

Tonogold Resources, Inc.

**Annual Report for Period Ending
December 31, 2012**

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Item 1: The Exact name of the issuer and its predecessor (if any)

Tonogold Resources, Inc.

Item 2: The address of the issuer's principal executive offices

1872 Nirvana Blvd.

Chula Vista, Ca.

Phone: 858-456-1273

Fax: 858-456-2540

www.tonogold.com

Contact: Jeff Janda, President

Email: jeff@tonogold.com

Item 3: Security Information

Trading Symbol: TNGL

Title and Class: Common Stock

CUSIP Number: 890308109

Par Value of \$.001 per share

Total Shares Authorized: 200,000,000 as of December 31, 2012

Total Shares Outstanding: 107,853,126 as of December 31, 2012

Trading Symbol: None

Title: Series C Preferred Stock

Class: Preferred Stock

CUSIP Number: None

Total Shares Authorized: 20,000,000 as of December 31, 2012

Total Shares Outstanding: 0 as of December 31, 2012

Transfer Agent

First American Stock Transfer

4747 N 7th Street, Suite 170

Phoenix, AZ 85014

Phone: (602) 485-1346

Registered under the Exchange Act: Yes

Regulatory Authority: Securities and Exchange Commission (SEC)

Item 4: Issuance History

Equity Offerings in Last Two Years

In 2011, we issued 4,090,000 common shares and 4,090,000 common stock purchase warrants at a price of \$.05 per unit generating \$200,490 in proceeds to the Company. The shares were issued pursuant to Rule 506 and were restricted. The certificates contained a restrictive legend. The warrants have since expired without being exercised.

On May 9, 2012, we converted all 800,000 shares of the outstanding Series C Preferred Stock into 6,640,000 shares of common stock. The shares of common stock resulting from the conversion were issued pursuant to Rule 506 and were restricted. The certificates contained a restrictive legend.

Shares Issued for Services

In 2011 and 2012, we issued 660,000 shares of common stock for services (see table below). The shares were issued pursuant to Rule 506 and were restricted. The certificates contained a restrictive legend.

Date	Name / Services Rendered	Price	Services	Shares
1/14/11	Richard Proffitt Investor Relations	\$.05	\$250	5,000
10/31/11	Oro Vista LLC. Goldstrike Lease Payment	\$.05	\$10,000	200,000
1/02/12	Richard Proffitt Investor Relations	\$.02	\$200	10,000
1/10/12	Robert Starbeck Consulting	\$.02	\$400	20,000
1/31/12	Jerry Samaras Severance Bonus	\$.02	\$8,000	400,000
9/20/12	American International Lending LLC Marketing	\$.01	\$250	25,000

Item 5: Financial Statements

We posted our financial statements for the year ended December 31, 2012 on the www.otcmarkets.com website on April 3, 2013.

Item 6: Describe the Issuer's Business, Products and Services

A. Description of the issuer's business operations. We generate prospects for larger mining companies in need of advanced exploration projects. We have three primary properties: Tonopah Divide, King Tonopah and Coors. Tonopah Divide is the main project and consists of approximately 7,500 acres of patented and unpatented mining claims five miles south of Tonopah, Nevada. From 2008 to 2012, Tonopah Divide was managed by Centerra (US), Inc. as part of an exploration agreement and later a mining venture. Centerra drilled 79 RC holes and conducted surface sampling, geophysics, mapping, 3-D modeling, metallurgical and other exploratory testing. Our primary business focus is the advancement of Tonopah Divide and finding a suitable joint venture partner capable of moving the project to feasibility and production (if an economic ore body can be delineated). The King Tonopah property consists of eight unpatented mining claims we lease from local prospectors and is located one mile north of Tonopah, Nevada. King Tonopah is our second priority and is an advanced underground silver exploration target. We have prepared an initial

geological report on the King Tonopah project and we are currently looking for a partner to help us conduct further exploration work on the property. The Coors property consists of 30 unpatented mining claims and is an early stage gold exploration target near Bagdad, Arizona. We intend to sell the Coors project as it may not meet the Company's exploration criteria for geological potential.

- B. **Date and State of Incorporation:** the Company was incorporated on March 4, 1997, in the State of Delaware.
- C. **The Issuer's Primary and Secondary SIC Codes:** Primary SIC Code: 1041, Secondary SIC Code: 1081.
- D. **The issuer's fiscal year end date:** December 31st
- E. **Principal products and services, and their markets.** We explore for gold, silver and other valuable minerals in the western United States. Our business model is to generate exploration prospects for other mining and exploration companies and sell, lease or joint venture these prospects. We earn money by selling properties, charging rental fees, and retaining joint venture interests and royalties.

