

TONOGOLD RESOURCES, INC. AND SUBSIDIARY

**Financial Statements
(Unaudited)**

For the Nine months ended September 30, 2011 and 2010

Table of Contents

PART 1 FINANCIAL STATEMENTS

Consolidated Balance Sheets 2

Consolidated Statement of Operations 3

Consolidated Statement of Cash Flows 4

Consolidated Statement of Stockholders' Equity 5

Notes to Consolidated Financial Statements 6

PART 2 MANAGEMENT DISCUSSION 13

**PART 3 ADDITIONAL DISCLOSURE ITEMS AND
CERTIFICATION** 14

Tonogold Resources, Inc. and Subsidiary
Consolidated Balance Sheets
(Unaudited)

	September 30, 2011	December 31, 2010
ASSETS		
Current Assets		
Cash	\$ 16,973	\$ 17,317
Total Current Assets	16,973	17,317
Property, plant and equipment, net	954	954
Project investments	52,533	42,289
Loans to NPV Energy, Inc.	1,620	1,620
Investment in American Energy Fields, Inc.	817,500	-
Investment in TNR Stock	-	21,250
Investment in Secure Energy LLC	-	284,599
Total Assets	\$ 889,580	\$ 368,029
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current Liabilities		
Accounts payable	\$ 26,290	\$ 47,197
Accrued interest	21,934	21,934
Accrued payroll and payroll taxes	151,187	614
Deferred consulting fees	-	101,334
Notes payable	-	54,000
Shareholder loans	53,650	5,150
Total Current Liabilities	253,061	230,229
Stockholders' Equity		
Preferred stock series A, 1,000,000 authorized: None issued	-	-
Preferred stock series B, 1,000,000 authorized: None issued	-	-
Preferred stock series C, 1,000,000 authorized: Issued	200,000.00	200,000.00
Common stock, \$0.001 par value: 100,000,000 shares authorized, 90,933,453 shares issued and outstanding at September 30, 2011 and 87,438,453 at December 31, 2010, respectively	90,932	87,438
Additional paid-in capital	8,707,862	8,539,866
Subscribed stock	25,000	-
Comprehensive loss on investments	(403,300)	-
Deficit accumulated	(10,776,890)	(11,087,726)
Total Stockholders' Equity	(2,156,396)	(2,260,422)
Minority interest	2,792,915	2,398,222
Total Liabilities and Stockholder's Equity	\$ 889,580	\$ 368,029

See accompanying notes to Consolidated Financial Statements

**Tonogold Resources, Inc. and Subsidiary
Consolidated Statement of Operations
(Unaudited)**

	<u>For the Nine Months ended September 30, 2011</u>	<u>September 30, 2010</u>	<u>For the Three Months ended September 30, 2011</u>	<u>September 30, 2010</u>
Net Revenues	\$1,796,498	\$ 25,166	\$ 17,183	\$ 23,166
Cost of Revenue	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
Gross Profit	1,796,498	25,166	17,183	23,166
Operating Expenses				
Mineral Property Costs	72,882	180,762	41,569	28,847
General and Administrative expenses	<u>407,767</u>	<u>309,955</u>	<u>197,725</u>	<u>113,165</u>
Total Operating Expenses	480,649	490,717	239,294	142,012
Loss from Operations	1,315,849	(465,551)	(222,111)	(118,846)
Other Income (Expense)				
Interest Expense	<u>(1,500)</u>	<u>(6,488)</u>	<u>1,500</u>	<u>(1,620)</u>
Gain (Loss) before Minority interest	1,314,349	(472,039)	(220,611)	(120,466)
Minority interest before provision for income taxes	<u>(1,003,513)</u>	<u>13,005</u>	<u>(3,410)</u>	<u>3,838</u>
Net loss before provision for income taxes	310,836	(459,034)	(224,021)	(116,628)
Provision for income taxes	-	-	-	-
Net Profit or (Loss)	<u>\$ 310,836</u>	<u>\$ (459,034)</u>	<u>\$ (224,021)</u>	<u>\$ (116,628)</u>
Net (Loss) Per Share - Basic and Fully Diluted	<u>\$ 0.00</u>	<u>\$ (0.01)</u>		
Weighted average number of Common shares outstanding, basic and fully diluted	<u>89,023,620</u>	<u>81,713,953</u>		

