TONOGOLD RESOURCES, INC.

Financial Statements
(Unaudited)

For the six months ended June 30, 2013 and 2012

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Tonogold Resources, Inc.
Balance Sheets
(Unaudited)

	June 30, 2013	December 31, 2012
ASSETS		
Current Assets		
Cash	$ 466,612	$ 1,665
Accounts receivable	-	18,676
Total Current Assets	466,612	20,341
Property, plant and equipment, net	3,845	1,914
Project investments	-	57,578
Investment in Persistence Mining	5,000	5,000
Total Assets	$ 475,457	$ 84,833
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current Liabilities		
Accounts payable	$ 7,746	$ 23,555
Accrued payroll	134,986	164,986
Accrued interest	21,934	21,934
Accrued payroll taxes	111,037	82,021
Shareholder loans	-	5,500
Total Current Liabilities	275,703	297,996
Stockholders' Equity		
Preferred stock, 40,000,000 authorized: None issued at June 30, 2013 and December 31, 2012		
Common stock, $0.001 par value: 200,000,000 shares authorized, 174,210,792 shares issued and outstanding at June 30, 2013 and 107,853,126 at December 31, 2012 respectively	174,211	107,853
Additional paid-in capital	13,719,523	13,239,223
Subscibed stock	113,781	-
Deficit accumulated	(13,807,761)	(13,560,239)
Total Stockholders' Equity	199,754	(213,163)
Total Liabilities and Stockholder's Equity	$ 475,457	$ 84,833

See accompanying notes to Financial Statements

Tonogold Resources, Inc.
Statement of Operations
(Unaudited)

	For the Six months ended		For the Three months ended	
	JUNE 30, 2013	**JUNE 30, 2012**	**JUNE 30, 2013**	**JUNE 30, 2012**
Net Revenues	$ 22,192	$ 258,750	$ 18,190	$ -
Cost of Revenue	57,578	1,155,750	(57,578)	-
Gross Profit (loss)	(35,386)	(897,000)	(39,388)	-
Operating Expenses				
Mineral Property Costs	24,088	21,300	22,185	16,800
General and Administrative expenses	188,048	210,978	127,573	95,970
Total Operating Expenses	212,136	232,278	149,758	112,770
Gain (Loss) from Operations	(247,522)	(1,129,278)	(189,146)	(112,770)
Other Income (Expense)				
Interest Expense	-	-	-	-
Gain (Loss) before provision for income taxes	(247,522)	(1,129,278)	(189,146)	(112,770)
Provision for income taxes	-	(750)	-	-
Net Gain (Loss)	$ (247,522)	$ (1,130,028)	$ (189,146)	$ (112,770)
Net (Loss) Per Share - Basic and Fully Diluted	$ (0.00)	$ (0.01)	$ (0.00)	$ (0.00)
Weighted average number of Common shares outstanding, basic and fully diluted	110,052,828	101,450,049	112,228,357	101,450,049

See accompanying notes to Financial Statements

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

	Six Months Ended June 30, 2013	Six Months Ended June 30, 2012
Cash Flows from Operating Activities		
Net gain or (loss)	$ (247,522)	$ (1,130,028)
Adjustment to reconcile net loss to net cash provided by operations:		
Non cash proceeds on net loss on sale of investment	-	897,000
Stock issued for expenses	-	16,400
Changes in operating working capital:		
Decrease in accounts receivable	18,676	-
Decrease in accounts payable	(15,810)	75
Increase in accrued liabilities	29,017	22,405
Decrease in salaries payable	(30,000)	(1,300)
Net change in operating working captital	1,883	934,580
Net Cash Used in Operations	(245,639)	(195,448)
Cash Flows From Investing Activities		
Purchase of fixed assets	(1,931)	(960)
Salle of Arizona and Coors projects	57,578	-
Sale of marketable securities	-	258,750
Investment in Persistence Mining, Incl	-	(5,090)
Net Cash Provided by Investments Activities	55,647	252,700
Cash Flows from Financing Activities		
Shareholder loans advanced (paid)	(5,500)	(52,850)
Subscribed stock	113,781	-
Common stock issued for cash	546,658	-
Net Cash Provided by Financing Activities	654,939	(52,850)
Net (Decrease) Increase in Cash	464,947	4,402
Cash--Beginning of Period	1,665	11,443
Cash - Ending of Period	$ 466,612	$ 15,845
Supplemental Disclosure of Non-Cash Investing and Financing Activities:		
Issuance of common stock for expenses	$ -	$ 16,400
Income tax paid	$ -	$ 750
Interest paid	$ -	$ -

