CONSOLIDATED FINANCIAL STATEMENTS

(Expressed in Canadian Dollars)

FOR THE YEARS ENDED DECEMBER 31, 2022 AND 2021

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INDEPENDENT AUDITORS' REPORT

To the Shareholders and Directors of TNR Gold Corp.

Opinion

We have audited the consolidated financial statements of TNR Gold Corp. and its subsidiaries (the "Company") which comprise the consolidated statements of financial position as at December 31, 2022 and 2021, the consolidated statements of comprehensive loss, cash flows and changes in deficiency for the years then ended, and the related notes comprising a summary of significant accounting policies and other explanatory information (together, the "Financial Statements").

In our opinion, the accompanying Financial Statements present fairly, in all material respects, the financial position of the Company as at December 31, 2022 and 2021, and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board.

Basis for Opinion

We conducted our audits in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the *Auditors' Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audits of the Financial Statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of Matter – Material Uncertainty Related to Going Concern

We draw attention to Note 1 of the accompanying Financial Statements, which describes matters and conditions that indicate the existence of material uncertainties that may cast significant doubt about the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Financial Statements of the current year. These matters were addressed in the context of our audit of the Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Except for the matter described in the Material Uncertainty Related to Going Concern section, we have determined that there are no other key audit matters to communicate in our auditors' report.

Other Information

Management is responsible for the other information, which comprises the information included in the Company's Management Discussion & Analysis to be filed with the relevant Canadian securities commissions.

Our opinion on the Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Financial Statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the Financial Statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed on this other information, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the Financial Statements in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board, and for such internal control as management determines is necessary to enable the preparation of Financial Statements that are free from material misstatement, whether due to fraud or error.

In preparing the Financial Statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditors' Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Financial Statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Financial Statements, including the disclosures, and whether the Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Company to express an opinion on the Financial Statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Financial Statements of the current period and are, therefore, the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in this independent auditors' report is Waseem Javed.

Manning Elliott LLP

CHARTERED PROFESSIONAL ACCOUNTANTS

Vancouver, Canada

April 20, 2023

TNR GOLD CORP.
CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
(Expressed in Canadian Dollars)
AS AT

	December 31, 2022	December 31, 2021
ASSETS		
Current assets		
Cash	$ 233,439	$ 1,091
Receivables	2,184	3,293
Prepaids	36,776	14,159
Marketable securities (Note 3)	1,612	5,978
Total assets	$ 274,011	$ 24,521
LIABILITIES		
Current liabilities		
Accounts payable and accrued liabilities (Note 7)	$ 211,866	$ 315,631
Loan payable (Note 5)	7,167,541	6,852,829
	7,379,407	7,168,460
Deficiency		
Share capital (Note 6)	36,864,170	36,693,213
Reserves (Note 6)	6,108,963	5,937,699
Deficit	(50,078,529)	(49,774,851)
	(7,105,396)	(7,143,939)
Total liabilities and deficiency	$ 274,011	$ 24,521

Nature and continuance of operations (Note 1)
Commitments (Note 7)
Subsequent events (Note 11)

On behalf of the Board on April 20, 2023

"Kirill Klip" Director *"John Davies"* Director

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

TNR GOLD CORP.
CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS
(Expressed in Canadian Dollars)

	Years ended December 31, 2022	2021
OPERATING EXPENSES		
Administration fees (Note 7)	$ 23,487	$ 22,566
Consulting fees (Note 7)	106,000	98,200
Directors' fees (Note 7)	137,600	135,742
Foreign exchange (gain) loss	(1,764)	236
Interest, accretion and bank charges (Note 5)	1,215,421	1,056,363
Management fees (Note 7)	120,000	120,000
Office and miscellaneous	51,292	45,717
Professional fees	168,358	122,777
Property expenditures	99,222	31,577
Shareholder communications	22,314	25,103
Share-based payments (Note 6 and 7)	153,014	302,913
Transfer agent and filing fees	13,451	8,910
Total operating expenses	(2,108,395)	(1,970,104)
Other income and expense		
Gain on disposition of NSR interest (Note 4)	915,670	-
Gain on extinguishment of debt (Note 5)	893,413	19,432
Unrealized loss on marketable securities (Note 3)	(4,366)	(6,545)
Total other income	1,804,717	12,887
Net and comprehensive loss for the year	$ (303,678)	$ (1,957,217)
Basic and diluted loss per common share	$ (0.00)	$ (0.01)
Weighted average number of common shares outstanding – basic and diluted	190,089,410	185,119,331

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

TNR GOLD CORP.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Expressed in Canadian Dollars)
FOR THE YEARS ENDED DECEMBER 31

