

**TONOGOLD RESOURCES, INC.**

5666 La Jolla Blvd., #315

La Jolla, CA 92037

Notice of 2013 Annual Meeting of Stockholders

To all Stockholders of Tonogold Resources, Inc.:

You are invited to attend the 2013 Annual Meeting of Stockholders (the "Annual Meeting") of Tonogold Resources, Inc. (the "Company"). The Annual Meeting will be held at the Museum of Contemporary Art, 700 Prospect Street, Coast Room, La Jolla, CA 92037, on October 18, 2013 at 11:00 a.m., Pacific Time. The purposes of the meeting are to:

1. Approve and ratify the minutes of the prior meeting of the Stockholders;
2. Elect the nominees to the Company's Board of Directors to serve until the Company's 2014 Annual Meeting of Stockholders; the nominees for election as Directors: Mark Ashley, Jeffrey Janda, Donald Strachan, and Brian Zamudio; and
3. Approve an increase in the number of authorized shares to five hundred million (500,000,000) shares;
4. Approve a reduction in the quorum requirement for shareholder action to twenty percent (20.00%) of issued and outstanding shares; and
5. Any other business that may properly come before the meeting.

The Board of Directors has fixed August 23, 2013, as the record date (the "Record Date") for the Annual Meeting. Only stockholders of the Company of record at the close of business on that date will be entitled to notice of, and to vote at, the Annual Meeting. A list of stockholders as of the Record Date will be available at the Annual Meeting for inspection. Stockholders will need to register at the meeting to attend the meeting. If your shares are not registered in your name, you will need to bring proof of your ownership of shares to the meeting in order to register to attend and vote. You should ask the broker, bank or other institution that holds your shares to provide you with an account statement or a letter showing your share ownership as of the Record Date. Please bring that documentation to the meeting.

**IMPORTANT**

Whether or not you will attend the Annual Meeting, please sign and return the enclosed proxy promptly. If you attend the meeting, you may revoke the proxy and vote in person.

**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS**

The Company's proxy statement and annual report are available at: <http://www.tonogold.com/s/LegalNotices.asp>

By Order of the Board of Directors,

August 23, 2013



Jeffrey Janda, Chairman  
Tonogold Resources, Inc.  
5666 La Jolla Blvd., #315  
La Jolla, CA 92037

**PROXY CARD FOR ANNUAL MEETING OF STOCKHOLDERS  
OF TONOGOLD RESOURCES, INC.  
TO BE HELD OCTOBER 18, 2013**

BE IT KNOWN that I, \_\_\_\_\_, the undersigned Stockholder of Tonogold Resources, Inc., a Delaware corporation, hereby constitute and appoint Mark Ashley, Jeff Janda or Brian Zamudio, as my true and lawful attorney and agent for me and in my name, place and stead, to vote as my proxy at the Meeting of the Stockholders of the said corporation, to be held on October 18, 2013 or any adjournment thereof, for the transaction of any business which may legally come before the meeting, and for me and in my name, to act as fully as I could do if personally present; and I herewith revoke any other proxy heretofore given. If the proxy is blank or my proxy does not attend, then the chairperson of the meeting is appointed as my proxy to:

- |   | <u>FOR</u>               | <u>AGAINST</u>           | <u>ABSTAIN</u>           |
|---|--------------------------|--------------------------|--------------------------|
| 1. Approve and ratify the minutes of the prior meeting of the stockholders:   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. Elect the following nominees as Directors to serve until the Company's 2014 Annual Meeting of Stockholders or until successors are duly elected and qualified: |                          |                          |                          |
| a. Mark Ashley  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| b. Jeffrey Janda  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| c. Brian Zamudio  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| d. Donald Strachan  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. Approve and ratify the following proposals:  |                          |                          |                          |
| a. Increase the authorized shares to 500 million.   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| b. Change the quorum requirement to 20%.  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

Signature: \_\_\_\_\_ Date: \_\_\_\_\_  
Name/Title: \_\_\_\_\_

Signature: \_\_\_\_\_ Date: \_\_\_\_\_  
Name/Title: \_\_\_\_\_

Record Date: August 23, 2013

## **October 2013 Stockholder Proxy Instructions**

If the name of the appointee is not filled in, the instrument of proxy will be deemed to be given in favor of the Chairperson of the meeting to which it relates. If you do not allocate preferences for voting, the Chairperson will exercise his discretion in casting your vote as proxy. If, however, you allocate preferences above, the Chairperson will cast your vote in accordance with those preferences. Please see the notes below in relation to allocating your preferences

Check the relevant boxes if you wish to direct the proxy how to vote. If no check is made, the proxy may vote on the resolution or abstain from voting as the proxy thinks fit. With respect to the election of directors, you are entitled to cast as many votes per share as there are vacancies for directors' positions in your stockholder class. Common stockholders are entitled to vote only for the General Directors. For example, a holder of one share of Common Stock may cast one vote for each of up to four General Director candidates by checking the box next to the name of each candidate.

### *Signing the Form*

The person registered as a stockholder must sign the proxy form personally or by a duly appointed attorney or agent. If a proxy is given by a corporation, a form of proxy must be executed by the person who is that stockholder's nominee on the Company's stockholder list. If a proxy is executed by an attorney of a member, the attorney must declare that the attorney has no notice of revocation of the power of attorney and the relevant power of attorney, if it has not already been noted by the Company, must accompany the form of proxy.