See accompanying notes to Consolidated Financial Statements

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

	COMMON SHARES		ADDITIONAL	PREFERRED	PREFERRED	COMPREHENSIVE		STOCKHOLDERS' ACCUMULATED
	Shares	Par Value $0.001	PAID-IN CAPITAL	SHARES PAID IN C	SHARES PAR C	(LOSS)	INCOME (DEFICIT)	EQUITY (DEFICIT)
Balance December 31, 2011	100,758,126	$ 100,756	$ 13,028,920	$ 199,200	$ 800	$ (741,750)	$ (12,319,589)	$ 268,337
Common stock issued for services	455,000	455	16,945					17,400
Conversion of Preferred shares Class C to Common stock	6,640,000	6,642	193,358	(199,200)	(800)			-
Net loss							(1,240,650)	(1,240,650)
Stock investments sold						741,750		741,750
Comprehensive gain (loss)								(498,900)
Balance Decemer 31, 2012	107,853,126	$ 107,853	$ 13,239,223	$ -	$ -	$ -	$ (13,560,239)	(213,163)
Shares issued for cash	66,357,666	66,358	480,300					546,658
Subscibed stock			113,781					113,781
Net loss							(247,522)	(247,522)
Balance June 30, 2013	174,210,792	$ 174,211	$ 13,833,304	$ -	$ -	$ -	$ (13,807,761)	$ 199,754

See accompanying notes to Financial Statements

Tonogold Resources, Inc.
Footnotes to Financial Statements
For the Six Months Ended June 30, 2013 and 2012

(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 was in the uranium exploration business. Tonogold owned approximately 39.1% and controlled the operations of Prospect Uranium. On December 28, 2011 Tonogold issued 9,024,673 shares to acquire the all of the outstanding Prospect shares and immediately dissolved Prospect. The acquisition has been accounted for as an amalgamation in accordance with Accounting Standard 14 and pooling of interest accounting has been applied. As per SFAS No. 141 Business Combination, purchase accounting does not apply when a combination between businesses under common control are merged into one company.

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

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

Basis of Preparation

The accompanying un-audited 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. For lease of mining properties acquired prior to the above policy the Company still expenses costs associated with continuing those leases.

Cash and Cash Equivalents

The Company considers all highly liquid investments with an original maturity of three months or less as cash equivalents.

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".

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 June 30, 2013 the Company had cash of $466,612 and positive working capital of $190,908. The Company had net loss from continuing operations of $247,522 for the six months ended June 30, 2013.

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.

Prior to 2008 all costs related to mining properties were expensed and that policy is still in effect for those properties the Company continues to hold.

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 trenched 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 basis 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. Shareholder loans

The Company paid all shareholder loans as of June 30, 2013.

Note 3. Income taxes

The components of the deferred tax asset are as follows:

	June 30, 2013	December 31, 2012
Deferred tax assets		
Net operating loss carry-forward	$ 3,992,000	$ 3,890,000
Valuation allowance	(3,992,000)	(3,890,000)
Net deferred tax assets	$ -	$ -

The Company had available approximately $9,736,000 at June 31, 2013 and $9,500,000 at December 31, 2012 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 2032 and 2022 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 June 30, 2013 and December 31, 2012 respectively:

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

Note 4. 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. During the year ended December 31, 2012 the Company determined that the Banderita project development was not feasible and the $1,769 incurred was written off.