	2022	2021
CASH FLOWS USED IN OPERATING ACTIVITIES		
Net loss for the year	$ (303,678)	$ (1,957,217)
Items not affecting cash:		
Interest and accretion expense	1,208,125	1,049,564
Share-based payments	153,014	302,913
Gain on extinguishment of debt	(893,413)	(19,432)
Gain on disposition	(915,670)	-
Unrealized loss on marketable securities	4,366	6,545
Changes in non-cash working capital items:		
Receivables	1,109	431
Prepaids	(22,617)	(12,933)
Accounts payable and accrued liabilities	(103,765)	(65,943)
Net cash used in operating activities	(872,529)	(696,072)
CASH FLOWS FROM INVESTING ACTIVITIES		
Proceeds from disposition of NSR	915,670	-
Net cash provided by investing activities	915,670	-
CASH FLOWS FROM FINANCING ACTIVITIES		
Shares issued for cash	203,500	664,500
Share issuance costs	(14,293)	(12,061)
Net cash provided by financing activities	189,207	652,439
Net change in cash	232,348	(43,633)
Cash, beginning of the year	1,091	44,724
Cash, end of the year	**$ 233,439**	**$ 1,091**

There were no significant non-cash transactions during the year ended December 31, 2022 and 2021.

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

TNR GOLD CORP.
CONSOLIDATED STATEMENTS OF CHANGES IN DEFICIENCY
(Expressed in Canadian Dollars)

	Share capital				
	Number	**Amount**	**Reserves**	**Deficit**	**Total**
Balance, December 31, 2020	173,279,780	$ 36,040,774	$ 5,634,786	$ (47,817,634)	$ (6,142,074)
Shares issued for cash	13,290,000	664,500	-	-	664,500
Share issuance costs	333,000	(12,061)	-	-	(12,061)
Share-based payments	-	-	302,913	-	302,913
Comprehensive loss for the year	-	-	-	(1,957,217)	(1,957,217)
Balance, December 31, 2021	186,902,780	36,693,213	5,937,699	(49,774,851)	(7,143,939)
Shares issued for cash	4,070,000	185,250	18,250	-	203,500
Share issuance costs	-	(14,293)	-	-	(14,293)
Share-based payments	-	-	153,014	-	153,014
Comprehensive loss for the year	-	-	-	(303,678)	(303,678)
Balance, December 31, 2022	190,972,780	$ 36,864,170	$ 6,108,963	$ (50,078,529)	$ (7,105,396)

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

1. NATURE AND CONTINUANCE OF OPERATIONS

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 1120 – 789 Pender Street, Vancouver, British Columbia, Canada, V6C 1H2. 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 but only if the related properties go into production. These royalties are currently receivable from companies with copper, gold, silver and lithium operations in Argentina. The Company is also in the business of acquiring and exploring its mineral properties located in the United States.

These consolidated 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 has a working capital deficiency of $7,105,396 (December 31, 2021: $291,110) and an accumulated deficit of $50,078,529 at December 31, 2022 (December 31, 2021: $49,774,851).

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. These circumstances indicate the existence of a material uncertainty which may cast 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. These consolidated financial statements do not reflect the adjustments to the carrying values of assets and liabilities and the reported expenses and statement of financial position classifications that would be necessary if the going concern assumption were inappropriate, and these adjustments could be material.

2. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES

Statement of Compliance

These consolidated financial statements, including comparatives, have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations issued by the International Financial Reporting Interpretations Committee ("IFRIC").

Basis of Presentation

The consolidated financial statements have been prepared on a historical cost basis except for certain financial instruments classified as financial instruments at fair value through profit or loss, which are stated at fair value. In addition, these consolidated financial statements have been prepared using the accrual basis of accounting except for cash flow information.

The consolidated financial statements of the Company are presented in Canadian dollars, which is the functional currency of the parent company and its subsidiaries.

2. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES (cont'd)

Principles of consolidation

These consolidated financial statements include the accounts of the Company and its subsidiaries. All inter-company transactions and accounts have been eliminated upon consolidation. The Company's subsidiaries are as follows:

	Country of Incorporation	Principal Activity	Effective Interest
0828073 BC Ltd.	Canada	Holding company	90%
Ameri Gold Corp.	Canada	Holding company	100%
Bristol Exploration Co. Inc. ("Bristol")	USA	Holding company	90%
Compania Minera Solitario de Argentina S.A. ("Solitario")	Argentina	Mining company	100%
TNR Gold Investment Corp.	British Virgin Islands	Holding company	100%
TNR Gold Holdings Corp.	British Virgin Islands	Holding company	100%

Significant accounting judgments and estimates

The preparation of these consolidated 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 consolidated 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 calculation of share-based payments, valuation of marketable securities, valuation of deferred income tax amounts, and applicable discount rates used. Share-based payments, as measured with respect to stock options granted, are estimated by reference to the Black-Scholes option pricing model; a detailed discussion of management's estimates with respect to the pricing model is found in Note 6. The value of marketable securities is based on the closing share price on the date of the consolidated statement of financial position and may be influenced by trading volume activities. 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 also uses estimates to determine an appropriate discount rate used to calculate the present value of future cash flows associated with long-term liabilities.

The most significant judgments relate to the determination of functional currency of the Company and its subsidiaries, the determination of whether an amendment to the terms of an existing loan is a substantial modification, and the use of the going concern assumption.