See accompanying notes to Consolidated Financial Statements

Tonogold Resources, Inc. and Subsidiary
Consolidated Statement of Cash Flows
(Unaudited)

	For the Nine months	
	Ended	
	September,	September,
	30, 2011	30, 2010
Cash Flows from Operating Activities		
Net gain or (loss)	\$ 310,836	\$ (459,034)
Adjustment to reconcile net loss to net cash provided by operations:		
Non cash proceeds on net gain on sale of Secure Energy, LLC	(1,661,313)	-
Non cash proceeds on net loss on sale of investment	(10,251)	-
Stock issued for expenses	1,000	50,000
Deferred (recognized) consulting fees	(101,334)	137,334
Minority share of loss	1,003,513	13,005
Changes in operating working capital:		
Increase (decrease) in accounts payable	9,756	(18,764)
Increase (decrease) in accrued liabilities	150,573	(2,043)
Net change in operating working capital	(608,056)	179,532
Net Cash Used in Operations	(297,220)	(279,502)
Cash Flows From Investing Activities		
Sale of marketable securities	10,999	8,500
Cash received on sales of Secure Energy LLC	60,000	60
Investment in projects	(10,244)	(2,671)
(Acquisition) disposition of fixed assets	-	36,994
Net Cash Provided by Investments Activities	60,755	42,883
Cash Flows from Financing Activities		
Shareholder loans advanced	48,500	-
Common stock issued for cash	170,490	291,021
Subscribed shares	25,000	-
Notes payable (paid)	(4,000)	(12,678)
Minority interest in consolidated subsidiary	(3,869)	(6,011)
Net Cash Provided by Financing Activities	236,121	272,332
Net (Decrease) Increase in Cash	(344)	35,713
Cash--Beginning of Period	17,317	86,857
Cash - Ending of Period	\$ 16,973	\$ 122,570
Supplemental Disclosure of Non-Cash Investing and Financing Activities:		
Issuance of common stock for expenses	\$ 1,000	\$ 50,000
Issuance of common stock for note payable		\$ 42,745
Comprehensive loss on investments	\$ 403,300	\$ -
Income taxes paid	\$ -	\$ -
Interest paid	\$ 1,500	\$ 6,226

Tonogold Resources, Inc. and Subsidiary
Statement of Stockholders' Equity
(Unaudited)

	COMMON SHARES	ADDITIONAL	PREFERRED	PREFERRED		COMPREHENSIVE		STOCKHOLDERS'	
	Par Value	PAID-IN	SHARES	SHARES PAR	STOCK	(LOSS)	INCOME	ACCUMULATED	
	\$0.001	CAPITAL	PAID IN C	C	SUBSCRIBED		(DEFICIT)	EQUITY	
	Shares							(DEFICIT)	
Balance December 31, 2009	76,337,819	\$ 76,337	\$ 8,134,952	\$ 199,200	\$ 800	\$ -	\$ -	\$ (10,531,196)	\$ (2,119,907)
Common stock issued for cash	9,085,634	9,085	315,035						324,120
Common stock issued for services	1,165,000	1,165	48,835						50,000
Common stock issued for note payable	850,000	850	41,045						41,895
Net loss								(556,530)	(556,530)
Balance December 31, 2010	87,438,453	\$ 87,437	\$ 8,539,867	\$ 199,200	\$ 800	\$ -	\$ -	\$ (11,087,726)	\$ (2,260,422)
Common stock issued for cash	3,490,000	3,490	167,000						170,490
Common stock issued for services	5,000	5	995						1,000
Common stock subscribed						25,000			25,000
Net gain								310,836	310,836
Loss on stock investments							(403,300)		(403,300)
Comprehensive gain									(92,464)
Balance September 30, 2011	90,933,453	\$ 90,932	\$ 8,707,862	\$ 199,200	\$ 800	\$ 25,000	\$ (403,300)	\$ (10,776,890)	\$ (2,156,396)

See accompanying notes to Financial Statements

Tonogold Resources, Inc. and Subsidiary
Footnotes to Consolidated Financial Statements
For the Nine Months Ended September 30, 2011 and 2010

(Unaudited)

Note 1. Organization and Significant Accounting Policies

Organization and Line of Business

Tonogold Resources, Inc., a Delaware corporation, is a result of the Acquisition of Point Loma Partners, Inc. "PLP" by Gamesboro .Com, Inc. "GB" (formerly Alliance Trophy Club, Inc.) as of May 1, 2002. The Company changed its name to Tonogold Resources, Inc. in 2004.