During the six months ended June 30, 2013 the Company sold the Arizona project and Coors project for $20,000 and a 3% royalty capped at $50,000. The total invested on the date of sale was $33,638 in the Arizona project and $23,940 in the Coors project, a total of $57,578. The Company has recognized the loss in the accompanying financial statements. Any royalties received will be recognized as income when received.

Note 5. Mineral Properties

Prior to 2008, and subsequently for these properties, all costs were and are expensed as incurred.

	Property	Status	Date Signed	Costs incurred from inception to date
1.	King Tonopah East	Active	2/18/05	$224,695
2.	Tonopah Divide	Active	3/1/06	$487,674

1) King Tonopah East 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.

The Company paid rental of $4,500 in the six months ended June 30, 2013. Rentals are payable and investment required in exploration, development and mining as follows:

Year Ended	Rents Required
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:

Years Ended	Investment Required	Royalty
March 1, 2013	$450,000	$7,000
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

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 mining venture with Centerra was terminated on October 15, 2012 and Tonogold's ownership interest (subject to the terms of the Amended Lease) is now 100%.

Note 6. TNR Gold Corp. Investment

On October 30, 2009, the Company agreed to give TNR Gold Corp. (TNR) 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 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 and additional payment of $20,000. The 125,000 shares were sold during the year ended December 31, 2011.

In 2011 the Company received 200,000 shares of International Lithium valued at $0.10 per share ($20,000) and $34,985 in cash.

On September 1, 2012 TNR let the Sarcobatus Flats mining claims lapse and terminated the option. In December, 2012 TNR made the final option payment of $20,800.

Note 7. 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., that 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.

During the year ended December 31, 2011 the Company sold 1,000,000 shares of Continental for $150,000 to Barry Honig, the Chairman of Continental leaving the Company with 1,725,000 shares.

During the year ended December 31, 2012 the Company sold the remaining 1,725,000 shares for $258,750.

Note 8. Conversion of Preferred shares

On May 9, 2012 the Company revised its authorization to issue common and preferred stock. The Company is authorized to issue 40,000,000 shares of preferred stock at a par value $0.001 and 200,000,000 shares of common stock at a par value of $0.001.

On June 19, 2012 the preferred shareholders converted all of the outstanding preferred shares (800,000) into 6,640,000 shares of restricted common stock plus an aggregate 25% gross proceeds royalty on the sale of the Company's Coors Mine in Yavapai County, Arizona. Prior to the change above these preferred shares had been designated as Series C. The Company has indicated the converted shares as Series C in the Statement of Stockholders' Equity.

Note 9. Private Placement of common shares

On June 6, 2013, we closed a private placement which raised $711,000 through the sale of 79,000,000 shares of restricted common stock. In the current quarter, we issued 66,357,666 shares pursuant to the private placement and will issue an additional 12,642,334 in the third quarter pending acceptance of the remaining subscriptions. The shares were issued pursuant to Rule 506 and the certificates contained a restrictive legend. The expenses of the private placement were $49,591 leaving net proceeds of $660,439.

Note 10. Warrants issued for services

In May and June 2013 the Company issued warrants for services as follows:

Issue Date	Name / Services Rendered	Exercise Price	Underlying Shares / Expiration Date
5/29/13	Comstock Royalty, Inc. Corporate Advisory / Financial Relations	$.01	1,600,000 Exp: May 29, 2016
6/1/13	Mark J. Ashley Management Services / CEO	$.01	3,400,000 Exp: June 1, 2018
6/1/13	Mark J. Ashley Management Services / CEO	$.05	3,300,000 Exp: June 1, 2018

An additional 3,300,000 warrants will be issued to Mark J. Ashley and an additional 3,000,000 warrants will be issued to Pareto Capital Pty Ltd if the Company increases its authorized common stock to a greater amount from the present 200,000,000 shares.