Foreign exchange

The functional currency of an entity is the currency of the primary economic environment in which the entity operates. The functional currency of the Company and each of its subsidiaries is the Canadian dollar. The functional currency determinations were conducted through an analysis of the consideration factors identified in IAS 21, The Effects of Changes in Foreign Exchange Rates.

Transactions in currencies other than the Canadian dollar are recorded at exchange rates prevailing on the dates of the transactions. At the end of each reporting period, monetary assets and liabilities of the Company that are denominated in foreign currencies are translated at the period end exchange rate while non-monetary assets and liabilities are translated at historical rates. Revenues and expenses are translated at the exchange rates approximating those in effect on the date of the transactions. Exchange gains and losses arising on translation are included in profit or loss.

2. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES (cont'd)

Marketable securities

Securities held for trading are traded on a recognized securities exchange, are recorded at fair values based on quoted closing bid prices at the consolidated statement of financial position dates or closing bid prices on the last day the security traded if there were no trades at the consolidated statement of financial position dates with both realized and unrealized gains and losses recorded in profit or loss.

Mineral properties – exploration and evaluation assets

Pre-exploration costs are expensed as incurred.

Costs directly related to the exploration and evaluation of mineral properties are capitalized once the legal rights to explore the mineral properties are acquired or obtained. When the technical and commercial viability of a mineral resource have been demonstrated and a development decision has been made, the capitalized costs of the related property are transferred to mining assets and depreciated using the units-of-production method on commencement of commercial production.

The carrying values of capitalized amounts are reviewed annually or when indicators of impairment are present. In the case of undeveloped properties these may be only inferred resources to allow management to form a basis for the impairment review. The review is based on the intentions for the development of such a property.

If it is determined that capitalized acquisition, exploration and evaluation costs are not recoverable, or the property is abandoned or management has determined an impairment in value, the property is written down to its recoverable amount.

Going concern

Management applies judgement in its evaluation of the Company's ability to continue as a going concern. The factors considered by management are disclosed in Note 1.

Financial Instruments

Financial assets

The Company classifies its financial assets in the following categories: at fair value through profit and loss ("FVTPL"), at fair value through other comprehensive income ("FVTOCI"), or at amortized cost. The determination of the classification of financial assets is made at initial recognition. Equity instruments that are held for trading (including all equity derivative instruments) are classified as FVTPL; for other equity instruments, on the day of acquisition the Company can make an irrevocable election (on an instrument-by-instrument basis) to designate them as at FVTOCI.

The Company's accounting policy for each of the categories is as follows:

Financial assets at FVTPL: Financial assets carried at FVTPL are initially recorded at fair value and transaction costs are expensed in the consolidated statement of comprehensive loss. Realized and unrealized gains and losses arising from changes in the fair value of financial assets held at FVTPL are included in the consolidated statement of comprehensive loss in the period.

2. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES (cont'd)

Financial Instruments (cont'd)

Financial assets (cont'd)

Financial assets at FVTOCI: Investments in equity instruments at FVTOCI are initially recognized at fair value plus transaction costs. Subsequently they are measured at fair value, with gains and losses arising from changes in fair value recognized in other comprehensive (loss) income in they arise.

Financial assets at amortized cost: A financial asset is measured at amortized cost if the objective of the business model is to hold the financial asset for the collection of contractual cash flows, and the asset's contractual cash flows are comprised solely of payments of principal and interest. They are classified as current assets or non-current assets based on their maturity date and are initially recognized at fair value and subsequently carried at amortized cost less any impairment.

Impairment of financial assets at amortized cost: The Company recognizes a loss allowance for expected credit losses on financial assets that are measured at amortized cost.

The following table shows the classification of the Company's financial assets:

Financial asset	Classification
Cash	FVTPL
Marketable securities	FVTPL

Financial liabilities

The Company classifies its financial liabilities into one of two categories, depending on the purpose for which the liability was incurred. The Company's accounting policy for each category is as follows:

FVTPL: This category comprises derivatives or liabilities acquired or incurred principally for the purpose of selling or repurchasing in the near term. They are carried in the consolidated statement of financial position at fair value with changes in fair value recognized in the consolidated statement of comprehensive loss.

Other financial liabilities: This category includes accounts payable and loan payable which are recognized at amortized cost using the effective interest method.

Transaction costs in respect of financial instruments at FVTPL are recognized in the consolidated statement of comprehensive loss immediately, while transaction costs associated with all other financial instruments are included in the initial measurement of the financial instrument.

Borrowing costs

Interest and other financing costs directly attributable to the acquisition, construction or production of a qualifying asset are capitalized as part of the cost of that asset. Other borrowing costs not directly attributable to a qualifying asset are expensed in the period incurred.

2. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES (cont'd)

Share-based payments

The Company accounts for stock options granted to directors, officers and employees at the fair value of the options granted. Accordingly, the fair value of the options at the date of the grant is determined using the Black-Scholes option pricing model and share-based compensation is accrued and charged to operations, with an offsetting credit to share-based payment reserve, over the vesting periods. Stock options granted to non-employees are measured at the fair value of goods or services rendered or at the fair value of the instruments issued, if it is determined that the fair value of the goods or services received cannot be reliably measured. The number of shares and options expected to vest is reviewed and adjusted at the end of each reporting period such that the amount recognized for services received as consideration for the equity instruments granted shall be based on the number of equity instruments that eventually vest.

If and when the stock options are exercised, the applicable amounts of equity reserves are transferred to share capital.

The expected price volatility is based on the historic volatility (based on the remaining life of the options), adjusted for any expected changes to future volatility due to publicly available information.

Income (loss) per share

Basic income (loss) per share is computed by dividing net income (loss) available to common shareholders by the weighted average number of shares outstanding during the reporting period. Diluted income (loss) per share is computed similar to basic income (loss) per share except that the weighted average shares outstanding are increased to include additional shares for the assumed exercise of stock options and warrants, if dilutive. The number of additional shares is calculated by assuming that outstanding stock options and warrants were exercised and that proceeds from such exercises were used to acquire common stock at the average market price during the reporting periods. For the periods presented, the calculations proved to be anti-dilutive.

Income taxes

Income tax expense comprises current and deferred tax. Income tax is recognized in profit or loss except to the extent that it relates to items recognized directly in equity. Current tax expense is the expected tax payable on taxable income for the year, using tax rates enacted or substantively enacted at period-end, adjusted for amendments to tax payable with regards to previous years.

Deferred tax is recorded for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Temporary differences are not provided for relating to goodwill not deductible for tax purposes, the initial recognition of assets or liabilities that affect neither accounting or taxable loss, and differences relating to investments in subsidiaries to the extent that they will probably not reverse in the foreseeable future. The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the consolidated statement of financial position date.

A deferred tax asset is recognized only to the extent that it is probable that future taxable profits will be available against which the asset can be utilized. To the extent that the Company does not consider it probable that a deferred tax asset will be recovered the deferred tax asset is not set up.

Accounting standards issued but not yet effective

There are no accounting pronouncements with future effective dates that are applicable or are expected to have a material impact on the Company's consolidated financial statements.

3. MARKETABLE SECURITIES

	Number of Common Shares Held		Fair Value	
	December 31, 2022	December 31, 2021	December 31, 2022	December 31, 2021
Major Precious Metals Corp. (formerly Eastern Zinc Corp.)	39,000	39,000	$ 1,321	$ 5,343
International Lithium Corp. ("ILC")	5,290	5,290	291	635
Total			$ 1,612	$ 5,978

The adjustment to fair value resulted in an unrealized loss of $4,366 for the year ended December 31, 2022 (2021 – $6,545).

4. EXPLORATION AND EVALUATION ASSETS

Title to Mineral Property Interests

Title to mineral property interests involves 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 relies on the confirmation of its ownership for mining claims from the appropriate government agencies when paying rental payments for such mining claims requested by these agencies. There could be a risk in the future of the changing internal policies of such government agencies or risk related to third parties challenging in the future the ownership of such mining 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.

Shotgun Gold Project (Alaska)

The Company, through its 90% controlled subsidiary Bristol Exploration Co. Inc., owns 100% of certain unpatented mineral claims located in the Kuskokwim and Bristol Bay district, Alaska. NovaGold Resources Alaska Inc. retains a 2% net smelter returns royalty ("NSR Royalty") which can be purchased by the Company for US$5,000,000 any time prior to a production decision being made. A portion of the claims is subject to a 5% net proceeds royalty.

Los Azules Copper Project (Argentina)

The Company has an NSR Royalty on the Los Azules Copper Project of 0.4% and holds 0.04% on behalf of a shareholder. The porphyry copper project is owned and operated by McEwen Mining Inc.

Mariana Lithium Project (Argentina)

TNR retains a 1.8% NSR Royalty on the Mariana Lithium Project in Argentina and holds a 0.2% NSR on behalf of a shareholder. The project is currently being advanced by Ganfeng Lithium International Co. Ltd. ("Ganfeng"). Ganfeng's subsidiary, Litio Minera Argentina, has a right to repurchase 1.0% of the NSR Royalty on the Mariana Project, of which 0.9% relates to the Company's NSR Royalty interest. The Company would receive $900,000 on the completion of the repurchase.

4. EXPLORATION AND EVALUATION ASSETS (cont'd)

Mariana Lithium Project (Argentina) (cont'd)

On July 22, 2022, the Company entered into a royalty purchase agreement with an arms' length party, Lithium Royalty Corp. ("LRC"), for the sale of a portion of its net smelter returns royalty ("NSR") involving the Mariana Lithium Project ("Mariana"). LRC has agreed to purchase from TNR, 0.5% NSR royalty for USD$9,000,000, including 0.05% NSR royalty being sold by TNR on behalf of its shareholder. This represents one-quarter of the NSR royalty held by the Company. The Company received an initial advance of USD$700,000 from LRC under the terms of the royalty purchase agreement. As a result of this transaction, the Company recognized a gain on disposition of NSR interest of $915,670 (USD$700,000) during the year ended December 31, 2022. After the closing of transaction with LRC, TNR holds a 1.5% NSR royalty, including a 0.15% NSR royalty held on behalf of a shareholder.

