that existing rules and regulations will not be applied in a manner which could limit or curtail exploration or development.

Exploration, development and mining activities can be hazardous and involve a high degree of risk

The Company's operations are subject to all the hazards and risks normally encountered in the exploration, development and production of base or precious metals, including, without limitation, unusual and unexpected geologic formations, seismic activity, rock bursts, pit-wall failures, cave-ins, flooding and other conditions involved in the drilling and removal of material, any of which could result in damage to, or destruction of, mines and other producing facilities, damage to life or property, environmental damage and legal liability. Milling operations, if any, are subject to various hazards, including, without limitation, equipment failure and failure of retaining dams around tailings disposal areas, which may result in environmental pollution and legal liability.

TNR may be adversely affected by fluctuations in commodity prices

The value and price of the Company's common shares, the Company's financial results, and exploration, development and mining activities of the Company, if any, may be significantly adversely affected by declines in the price of copper, lithium, gold and other key commodities. Mineral prices fluctuate widely and are affected by numerous factors beyond the Company's control such as interest rates, exchange rates, inflation or deflation, global and regional supply and demand, and the political and economic conditions of mineral producing countries throughout the world.

Infrastructure

Exploration, development and ultimately mining and processing activities depend, to one degree or another, on the availability of adequate infrastructure. Reliable air service, roads, bridges, power sources and water supply are significant contributors in the determination of capital and operating costs. Inadequate infrastructure could significantly delay or prevent the Company exploring and developing its projects and could result in higher costs.

TNR does not and likely will not insure against all risks

The Company's insurance will not cover all the potential risks associated with a mining company's operations. The Company may also be unable to maintain insurance to cover these risks at economically feasible premiums. Insurance coverage may not continue to be available or may not be adequate to cover any resulting liability. Moreover, insurance against risks such as environmental pollution or other hazards as a result of exploration and production is not generally available to the Company or to other companies in the mining industry on acceptable terms. The Company might also become subject to environmental liability or other hazards which may not be insured against or which we may elect not to insure against because of premium costs or other reasons. Losses from these events may cause TNR to incur significant costs that could have a material adverse effect upon its financial condition and results of operations.

TNR may be subject to disputes

The Company may be involved in disputes with other parties in the future, which may result in litigation or arbitration. The results of litigation or arbitration cannot be predicted with certainty. If the Company is unable to resolve these disputes favorably, it may have a material adverse impact on the Company.

TNR is dependent on key personnel

The Company's success depends in part on its ability to recruit and retain qualified personnel. Due to its relative size, the loss of the services of one or more of such key management personnel could have a material adverse effect on the Company. In addition, despite its efforts to recruit and retain qualified personnel, even when those efforts are successful, people are fallible and human error could result in a significant uninsured loss to the Company.

TNR's officers and directors may have potential conflicts of interest

TNR's directors and officers may serve as directors and/or officers of other public and private companies and devote a portion of their time to managing other business interests. This may result in certain conflicts of interest. To the extent that such other companies may participate in ventures in which the Company is also participating, such directors and officers may have a conflict of interest in negotiating and reaching an agreement with respect to the extent of each company's participation. However, applicable law requires the directors and officers to act honestly, in good faith, and in the best interests of the Company and its shareholders and in the case of directors, to refrain from participating in the relevant decision in certain circumstances.

OUTLOOK

The Company's primary focus for the foreseeable future will be to concentrate its efforts on the development of the Shotgun Property and to look at alternatives for its royalty interest in the Los Azules property. The Company is evaluating is options for financial resources to bring these objectives forward.