In May of 2005 the Company formed a subsidiary, Prospect Uranium, Inc. which is in the uranium exploration business. Tonogold owns approximately 39.1% of Prospect Uranium at September 30, 2011.

Tonogold has been primarily engaged in the acquisition, exploration and development of mining properties, however in 2008 the company reviewed its business plans for the future. The Company now focuses on obtaining and proving out mining leases for sale to other mining development companies in order to generate income from the sale of mining claims for cash, joint venture interests and for royalties. In addition, the Company will do consulting with mining development companies.

During 2009 and continuing into 2011 the Company has generated revenues from the sale of mining properties taking stock, cash and royalty percentages and consulting fees.

Therefore, the company has ceased to continue as an Exploration company (subject to Development Stage reporting principles) and has started reporting as an operating company.

Principles of Consolidation

The accompanying consolidated financial statements include the accounts of the Company and its 39.1% owned subsidiary Prospect Uranium, Inc., of which the Company has the ability to exercise control and direct operations. All significant inter-company transactions and balances have been eliminated in consolidation.

Basis of Preparation

The accompanying unaudited consolidated financial statements have been prepared in accordance with generally accepted accounting principles for financial reporting and pursuant to the rules and regulations of the Securities and Exchange Commission ("Commission").

Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities on the date of the financial statements and the reported amounts of revenues and expenses during the period. Actual results could differ from those estimates.

Revenue Recognition

The Company recognizes revenue from the sale of leases at the time the lease is sold and income from consulting agreements as earned. Royalty income is recognized as received.

Property, Plant and Equipment

Property, plant and equipment is stated at cost and depreciated using the straight-line method over the estimated useful life of the assets, which is three to ten years.

Long-Lived Assets

The Company accounts for intangible assets in accordance with Statement of Financial Accounting Standards (SFAS) No.144 " Accounting For The Impairment or Disposal of Long-Lived Assets" and Statement of Financial Accounting Standards (SFAS)No. 142 "Goodwill and Other Intangible".

Comprehensive gain (loss)

The Company accounts for Comprehensive gain or loss in accordance with SFAS No. 310. Any change in the market price of shares held for investments are recorded as a comprehensive gain or loss. Comprehensive income or loss is reported in the Statement of Stockholders' Equity.

Income Taxes

The Company follows SFAS No. 109 "Accounting for Income Taxes" (SFAS No. 109) for recording the provision for income taxes. Deferred tax assets and liabilities are computed based upon the differences between the financial statement and income tax basis of assets and liabilities using the enacted marginal tax rate applicable when the related asset or liability is expected to be realized or settled. Deferred income tax expense or benefit is based on the change in the asset or liability each period. If available evidence suggests that is more likely than not that some portion or all of the deferred tax assets will not be realized, a valuation allowance is required to reduce the deferred tax asset to the amount that is more likely than not to be realized. Future changes in such valuation allowance are included in the provision for deferred income taxes in the period of change.

Deferred income taxes may arise from temporary differences resulting from income and expense items reported for financial accounting and tax purposes in different periods. Deferred taxes are classified as current or non-current, depending on the classification of assets and liabilities to which they relate. Deferred taxes arising from temporary differences that are not related to an asset or liability are classified as current or non-current depending on the periods in which the temporary differences are expected to reverse.

Minimum State income taxes are recorded as paid.

Reclassifications

Certain prior period amounts have been reclassified to conform to the current period's presentation.

Going Concern

The consolidated financial statements have been prepared assuming that the Company will continue as a going concern. As of September 30, 2011 the Company had cash of \$16,973 and negative working capital of \$120,222. The Company had net income from continuing operations of \$444,702 for the nine months ended September 30, 2011 and a loss of \$459,034 for the nine months ended September 30, 2010.

The accompanying financial statements do not include any adjustments relating to the recoverability and classification of asset carrying amounts or the amount and classification of liabilities that might result should the Company be unable to continue as a going concern.