Batidero I and II Properties, Josemaria Copper Project (Argentina)

TNR holds a 7% net profits royalty ("NPR") holding on the Batidero I and II properties of the Josemaria Project, which is being developed by Lundin Mining Inc.

5. LOAN PAYABLE

During the year ended December 31, 2012, the Company entered into a loan agreement with an unrelated party for a principal amount of $3,500,000. The loan agreement was amended during the year ended December 31, 2015. Pursuant to the amended terms, the maturity date of the loan was deferred from May 31, 2015 to January 31, 2019 and the Company granted the following financing benefits to the lender:

a) A 0.04% NSR Royalty on the Los Azules copper project in Argentina (Note 4).
b) A 0.2% NSR Royalty on the Mariana property in Argentina (Note 4).
c) 10% equity interest in the shares of Bristol Exploration Co., Inc. that holds the Shotgun property (Note 4).

During the year ended December 31, 2019, the Company entered into an amending agreement with the lender (the "2019 Amendment"). The terms of the 2019 Amendment deferred the maturity date to January 31, 2022. No other terms were revised.

The Company has entered into an amending agreement effective January 31, 2022, with the lender (the "2022 Amendment"). The terms of the 2022 Amendment defer the maturity date to July 31, 2023 and deem the outstanding principal and interest balance to be the new principal balance. No other terms were revised.

The loan accrues interest at a rate of 10% per annum. The loan and accrued interest are secured by a promissory note and general security agreement. The Company is permitted to, without the Lender's consent, sell assets having a value up to $500,000 per calendar year, to enable the Company to maintain its operations and keep its mineral exploration assets in good standing. Any sale of assets having a value in excess of $500,000 of combined value within one calendar year requires the Lender's consent. Any sale, in whole or in part, of the Company's NSR Royalty on the Los Azules Project, NSR Royalty on the Mariana Property and/or the Shotgun Property requires the Lender's consent.

For accounting purposes, the restructuring was treated as a loan extinguishment and re-issuance as there were deemed to be substantial modifications to the existing terms under the 2022 Amendment. The financing benefit, resulting from the recognition of a discount on the inception of the new loan, has been valued at $893,413 and recorded through the consolidated statement of comprehensive loss as a gain on extinguishment of debt during the year ended December 31, 2022. In order to calculate the present value of the loan as at the modification date, the Company applied a discount rate of 20% which was similar to comparable borrowing arrangements in the marketplace and arrangements previously achieved by the Company.

The loan was fully repaid subsequent to December 31, 2022 (Note 11).

5. LOAN PAYABLE (cont'd)

Balance of carrying value for the loan payable is as follows:

	Loan Payable
Balance, December 31, 2020	5,803,265
Interest and accretion expense	1,049,564
Balance, December 31, 2021	$ 6,852,829
Retirement of loan payable	(6,943,237)
Reissuance of loan payable	6,049,824
Interest and accretion expense	1,208,125
Balance, December 31, 2022	$ 7,167,541

6. SHARE CAPITAL

Authorized:

Unlimited common shares without par value.

Unlimited class "A" non-voting convertible redeemable shares without par value.

Issued

Year ended December 31, 2022

On May 19, 2022, the Company completed a non-brokered private placement consisting of 1,250,000 units at $0.05 per unit for gross proceeds of $62,500. Each unit consists of one common share of the Company and one half of a non-transferable common share purchase warrant with each whole warrant exercisable into one common share of the Company at an exercise price of $0.075 per share for two years from the date of issue. The Chief Executive Officer of the Company participated in the private placement. The Company paid a cash finder's fee of $2,375 to an arm's length finder. The warrants from May 19, 2022 private placement had an assigned value of $6,250. The value was determined using the residual value method.

On February 18 and March 15, 2022, the Company completed tranches of a non-brokered private placement consisting of 2,820,000 units at $0.05 per unit for gross proceeds of $141,000. Each unit consists of one common share of the Company and one half of a non-transferable common share purchase warrant with each whole warrant exercisable into one common share of the Company at an exercise price of $0.075 per share for two years from the date of issue. The Chief Executive Officer of the Company participated in the private placement. The Company paid $4,350 to arm's length finders for finder's fee. The warrants from February 18, 2022 private placement had an assigned value of $12,000. The value was determined using the residual value method.

6. SHARE CAPITAL

Year ended December 31, 2021

On February 22, 2021, the Company completed a non-brokered private placement consisting of 11,420,000 units at $0.05 per unit for gross proceeds of $571,000. Each unit consists of one common share of the Company and one half of a non-transferable common share purchase warrant with each whole warrant exercisable into one common share of the Company at an exercise price of $0.075 per share for two years from the date of issue. The Chief Executive Officer of the Company participated in the private placement. The Company issued 333,000 units to an arm's length finder as finder's fee.

