

FORM D



1027352

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL table with OMB Number 3235-0076, Expires April 30, 2008, Estimated average burden 16.00 hours per response.

FORM D NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

SEC USE ONLY table with Prefix, Serial, and DATE RECEIVED fields.

Name of Offering (check if this is an amendment and name has changed, and indicate change.)

TNR Gold Corp. / Offering of Units (1)

Filing Under (Check box(es) that apply): Rule 504, Rule 505, Rule 506, Section 4(6), ULOE. Type of Filing: New Filing, Amendment.

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

Name of Issuer (check if this is an amendment and name has changed, and indicate change.)

TNR Gold Corp.

Address of Executive Offices: 620-650 West Georgia Street, Vancouver, B.C., Canada V6B 4N9. Telephone Number: 604-687-7551. Address of Principal Business Operations: (if different from Executive Offices). Telephone Number: (Including Area Code).

Brief Description of Business

Acquisition and exploration of mineral properties.

Type of Business Organization

corporation, limited partnership, already formed, Other (please specify), business trust, limited partnership, to be formed.



Actual or Estimated Date of Incorporation or Organization: Month 01, Year 88. Actual (checked), Estimated.

Jurisdiction of Incorporation or Organization (Enter two-letter U.S. Postal Service abbreviation for State: CN for Canada; FN for other foreign jurisdiction)

PROCESSED JUN 07 2007 THOMSON FINANCIAL

GENERAL INSTRUCTIONS

Federal: Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6). When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549. Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Information Required: A new filing must contain all information requested. Filing Fee: There is no federal filing fee.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

SEC 1972 (5-05) Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

(1) Each Unit is comprised of one common share of the Issuer and one-half share purchase Warrant. Each whole Warrant is exercisable for a period of two years at a price of Cdn. \$0.30 per share during the first year of the warrant term and Cdn. \$0.50 per share during the second year of the warrant term.

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Schellenberg, Gary

Business or Residence Address (Number and Street, City, State, Zip Code)

620-650 West Georgia Street, Vancouver, B.C., Canada V6B 4N9

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Chung, Paul

Business or Residence Address (Number and Street, City, State, Zip Code)

620-650 West Georgia Street, Vancouver, B.C., Canada V6B 4N9

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Fraser, John

Business or Residence Address (Number and Street, City, State, Zip Code)

620-650 West Georgia Street, Vancouver, B.C., Canada V6B 4N9

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Eugle Herald, Christopher

Business or Residence Address (Number and Street, City, State, Zip Code)

620-650 West Georgia Street, Vancouver, B.C., Canada V6B 4N9

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Johnson, Greg

Business or Residence Address (Number and Street, City, State, Zip Code)

620-650 West Georgia Street, Vancouver, B.C., Canada V6B 4N9

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Bella, Jerry

Business or Residence Address (Number and Street, City, State, Zip Code)

620-650 West Georgia Street, Vancouver, B.C., Canada V6B 4N9

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

RAB Special Situations (Master) Fund Limited

Business or Residence Address (Number and Street, City, State, Zip Code)

1 Adam Street, London, United Kingdom WC2N 6LE

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Tenke Mining Corp.

Business or Residence Address (Number and Street, City, State, Zip Code)

2101-885 West Georgia Street, Vancouver, B.C., Canada V6C 3E8

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

B. INFORMATION ABOUT OFFERING

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? ⁽²⁾ Yes No
 Answer also in Appendix, Column 2, if filing under ULOE.
2. What is the minimum investment that will be accepted from any individual? **\$ no minimum**
3. Does the offering permit joint ownership of a single unit? Yes No
4. Enter the information required for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.

Full Name (Last name first, if individual)

Pacific International Securities Inc. ⁽³⁾

Business or Residence Address (Number and Street, City, State, Zip Code)

1900-666 Burrard Street, Vancouver, B.C., Canada V6C 3N1

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

Pacific International Securities (U.S.) Inc.

Business or Residence Address (Number and Street, City, State, Zip Code)

1900-666 Burrard Street, Vancouver, B.C., Canada V6C 3N1

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) All States

[AL]	[AK]	[AZ]	[AR]	X[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	X[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

(2) No determination has been made as to whether Canadian and foreign investors are accredited as defined in U.S. securities law.
 (3) This broker-dealer did not and shall not receive any commissions for soliciting purchasers who reside in the United States.