Mining Property costs

The Company incurs costs on activities that relate to the securing of mining leases. The costs are capitalized as investments in projects until the lease can be sold or until the lease proves to be of no value and expensed .

Stock-Based Compensation

Statement of Financial Accounting Standards No. 123 (Revised 2004), "Share-Based Payment" ("SFAS 123R"). SFAS 123R requires that compensation cost related to share-based payment transactions be recognized in the financial statements. Share-based payment transactions within the scope of SFAS 123R include stock options, restricted stock plans, performance-based awards, stock appreciation rights, and employee share purchase plans. The provisions of SFAS 123R, as amended, are effective for small business issuers beginning as of the next interim period after December 15, 2005.

The Company has elected to use the modified-prospective approach method. Stock-based compensation expense for all awards granted is based on the grant-date fair values estimated in accordance with the provisions of FAS 123R. The Company recognizes these compensation costs, net of an estimated forfeiture rate, on a pro rata basis over the requisite service period of each vesting tranches of each award.

The Company considers voluntary termination behavior as well as trends of actual option forfeitures when estimating the forfeiture rate.

The Company measures compensation expense for its non-employee stock-based compensation under the Financial Accounting Standards Board (FASB) Emerging Issues Task Force (EITF) Issue No. 96-18, "Accounting for Equity Instruments that are Issued to Other Than Employees for Acquiring, or in Conjunction with Selling, Goods or Services". The fair value of the option issued is used to measure the transaction, as this is more reliable than the fair value of the services received. The fair value is measured at the value of the Company's common stock on the date that the commitment for performance by the counterparty has been reached or the counterparty's performance is complete. The fair value of the equity instrument is charged directly to compensation expense and additional paid-in capital.

Basics and Diluted Net Loss Per Common Share

The Company computes per share amounts in accordance with SFAS No. 128, "Earnings per Share". SFAS No. 128 requires presentation of basic and diluted EPS. Basic EPS is computed by dividing the income (loss) available to Common Shareholders by the weighted-average number of common shares outstanding for the period. Diluted EPS is based on the weighted-average number of shares of common stock and common stock equivalents outstanding during the periods.

Note 2. Notes Payable

The Edwards note of \$50,000 was assumed by AEFI when it acquired Secure Energy LLC in March 2011. Interest expense was \$1,500 and \$6,488 for the nine months ended September 30, 2011 and 2010, respectively.

Note 3. Shareholder loans

Loans from shareholders of \$53,650 at September 30, 2011 were non-interest bearing and due on demand.

Note 4. Income taxes

The components of the deferred tax asset are as follows:

	September 30, 2011	December 31, 2010
Deferred tax assets		
Net operating loss carry-forward	\$ 3,847,000	\$ 3,765,000
Valuation allowance	<u>(3,847,000)</u>	<u>(3,765,000)</u>
Net deferred tax assets	\$ <u>-</u>	\$ <u>-</u>

The Company had available approximately \$9,384,000 at September 30, 2011 and \$9,184,000 at December 31, 2010 of unused Federal and California net operating loss carry-forwards that may be applied against future taxable income. These net operating loss carry-forwards expire through 2030 and 2020 for Federal and State purposes, respectively. There is no assurance that the Company will realize the benefit of the net operating loss carry-forwards.

SFAS No. 109 requires a valuation allowance to be recorded when it is more likely than not that some or all of the deferred tax assets will not be realized.

Reconciliation of the differences between the statutory tax rate and the effective income tax rate is as follows at September 30, 2011 and December 31, 2010 respectively:

Statutory rate	35%
State taxes, net of Federal tax benefit	6%
Net operating loss carryforward	41%
Effective tax rate	0%

Note 5. Project investments

The Company is now leasing and exploring properties, not for in-house development, but for sale or joint venture to mining development companies. The Company accumulates the expenses on these leases until sold or, if they do not prove out, then the exploration costs are written off.

The projects initiated thus far are as follows:

	Date started	Invested December 31 2010	Invested September 30, 2011
Arizona project	September 2009	\$ 22,909	\$ 27,924
Coors project	December 2009	19,380	22,840
Bandarita project	August 2011	0	1,769
		<u>\$ 42,289</u>	<u>\$ 52,533</u>

Note 6. Mineral Properties

TONOGOLD RESOURCES, INC.