On January 15, 2021, the Company completed the final tranche of a non-brokered private placement consisting of 1,870,000 units at $0.05 per unit for gross proceeds of $93,500. Each unit consists of one common share of the Company and one half of a non-transferable common share purchase warrant with each whole warrant exercisable into one common share of the Company at an exercise price of $0.075 per share for two years from the date of issue. The Chief Executive Officer of the Company participated in the private placement. The Company paid a cash finder's fee of $1,250 to an arm's length finder.

Warrant transactions are summarized as follows:

	Number of Warrants	Weighted Average Exercise Price
Balance outstanding, December 31, 2020	21,898,333	0.05
Issued	6,811,500	0.075
Balance outstanding, December 31, 2021	28,709,833	0.06
Issued	2,035,000	0.075
Expired/Cancelled	(8,765,000)	0.05
Balance outstanding, December 31, 2022	21,979,833	$ 0.06

At December 31, 2022, warrants were outstanding enabling holders to acquire common shares as follows:

Number of Warrants	Exercise Price	Expiry Date
935,000	$ 0.075	January 15, 2023
5,876,500	$ 0.075	February 22, 2023
1,200,000	$ 0.075	February 18, 2024
210,000	$ 0.075	March 15, 2024
625,000	$ 0.075	May 19, 2024
5,933,333	$ 0.05	May 21, 2025
3,800,000	$ 0.05	May 29, 2025
3,400,000	$ 0.05	June 22, 2025
21,979,833		

The weighted average outstanding life of warrants outstanding at December 31, 2022 is 1.6 years (December 31, 2021: 2.11 years).

6. SHARE CAPITAL (cont'd)

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 stock option is based on the market price of the Company's stock on the closing trading price preceding the date of grant. The stock options can be granted for a maximum term of 10 years and vest as determined by the Board of Directors.

Stock option transactions are summarized as follows:

	Number of Options	Weighted Average Exercise Price
Balance outstanding, December 31, 2020	16,300,000	0.05
Granted	6,600,000	0.05
Expired/Cancelled	(4,250,000)	0.05
Balance outstanding, December 31, 2021	18,650,000	$ 0.05
Granted	4,400,000	0.05
Expired/Cancelled	(5,250,000)	0.05
Balance outstanding and exercisable, December 31, 2022	17,800,000	$ 0.05

As at December 31, 2022, the following stock options are outstanding:

Number of Options	Exercise Price	Expiry Date
1,500,000	0.05	September 26, 2023
100,000	0.05	December 18, 2023
1,700,000	0.05	November 7, 2024
500,000	0.05	June 23, 2025
3,000,000	0.05	September 1, 2025
2,500,000	0.05	January 28, 2026
3,200,000	0.05	July 21, 2026
900,000	0.05	October 13, 2026
4,400,000	0.05	August 12, 2027
17,800,000		

The weighted average outstanding life of stock options outstanding at December 31, 2022 is 3.17 years (December 31, 2021: 2.11 years).

6. SHARE CAPITAL (cont'd)

Share-based payments

Total share-based payment expense recognized in profit or loss for the year ended December 31, 2022 was $153,014 (2021 - $302,913), respectively, relating to vesting of stock options granted in the current and previous years.

Options granted during the year ended December 31, 2022

On August 12, 2022, the Company granted 4,400,000 stock options to directors, officers and consultants of the Company pursuant to the terms of the Company's Stock Option Plan. The stock options fully vested on the date of grant and are exercisable at $0.05 per share until five years from the date of grant. The fair value of options calculated using the Black-Scholes option pricing model was $153,014 ($0.0348 per option). The fair value of the option is estimated using the Black-Scholes option pricing model assuming a life expectancy of five years, a risk-free rate of 2.80%, a forfeiture rate of 0%, and volatility of 107.08%.

Options granted during the year ended December 31, 2021

On October 13, 2021, the Company granted 900,000 stock options to directors, officers and consultants of the Company pursuant to the terms of the Company's Stock Option Plan. The stock options fully vested on the date of grant and are exercisable at $0.05 per share until five years from the date of grant. The fair value of options calculated using the Black-Scholes option pricing model was $33,521 ($0.0372 per option). The fair value of the option is estimated using the Black-Scholes option pricing model assuming a life expectancy of five years, a risk-free rate of 1.25%, a forfeiture rate of 0%, and volatility of 10062203%.

On July 21, 2021, the Company granted 3,200,000 stock options to directors, officers and consultants of the Company pursuant to the terms of the Company's Stock Option Plan. The stock options fully vested on the date of grant and are exercisable at $0.05 per share until five years from the date of grant. The fair value of options calculated using the Black-Scholes option pricing model was $104,219 ($0.0326 per option). The fair value of the option is estimated using the Black-Scholes option pricing model assuming a life expectancy of five years, a risk-free rate of 0.83%, a forfeiture rate of 0%, and volatility of 99.15%.