Prospect generation takes place according to the following sequence: i) investigation of geologically promising districts; ii) prospect identification; iii) acquisition of the mineral rights; iv) data compilation and preparation of a preliminary report; v) marketing; and vi) sale, lease or joint venture with a qualified party.

Generating quality exploration prospects is a time consuming process with an uncertain outcome. With each property we must decide whether to sell early on at a low price or spend company funds to advance the property in the hopes of selling at a higher price or retaining an interest in a potential producer.

We focus our activities on Nevada and Arizona. Nevada and Arizona have the two largest mining industries in the U.S. Nevada is the leading gold producing state in the U.S. and Arizona is the leading copper producer. Both states are prospective for a wide range of industrial minerals, base metals, and precious metals. Both states have large tracts of land available for mining claim staking which is the cheapest and easiest way to acquire mineral rights for a small company.

Our first prospect generation deal was the Tonopah Divide gold project. We began prospecting in the Tonopah area in 2004 and investigated many of the important historical deposits in the district. After several tours of the property and a review of the relevant data and reports, we acquired the property via a lease in March 2006. Shortly after we leased the property we engaged an independent geologist to compile historical data and prepare a preliminary report which we used to market the property. In March 2008, we optioned the property to Centerra (U.S.), Inc. Over a four year period Centerra spent approximately \$4.5 million on various exploration programs which enhanced the value of the property. In 2012, Centerra terminated their interest in the property and we retained all the exploration data along with the newly expanded land package (which tripled in size).

Another recent example of our prospect generation activities is the Sarcobatus Flats lithium property which we optioned to TNR Gold, Inc. Demand for lithium is increasing due to its uses in

lithium ion batteries including those in hybrid and electric cars. The playa lakes of southern Nevada are known to be rich in lithium so in the spring of 2009 we conducted a geological survey and sampling program of these playa lakes. The assay results from Sarcobatus Flats were positive (300 ppm lithium) so we staked approximately three square miles of mining claims in the parts of the basin with the highest surface grades.

On November 11, 2009, we signed an option and purchase agreement with TNR Gold / International Lithium. TNR is an experienced exploration company with gold and lithium properties around the world. TNR conducted limited exploration work, but paid their option payments for three years before dropping the property due to lower lithium prices. Although the project was a failure from an exploration standpoint, from our point of view it was an economic success for generating positive returns over three years.

The economics of prospect generation are similar to venture capital in that a small portion of the portfolio makes up the bulk of the returns. As the above examples illustrate, it is often unclear which projects will be profitable for the Company given the uncertainties in the underlying geology and the market conditions. Right now, we expect the bulk of our returns to come from advancing the Tonopah Divide project. However, the recent weakness in the junior mining sector has resulted in many highly valuable properties in both Nevada and Arizona being dropped or sold at levels below replacement cost (in the case of exploration properties far below the costs of the exploration programs conducted). These properties may present attractive opportunities for future investment.

Item 7: Describe the Issuer's Facilities

We maintain 800 square feet of office space at 1872 Nirvana Blvd., Chula Vista, CA 91911. We currently pay no rent and have a month-to-month agreement with the primary lessee.

Other than office facilities, we own or control gold and silver exploration properties located in Nevada and Arizona.

Tonopah Divide:

Our primary property is the Tonopah Divide gold property located six miles south of the town of Tonopah in Esmeralda County, southwest Nevada. The property is accessible by a maintained dirt road directly off of Highway 95.

Tonopah Divide is an exploration property and does not currently have mineral reserves.

Tonopah Divide has hosted both underground and open pit mines. Our exploration program is at an early stage and the final form of the mine is undetermined.

On March 1, 2006 the Company obtained a ten year gold mining lease from Tonopah Divide Mining Company ("TDMC"), with option to renew as long as the property is in production, to develop mining

properties in the Divide Mining District, Esmeralda County, Nevada. The agreement required a \$30,000 payment as signing and a rental payment of \$10,000 per month starting April 1, 2006.

On March 14, 2008, the Company signed an Exploration and Option Agreement with Centerra (U.S.), Inc., a subsidiary of Centerra Gold, Inc. The Exploration and Option Agreement required Centerra to spend \$2,700,000 in exploration expenditures within five years in order to earn a 60% interest in the Tonopah Divide lease. On March 31, 2010, Centerra notified the Company that it had completed its earn-in requirement. In May 2010 the Company and Centerra formed a mining venture with initial equity interests of 40% and 60% respectively.