	Property	Status	Date Signed
1.	King Tonopah East	Active	2/18/05
2.	Tonopah Divide	Active	3/1/06
3.	Goldstrike (OV, D)	Active	8/05/09
4.	Goldstrike (W)	Active	8/05/09
5.	Arizona Claims	Active	10/01/09

1) King Tonopah East Lease

On February 18, 2005 the Company obtained a mining lease from Royce L. Hackworth and Belva Tomany, with option to purchase, 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:

Year Ended	Rents Required
February 18, 2012	\$4,000
February 18, 2013	\$4,500
February 18, 2014	\$5,000
Subsequent years	\$10,000

2) Tonopah Divide Lease

On March 1, 2006, the Company obtained a ten year mining lease from Tonopah Divide Mining Company, with option to renew as long as the property is in production, to develop and operate mining properties in the Divide Mining District, Esmeralda County, Nevada. The agreement required a \$30,000 payment at 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. The Company elected not to contribute to the 2010 and 2011 exploration programs and its ownership interest was reduced to 27.98%.

The mining venture's formal operating agreement was signed on March 17, 2011.

Concurrent with the signing of the Exploration and Option Agreement, the terms of the mining lease with Tonopah Divide Mining Company have been amended per the following terms. Advance minimum royalties, investment required in exploration, development and mining are as follows:

<u>Years Ended</u>	<u>Investment Required</u>	<u>Royalty</u>
March 1, 2012	\$500,000	\$60,000
March 1, 2013	\$450,000	\$60,000
March 1, 2014	\$200,000	\$75,000
March 1, 2015	\$200,000	\$75,000
March 1, 2016	\$200,000	\$75,000
Subsequent Years	\$300,000	\$75,000

According to the terms of the Exploration and Option Agreement Centerra is responsible for the above investments until their earn-in percentage is met then the expenses and royalties shall be paid according to each party's ownership percentage.

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.

3) Goldstrike - Oro Vista Claims

On August 5, 2009, the Company obtained a mining lease from Oro Vista, LLC., to develop and operate mining properties in the Goldstrike mining district, Washington County, Utah. The agreement required the issuance of 150,000 restricted common shares and payment of \$16,800 in claim maintenance fees upon signing. The Company is required to invest \$25,000 in exploration expenditures on the property each year.

The Company was required to pay a bonus of \$30,000 in cash and \$10,000 in stock by August 5, 2011.

As of November 14, 2011, the Company is current on its obligations and the lease is in good standing.

Beginning August 5, 2012 and each year thereafter, the Company is required to pay an advance minimum royalty of \$30,000.

The Company will pay a net smelter royalty upon the commencement of commercial production based on the price of gold at the time of sale as follows:

<u>Price of Gold</u>	<u>Royalty %</u>
Below \$700	3.0
\$700-\$899	3.5
\$900 or above	4.0

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

The term of the lease is ten years or perpetual upon commercial production or upon payment of an advance minimum royalty equal to 150% of the amount paid in year ten of the lease.

4) Goldstrike - W Claims

On August 5, 2009, the Company obtained a mining lease from Ray Hunter LLC, to develop and operate mining properties in the Goldstrike mining district, Washington County, Utah. The agreement required the issuance of 50,000 restricted common shares and payment of \$1,200 in claim maintenance fees upon signing. The Company is required to invest \$25,000 in exploration expenditures on the property each year.

The Company was required to pay a bonus of \$10,000 by August 5, 2011.

As of November 14, 2011, the Company is current on its obligations and the lease is in good standing.

Beginning August 5, 2012 and each year thereafter, the Company is required to pay an advance minimum royalty of \$10,000.

The Company will pay a net smelter royalty upon the commencement of commercial production based on the price of gold at the time of sale as follows:

Price of Gold	Royalty %
Below \$700	3.0
\$700-\$899	3.5
\$900 or above	4.0

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

The term of the lease is ten years or perpetual upon commercial production or upon payment of an advance minimum royalty equal to 150% of the amount paid in year ten of the lease.

5) Arizona Claims

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. All Arizona claims remain in good standing.