On January 28, 2021, the Company granted 2,500,000 stock options to directors, officers and consultants of the Company pursuant to the terms of the Company's Stock Option Plan. The stock options fully vested on the date of grant and are exercisable at $0.05 per share until five years from the date of grant. The fair value of options calculated using the Black-Scholes option pricing model was $165,173 ($0.066 per option). The fair value of the option is estimated using the Black-Scholes option pricing model assuming a life expectancy of five years, a risk-free rate of 0.42%, a forfeiture rate of 0%, and volatility of 108.45%.

7. RELATED PARTY TRANSACTIONS AND BALANCES

Key management personnel consist of directors, officers and companies controlled by them.

Management Compensation and other related party transactions

During the year ended December 31, 2022 and 2021, the Company entered into transactions with key management personnel as follows:

		Years ended December 31	
Transaction	Relationship	2022	2021
Administration fees	Officer of a subsidiary	$ 23,347	$ 22,566
Consulting fees	Officer	36,000	36,000
Consulting fees	Director and officer	60,000	46,000
Directors' fees	Directors and a former director	137,600	135,742
Management fees	Director and executive officer	120,000	120,000
Share-based payments	Director and officers	153,014	262,429
		$ 529,961	$ 622,737

Accounts payable and accrued liabilities include amounts due to directors, officers, former directors and officers, and a company related by common directors and officer of the Company at December 31, 2022 of $89,094 (December 31, 2021 - $138,179). 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 prepaid expenses as at December 31, 2022 is a prepaid fee of $15,000 to a director of the Company (2021: $Nil).

Included in accounts payable and accrued liabilities as at December 31, 2022 and December 31, 2021 is a short-term promissory note payable to a director of the Company's subsidiary. The promissory note has a principal balance of USD$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. At December 31, 2022, the carrying amount of the principal and accrued interest is $76,407 (USD$ 56,414) (December 31, 2021: $67,718 or USD$ 53,414).

Commitments - Bonus

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

Commitments - Consulting agreements

The Company has entered into consulting agreements with an officer of the Company for the provision of consulting services at a current cost of $180,000 per annum. The agreement renews annually at the discretion of the Company's compensation committee. If the agreement is terminated without cause, the Company is required to pay a lump sum equal to the greater of (a) the equivalent of one month of fees for each year the consultant has acted on behalf of the Company and (b) the equivalent of 12 months 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 12 months of gross pay.

8. CAPITAL MANAGEMENT

The Company's capital structure consists of shareholders' deficiency. The Company's objective when managing capital is to maintain adequate levels of funding to support the development of its businesses and maintain the necessary corporate and administrative functions to facilitate these activities. This is done primarily through equity financing, selling assets, and incurring debt. Future financings are dependent on market conditions and there can be no assurance the Company will be able to raise funds in the future. There were no changes to the Company's approach to capital management during the year. The Company is not subject to externally imposed capital requirements other than as disclosed in Note 5. The Company does not have adequate sources of capital to complete its exploration plan, current obligations and ultimately the development of its business over the long term and will need to raise adequate capital by obtaining equity financing, selling assets and/or incurring debt. The Company may raise additional debt or equity financing in the near future to meet its current obligations.

9. RISK MANAGEMENT AND FINANCIAL INSTRUMENTS

Financial instruments

Financial assets and liabilities are classified in the fair value hierarchy according to the lowest level of input that is significant to the fair value measurement. Assessment of the significance of a particular input to the fair value measurement requires judgment and may affect placement within the fair value hierarchy levels. The hierarchy is as follows:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: inputs other than quotes prices included in Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices).
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The carrying value of cash and accounts payable approximates fair value due to the short-term nature of the financial instruments. Cash and marketable securities are classified as FVTPL and measured at fair value using level 1 inputs.

Fair value of long-term debt is estimated using discounted cash flow analysis based on the borrowing rate for similar borrowing arrangements.

Risk management

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.

Credit risk

Credit risk is the risk of potential loss to the Company if the counterparty to a financial instrument fails to meet its contractual obligations. The Company's credit risk is primarily attributable to its liquid financial assets consisting of cash. The Company limits its exposure to credit risk on liquid financial assets through maintaining its cash with high-credit quality financial institutions.

9. RISK MANAGEMENT AND FINANCIAL INSTRUMENTS (cont'd)

Risk management (cont'd)

Currency risk

The Company's operations are in Argentina, Canada and the United States. The international nature of the Company's operations results in foreign exchange risk as transactions are denominated in foreign currency.

The Company's operating expenses are incurred primarily in Canadian dollars, and its liabilities are denominated primarily in Canadian dollars, or US dollars. Consequently, the Company's exploration programs in the US are subject to currency fluctuations. The fluctuation of the Canadian dollar will, consequently, have an impact upon the reported profitability of the Company and may also affect the value of the Company's assets and liabilities.

The Company has not entered into any agreements or purchased any instruments to hedge possible currency risks at this time.

Interest rate risk

The Company's exposure to interest rate risk arises from the interest rate impact on cash. The Company's practice has been to invest cash at floating rates of interest, in order to maintain liquidity, while achieving a satisfactory return for shareholders. There is minimal risk.