Note 11. Employment agreement

In March 2013 the Company entered into an employment agreement with the Chief Executive Officer that includes promoting the Company's interests and a raising capital in the amount of $360,000 to $675,000. Remuneration was set at $240,000 per year and warrants to be issued (see Note 10).

The Company has also agreed to pay back salaries in a combination of cash and stock for both Jeffrey Janda, our former President and current Chairman, and Brian Zamudio, our former Executive Vice President and current Director and Corporate Secretary. Mr. Janda will receive 684,108 restricted common shares in the third quarter 2013 and $6,156.97 on June 1, 2014. Mr. Zamudio will receive 3,035,156 restricted common shares in the third quarter 2013 and $27,316.40 on June 1, 2014. Mr. Janda and Mr. Zamudio received $13,813.94 and $68,632.81 respectively in back salary payments in the current quarter.

Both Mr. Janda and Mr. Zamudio will be paid $6,000 per month for ongoing consulting and director's fees.

Note 12. Investment in Persistence Mining Inc.

Persistence Mining, Inc. (PMI) was formed as a Nevada corporation in February 2012 with Tonogold acquiring 750,000 shares (4.5%) of the company. PMI will explore and develop barite mines in Nevada. On October 1, 2012 Tonogold signed a one year contract with PMI to provide management services for $20,000 per month. This contract was canceled during the three months ended March 31, 2013.

PART 2 MANAGEMENT'S DISCUSSION AND ANALYSIS

The following Management's Discussion and Analysis should be read in conjunction with Management's Discussion and Analysis included in our Annual Report for the year ended December 31, 2012 filed with OTC Markets (Pink Sheets).

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.

During the period we completed a small capital raise as discussed further in this report and confirmed the appointment of Mark J. Ashley as Chief Executive Officer. Since that time, the Company has received numerous advanced staged mining opportunities and has been assessing their technical and financial data. At this time, four of these opportunities have advanced to the stage where we are conducting more detailed due diligence and further developing commercial terms for our potential future involvement.

Revenues

During the six months ended June 30, 2013 the Company only had revenue from management fees of $2,192 from Persistence Mining, Inc., and sold the Arizona project and Coors project for $20,000 plus a 3% royalty capped at $50,000. The total invested in the projects was $57,578. Since there can be assurance of royalties the Company has recognized a loss of $37,578. It will recognize royalty income as and if collected.

Mineral property costs

Mineral property costs were $24,089 for the six months ended June 30, 2013 as compared to the $22,185 of the prior year. These costs included lease and geological consulting fees as required on the King Tonopah property of $6,589 and lease costs of $17,500 on the Tonopah Divide property.

General and administrative expenses

	June 30,2013	June 30,2012
Wages	$ 122,319	$ 145,447
Office	4,001	3,321
Investor relations	14,382	10,010
Travel	2,429	8,635
Telephone	4,779	6,907
Professional fees	4,145	14,842
Research	2,340	8,275
Management fee	10,000	-
Other	23,653	13,541
	$ 188,048	$ 210,978

Wages expenses are down as a result of $16,000 being issued in 2012 for wages,

The Company moved from its offices in La Jolla in 2010 and was able to acquire office space at no charge in Chula Vista. Travel expenses, research, telephone and professional fees were down due to less activity in the development of new leases. Investor relations and management fees increased as the Company concluded new financing with Pareto Capital Pty Ltd.

Working capital

As of June 30, 2013 the Company had cash of $466,612 due to the sale of shares ($660,439) as the Company completed a new round of financing with Pareto Capital Pty Ltd. The company had a positive working capital position of $190,908 at June 30, 2013. The Company had net loss from continuing operations of $247,522 for the six months ended June 30, 2013

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.