Note 7. TNR Gold Corp. Investment

On October 30, 2009, the Company agreed to give TNR Gold Corp. the exclusive option to acquire 100% interest in Sarcobatus Flats property located in Nye County, Nevada for \$130,000 and 675,000 shares of TNR Gold Corp. common stock.

In 2009 the Company received \$25,000 and 75,000 shares of common stock valued at \$0.30 per share (\$22,500) based on the per share value on the TSX Venture Stock Exchange, which the Company recorded as income. These shares were sold in 2010.

In 2010 the Company received 125,000 shares valued at \$0.17 per share (\$21,250) and \$10,000 in cash. On June 1, 2011 the Company received an additional payment of \$20,000. The 125,000 shares were sold during the quarter ended September 30, 2011

The Company is to receive the remaining payments if TNR Gold Corp. exercises its option:

	Cash	Shares
December 15, 2011	\$ 35,000	200,000
December 15, 2012	40,000	275,000
Totals	\$ 95,000	475,000

Note 8. Sale of Secure Energy LLC

On March 17, 2011, Prospect Uranium, Inc (Prospect) sold its joint venture interest in Secure Energy, LLC. to American Energy Fields, Inc., which changed its name to Continental Resources Group, Inc (Continental), for \$60,000 and 2,725,000 restricted common shares (\$1,825,750 at market value) of Continental. The shares of Continental received by Prospect are subject to a lockup agreement whereby Prospect may sell up to 340,625 shares per quarter. Additionally, Continental assumed \$80,664 in debt of Prospect. Secure Energy, LLC was the owner of three uranium mining leases.

Note 9. Comprehensive income (loss)

Since the acquisition of the Continental shares in March 2011, the market value of the Continental shares received by Prospect for the sale of Secure Energy, LCC dropped from \$0.65 to \$0.30 resulting in a \$1,008,250 loss in value. The loss, less the Minority interest, has been recognized in "Comprehensive loss" in the Stockholders' equity section. In accordance with the Company's accounting policy as included in Note 1.

Note 10. Subsequent Event

On July 8, 2011, the Company held its Annual Shareholder's Meeting and voted to approve the merger with Prospect Uranium, Inc. Tonogold Resources currently holds 39.125% of Prospect Uranium and will acquire the remaining 60.875%

On September 21, 2011 the shareholders of Tonogold and the shareholders of Prospect agreed to an Amalgamation of the two companies. Tonogold (the transferee) will acquire the 60.875% of share from Prospect (the transferor) for .2916 shares of Tonogold for each share of Prospect. When this is accomplished the two companies will emerge as Tonogold Resources, Inc.

On October 20, 2011, the Company sold 1,000,000 shares of Continental to Barry Honig, the Chairman of Continental, for \$150,000. The Company still owns 1,700,000 shares of Continental. On November 11, 2011, Continental shares closed at \$0.27 per share.

Continental has agreed to be acquired by Sagebrush Gold, Inc. ("Sagebrush"), listed on the OTC Bulletin Board under the symbol "SAGE". The Company believes that the lockup agreement on its Continental shares is no longer in effect.

PART 2 MANAGEMENT'S DISCUSSION AND ANALYSIS

The Company was organized to engage in the acquisition, exploration and development of mining properties. However, in 2008 the Company changed its focus to engage in the acquisition and exploration of mining properties with the objective to sell those properties that proved out to companies that focused on the development and operation of mining properties.

Revenues

During the nine months ended September 30, 2011 the Company had revenue from property consulting of \$102,334 as compared to \$25,166 in revenue from property consulting in nine months ended September 30, 2010 and \$20,000 from an option to acquire mining properties. In addition it had a loss on the sale of the shares received for an option to acquire mining properties in the amount of \$10,251.

Prospect Uranium, Inc. had income of \$1,684,415 from the sale of its interest in Secure Energy LLC (Cost \$284,599) to (American Energy Fields, Inc.) now Continental Resources, Group, Inc. (Continental). Prospect received \$1,825,750 in Continental stock and \$60,000 in cash. In addition, Continental assumed a loan of \$50,000 and accounts payable in the amount of \$30,664. In the nine months ended September 30, 2011 the value of the stock received was reduced by \$1,008,250 as comprehensive loss.