The Company has debt instruments and is therefore exposed to risk in the event of interest rate fluctuations. The Company has not entered into any interest rate swaps or other financial arrangements that mitigate the exposure to interest rate fluctuations.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its obligations associated with its financial liabilities. The Company has historically relied upon equity financings, short-term debt and the optioning of its mineral properties to other mining entities to satisfy its capital requirements and will continue to depend heavily upon these financing activities. All of the Company's accounts payable and accrued liabilities have contractual maturities of 30 days or due on demand and are subject to normal trade terms. The loan payable (see Note 5) matures July 31, 2023. The loan payable is secured by a promissory note and general security agreement. The loan was fully repaid subsequent to the end of the reporting period (Note 11).

There can be no assurance the Company will be able to obtain required financing in the future on acceptable terms. The Company will need additional capital in the future to finance ongoing exploration of its properties, such capital to be derived from the exercise of outstanding stock options, the completion of other equity financings and or optioning its mineral property to other mining entities. The Company has limited financial resources, has no source of operating income and has no assurance that additional funding will be available to it for future exploration and development of its projects, although the Company has been successful in the past in financing its activities through the previously mentioned financing activities. The ability of the Company to arrange additional financing in the future will depend, in part, on the prevailing capital market conditions, its success in bringing royalty agreements to fruition, and exploration success. In recent years, the securities markets have experienced wide fluctuations in price which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that continual fluctuations in price will not occur. Any quoted market for the common shares may be subject to market trends generally, notwithstanding any potential success of the Company in creating revenue, cash flows or earnings. See Note 1.

9. RISK MANAGEMENT AND FINANCIAL INSTRUMENTS (cont'd)

Risk management (cont'd)

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, requiring the shortfall to be financed. In addition, the Company has the ability to sell assets of up to $500,000 without consultation with its lender of the loan payable.

Price Risk

The Company is exposed to price risk with respect to commodity and equity prices. Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. The Company closely monitors the commodity prices of precious metals, individual equity movements and the stock market to determine the appropriate course of action to be taken by the Company.

The Company's marketable securities amounting to $1,612 are subject to fair value fluctuations. As at December 31, 2022, if the fair value of the Company's marketable securities had decreased/increased by 10% with all other variables held constant, loss and comprehensive loss for the period would have been approximately $161 higher/lower.

10. INCOME TAXES

A reconciliation of income taxes (recovery) at statutory rates with the reported taxes for the year ended December 31 is as follows:

	2022	2021
Loss before income taxes	$ (303,678)	$ (1,957,217)
Expected income tax recovery	$ (82,000)	$ (528,000)
Non-deductible and other items	(90,000)	212,000
Changes in statutory, foreign tax, foreign exchange rates and other	73,000	(11,000)
Expiry of non-capital losses	10,000	10,000
Adjustment to prior years provision versus statutory tax returns	-	-
Change in unrecognized deductible temporary differences	89,000	317,000
Income tax recovery	$ -	$ -

10. INCOME TAXES (cont'd)

The significant components of the Company's deferred tax assets that have not been set up are as follows:

	2022	2021
Deferred income tax assets:		
Exploration and evaluation assets	$ 4,024,000	$ 4,216,000
Property and equipment	14,000	14,000
Other deferred tax assets	108,000	107,000
Loan payable	72,000	(13,000)
Non-capital losses carried forward	5,997,000	5,802,000
Net deferred income tax assets not recognized	$ 10,215,000	$ 10,126,000

No deferred tax asset has been recognized in respect of the above because the amount of future taxable profit that will be available to realize such assets is not probable.

The Company has approximately $21,227,000 in non-capital losses for Canadian income tax purposes, $871,000 for United States income tax purposes and $3,500 for Argentinean income tax purposes. These losses, if not utilized, will expire for Canada through 2042, for the United States through 2036 and for Argentina through 2024.

11. SUBSEQUENT EVENTS

In February 2023, the Company fully repaid loan payable in the principal amount of $6,943,237 and all accrued interest in the amount of $696,226 (Note 5).

On February 2, 2023, the Company closed its royalty purchase agreement, which was announced in July 2022, with an Ontario limited partnership affiliated with LRC for the sale of a portion of NSR royalty involving the Mariana Lithium Project. LRC agreed to purchase from TNR, 0.5% NSR royalty for USD$9,000,000, including 0.05% NSR royalty being sold by TNR on behalf of its shareholder. This represents one-quarter of the NSR royalty held by the Company.

During the year ended December 31, 2022, the Company received an initial advance of USD$700,000 from LRC under the terms of the royalty purchase agreement. In February 2023, the Company received the remaining consideration of USD$8,300,000 from LRC and completed the sale of partial NSR royalty. Of the total purchase consideration received USD$900,000 was paid to the shareholder for 0.05% NSR royalty sold on the shareholder's behalf. After the closing of transaction with LRC, TNR holds a 1.5% NSR royalty, including a 0.15% NSR royalty held on behalf of the shareholder.