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt.....	\$ _____	\$ _____
Equity.....	\$ _____	\$ _____
<input type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including Warrants).....	\$ _____	\$ _____
Partnership Interests.....	\$ _____	\$ _____
Other (Specify <u>Units⁽¹⁾</u>).....	\$ <u>2,900,000*</u>	\$ <u>2,900,000*</u>
Total	\$ <u>2,900,000*</u>	\$ <u>2,900,000*</u>

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors	<u>9</u>	\$ <u>1,576,000*</u>
Non-accredited Investors.....	<u>6⁽²⁾</u>	\$ <u>1,324,000^{(2)*}</u>
Total (for filings under Rule 504 only)	<u>N/A</u>	\$ <u>N/A</u>

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.

Type of offering	Type of Security	Dollar Amount Sold
Rule 505.....	<u>N/A</u>	\$ <u>N/A</u>
Regulation A.....	<u>N/A</u>	\$ <u>N/A</u>
Rule 504.....	<u>N/A</u>	\$ <u>N/A</u>
Total.....	<u>N/A</u>	\$ <u>N/A</u>

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees	<input type="checkbox"/>	\$ _____
Printing and Engraving Costs.....	<input type="checkbox"/>	\$ _____
Legal Fees.....	<input type="checkbox"/>	\$ _____
Accounting Fees	<input type="checkbox"/>	\$ _____
Engineering Fees	<input type="checkbox"/>	\$ _____
Sales Commissions (specify finders' fees separately).....	<input type="checkbox"/>	\$ <u>26,520⁽⁴⁾</u>
Other Expenses (identify) <u>(5)</u>	<input checked="" type="checkbox"/>	\$ <u>32,500*</u>
Total.....	<input checked="" type="checkbox"/>	\$ <u>59,020*</u>

(1) Each Unit is comprised of one common share of the Issuer and one-half share purchase Warrant. Each whole Warrant is exercisable for a period of two years at a price of Cdn. \$0.30 per share during the first year of the warrant term and Cdn. \$0.50 per share during the second year of the warrant term.

(2) No determination has been made as to whether Canadian and foreign investors are accredited as defined in U.S. securities law.

(4) The agent compensation also includes 882,400 Units having the same terms as the Units purchased in the offering, and 1,305,000 agents' options, each entitling the holder to acquire one additional common share at a price of Cdn. \$0.25 per share for a period of two years.

(5) Includes legal and accounting fees, printing costs and miscellaneous offering expenses.

*Cdn\$

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer."

\$ 2,840,980*

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b. above.

	Payments to Officers, Directors & Affiliates		Payments to Others	
Salaries and Fees.....	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
Purchase of real estate	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
Purchase, rental or leasing and installation of machinery and equipment.....	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
Construction or lease of plant buildings and facilities	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
Repayment of indebtedness.....	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
Working capital (6).....	<input type="checkbox"/>	\$ _____	<input checked="" type="checkbox"/>	\$ 2,840,980*
Other (specify) _____				
_____	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
Column Totals	<input type="checkbox"/>	\$ _____	<input checked="" type="checkbox"/>	\$ 2,840,980*
Total Payments Listed (column totals added).....			<input checked="" type="checkbox"/>	\$ 2,840,980*

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type) TNR Gold Corp.	Signature 	Date <i>May 16, 2007</i>
Name of Signer (Print or Type) Garry Schellenberg	Title of Signer (Print or Type) President	

(6) Includes expenditures in the approximate amount of \$750,000 for the Issuer's mineral resources properties located in the Province of Juyuy, Argentina (the Eureka Project); expenditures in the approximate amount of \$750,000 for the Issuer's mineral resources properties located in the Province of San Juan, Argentina (the El Salto Project); and expenditures in the approximate amount of \$250,000 for the Issuer's mineral resources properties located in the State of Alaska, USA (the Shotgun Project). The remaining amount of the net proceeds will be used for general working capital, acquisition costs, and administrative expenses.

*Cdn\$

END

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)