Cost of revenues

The acquisition and exploration costs of the Nyac property in prior years were expensed. Because of the Company's knowledge with regard to the property we are able to earn consulting fees

Mineral property costs

Mineral property costs decreased to \$72,882 for the nine months ended September 30, 2011 from \$180,762 for the nine months ended September 30, 2010. These costs are incurred to keep the valuation and the viability of the mining properties controlled by the Company.

General and administrative expenses

	September 30, 2011	September 30, 2011
Wages	\$ 277,817	\$ 217,593
Office	9,355	13,317
Advertising	4,272	12,563
Insurance	4,417	5,577
Rent	-	7,924
Travel	14,993	15,345
Telephone	15,087	12,600
Professional fees	27,874	13,500
Other	53,952	11,537
Total	<u>\$ 407,767</u>	<u>\$ 309,956</u>

Office expenses were reduced because of a reduction in activity. Wages increased because accrual was made for wages not paid in prior quarters. The Company has reduced its advertising substantially. The Company moved from its offices in La Jolla last year and was able to acquire offices at no charge in Chula Vista. Travel expenses were about the same as we continue to develop new leases. Professional fees were up due to legal fees in connection with the sale of Secure Energy LLC to Continental.

Working capital

The Company had \$16,973 in the bank and a negative working capital of \$2,386,088 at September 30, 2011. The Company raised \$195,490 through the sale of stock during the nine months.

The Company will need to raise additional funds during the next twelve months in order to sustain our business. Additional funds may not be available and we cannot predict what revenues and cash flow from operations we can expect during the next twelve months.

PINK OTC MARKETS QUARTERLY REPORTING REQUIREMENTS:

Item 1. Name of Issuer and Address of Issuer's Principal Offices.

The Issuer is Tonogold Resources, Inc., and the Issuer's principal offices are located at 1872 Nirvana Blvd., Chula Vista, Ca. 91911.

Item 2. Shares Outstanding.

Common Stock

	Latest Fiscal Quarter	Last Fiscal Year	Previous to Last Fiscal Year
(i) Period End Date	9/30/2011	12/31/10	12/31/09
(ii) Number of Shares Authorized;	200,000,000	100,000,000	100,000,000
(iii) Number of Shares Outstanding;	90,933,453	87,438,453	76,446,119
(iv) Freely Tradable Shares (public float);	25,290,225	18,570,225	16,547,725
(v) Total number of beneficial shareholders; and	Not Available	Not available	Not available
(vi) Total number of shareholders of record.	480	479	482

Preferred Stock

	Latest Fiscal Quarter	Last Fiscal Year	Previous to Last Fiscal Year
(i) Period End Date	9/30/11	12/31/10	12/31/09
(ii) Number of Shares Authorized;	40,000,000	20,000,000	20,000,000
(iii) Number of Shares Outstanding;	800,000	800,000	800,000
(iv) Freely Tradable Shares (public float);	0	0	0
(v) Total number of beneficial shareholders; and	15	15	15
(vi) Total number of shareholders of record.	15	15	15

Item 3. Interim Financial Statements.

Financial Statements for the period ending September 30, 2011 and 2010 are attached.

Item 4. Management's Discussion and Analysis.

Management's Discussion and Analysis is attached.

Item 5. Legal Proceedings.

There are not any current, past, pending or threatened legal proceedings or administrative actions either by or against the issuer that could have a material effect on the issuer's business, financial condition, or operations and there are not any current, past or pending trading suspensions by a securities regulator.

Item 6. Defaults Upon Senior Securities.

There has not been any material default in the payment of principal, interest, a sinking or purchase fund installment, or any other material default not cured within 30 days, with respect to any indebtedness of the issuer exceeding 5% of the total assets of the issuer.

Item 7. Other Information.

See disclosure of acquisition by Tonogold of Prospect in subsequent events footnote

Item 8. Exhibits.

There are no additional exhibits to this quarterly disclosure.

Item 9. Certifications.

I, Jeffrey J. Janda, certify that:

1. I have reviewed this quarterly disclosure statement of Tonogold Resources, Inc.;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the 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.

Certified November 14, 2011 by:

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

Jeffrey J. Janda, President
Tonogold Resources, Inc.