In October 2012, Centerra terminated its interest in the joint venture and Tonogold regained 100% control of the project subject to the terms of the underlying leases.

Concurrent with the signing of the Exploration and Option Agreement, the terms of the mining lease with Tonopah Divide Mining Company were amended per the following terms:

<u>Years Ended</u>	<u>Royalty</u>
March 1, 2013	\$60,000
March 1, 2014	\$75,000
March 1, 2015	\$75,000
March 1, 2016	\$75,000
Subsequent Years	\$75,000

Prior advance minimum royalty payments can be offset against production royalty payments.

Upon commencement of commercial production a maximum of 4% net smelter royalty will be paid to the Tonopah Divide Mining Company or its associated lessors.

The original lease from the Tonopah Divide Mining Company included 36 patented and 55 unpatented mining claims covering approximately 1,460 acres. Since then, we have expanded the property to include 80 patented claims and 306 unpatented claims covering approximately 7,500 acres.

The Tonopah Divide property is centered on a prominent hill, Gold Mountain, one of several topographic highs in the vicinity of Tonopah that are underlain by gold-bearing quartz-adularia alteration systems hosted in felsic volcanic rocks. The volcanic rocks consist of lavas, flows, breccias and pyroclastic units represented by both ash fall and flow varieties.

Principal host rocks in the Tonopah area are Tertiary (Miocene) in age. The most important rock formations are the Siebert Formation, the Fraction Tuff, the Oddie Rhyolite, and the Divide Andesite. In nearby Hasbrouck Mountain, the bulk of the mineralization is in the Siebert Formation.

Previous mining efforts in the nearby Tonopah District have extracted both gold and silver usually in a ratio of 1 to 100 in favor of silver. The Tonopah Divide District, and specifically the Gold Mountain area, has produced gold and silver at a ratio of 1 to 10.

We have posted additional information on the property on our website at:
www.tonogold.com/s/TonopahDivide.asp.

King Tonopah Lease:

On February 18, 2005 the Company obtained a mining lease from Royce L. Hackworth and Belva Tomany to develop and operate mining properties in the Tonopah mining district, Nye County, Nevada. The agreement required an \$11,000 payment at signing. The lease was amended on November 2, 2010 to include a revised schedule of annual payments listed below.

The Company will pay a royalty of 3% of all mineral sales that may be reduced to 1.5% upon payment of \$150,000 during the first ten years.

Rentals are payable and investment required in exploration, development and mining as follows:

<u>Year Ended</u>	<u>Rents Required</u>
February 18, 2013	\$4,500
February 18, 2014	\$5,000
Subsequent years	\$10,000

Coors: In October 2009 the Company staked six mining claims in Yavapai County, Arizona. In October 2010 we staked an additional 24 unpatented mining claims in Yavapai and Mohave Counties, Arizona. The Coors claims are early stage exploration properties with limited surface sampling only. We intend to sell the Coors and associated claims.

Item 8: Officers, Directors, and Control Persons

A. Names of Officers, Directors, and Control Persons

Jeffrey J. Janda, Chairman, President

Brian A. Zamudio, Executive Vice President, Secretary and Director

Donald G. Strachan, Vice President of Exploration and Director

B. Legal and Disciplinary History: Please identify whether any of the foregoing persons have, in the past five years, been the subject of:

1. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);

None.

2. The entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or

otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities.

None.

3. A finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or state securities regulatory of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated; or

None.

C. Beneficial Shareholders.

None

Item 9: Third Party Providers

1. Legal Counsel

Henry Bonner
P.O. Box 971
La Jolla, CA 92037-0971
Phone: (619) 278-8326
email: henry@bonner.net

2. Accountant or Auditor

Our financials are unaudited and prepared internally. We do not have an auditor or outside accountant.

3. Investor Relations Consultant

None.

Item 10: Issuer's Certifications

I, Jeffrey J. Janda, certify that:

1. I have reviewed the Annual Disclosure Statement of Tonogold Resources, Inc.
2. Based upon my knowledge, this disclosure statement does not contain any untrue statement of material fact or omit to state a material fact necessary to make the statements made, in light of circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement, and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

Dated: April 5, 2013

A handwritten signature in black ink, appearing to read 'Jeffrey J. Janda', written over a horizontal line.

Jeffrey J. Janda, President
Tonogold Resources, Inc.