### *Submitting the Form*

Forms to appoint proxies must be received by the Company not later than **5pm Pacific Time on October 16, 2013**.

They should be faxed to +1 (858) 456-2540 or delivered by courier or mail to the Company at 5666 La Jolla Blvd. #315, La Jolla, CA 92037, Attention: Brian Zamudio, Corporate Secretary, or delivered in Portable Document Format (PDF) by email to the attention of Brian Zamudio, Corporate Secretary at [brian@tonogold.com](mailto:brian@tonogold.com).

TONOGOLD RESOURCES, INC.  
5666 La Jolla Blvd., #315  
La Jolla, CA 92037

Proxy Statement for Annual Meeting of Stockholders  
To Be Held October 18, 2013, 11:00 a.m. Pacific Time  
Museum of Contemporary Art, Coast Room, 700 Prospect Street, La Jolla, CA 92037

Unless the context requires otherwise, references in this statement to “Tonogold Resources”, “Tonogold”, the “Company”, “we”, “us”, or “our” refer to Tonogold Resources, Inc.

The Annual Meeting of Stockholders of Tonogold Resources (the “Annual Meeting”) will be held on October 18, 2013, at the Museum of Contemporary Art, Coast Room, 700 Prospect Street, La Jolla, CA 92037, at 11:00 a.m. Pacific Time.

We are providing the enclosed proxy materials and form of proxy in connection with the solicitation by the Company’s Board of Directors (the “Board”) of proxies for this Annual Meeting. The Company anticipates that this Proxy Statement and the form of proxy will first be available to holders of the Company’s stock (the “Common Shares”) on or about August 23, 2013. A notice of the availability of this Proxy Statement and the form of proxy will first be mailed to holders of the Company’s common stock on or about this date.

You are invited to attend the Annual Meeting at the above stated time and location. If you plan to attend and your shares are held in “street name”— in an account with a bank, broker, or other nominee – you must obtain a proxy issued in your name from such broker, bank or other nominee.

You can vote your shares by completing a proxy card online, completing and returning a proxy card provided to you by mail or email or, if you hold shares in “street name”, by completing the voting form provided by the broker, bank or other nominee.

A returned signed proxy card without an indication of how shares should be voted will be voted FOR the resolution approving and ratifying the minutes of the last meeting of the stockholders and FOR the election of all Director nominees and FOR the resolution increasing the number of authorized shares and FOR the resolution decreasing the quorum requirement.

Our corporate bylaws define a quorum as one third (1/3) of the issued and outstanding voting stock present in person or by proxy. The Company’s Articles of Incorporation do not allow cumulative voting for Directors. The nominees who receive the most votes will be elected.

## QUESTIONS AND ANSWERS ABOUT PROXY MATERIALS AND VOTING

Why am I receiving this Proxy Statement and proxy card?

You are receiving this Proxy Statement and proxy card because you were a stockholder of record at the close of business on August 23, 2013 and are entitled to vote at the Annual Meeting. This Proxy Statement describes issues on which the Company would like you, as a stockholder, to vote. It provides information on these issues so that you can make an informed decision. You do not need to attend the Annual Meeting to vote your shares.

When you sign the proxy card you appoint Mark Ashley, Jeffrey Janda, and Brian Zamudio as your representatives at the Annual Meeting. As your representatives, they will vote your shares at the Annual Meeting (or any adjournments or postponements) as you have instructed them on your proxy card. With proxy voting, your shares will be voted whether or not you attend the Annual Meeting. Even if you plan to attend the Annual Meeting, it is a good idea to complete, sign and return your proxy card in advance of the Annual Meeting, just in case your plans change.

If an issue comes up for vote at the Annual Meeting (or any adjournments or postponements) that is not described in this Proxy Statement, your representatives will vote your shares, under your proxy, at their discretion, subject to any limitations imposed by law.

When is the record date?

The Board has fixed August 23, 2013, as the record date for the Annual Meeting. Only holders of Tonogold Resources voting stock as of the close of business on that date will be entitled to vote at the Annual Meeting.

How many shares are outstanding?

As of the record date of August 23, 2013, the Company had 183,210,792 shares of Common Stock issued and outstanding.

What am I voting on?

You are being asked to vote on the following:

1. Approval and ratification of the minutes of the prior meeting of the Stockholders;
2. The election of the nominees to the Company's Board of Directors to serve until the Company's 2014 Annual Meeting of Stockholders or until successors are duly elected and qualified; the following are nominees for election as Directors: Mark Ashley, Jeffrey Janda, Donald Strachan, and Brian Zamudio;
3. Increase the authorized shares of the Company to five hundred million (500,000,000) shares;
4. Reduce the quorum requirement to twenty percent (20.00%) of issued and outstanding shares; and
5. Any other business that may properly come before the meeting.

How many votes do I get?

Each share of Common Stock is entitled to one vote. No cumulative rights are authorized, and dissenters' rights are not applicable to any of the matters being voted upon. The Board recommends a vote FOR the approval and ratification of the minutes of the prior meeting of the stockholders and FOR each of the nominees to the Board and FOR the increase in authorized shares and FOR the reduction in the quorum requirement.

How do I vote?

You have several voting options. You may vote by:

- Completing your proxy card over the internet at the website and with details as provided in the enclosed online voting instructions;
- Downloading or requesting a proxy card (as detailed below), signing your proxy card and mailing it to the attention of: Brian Zamudio, Corporate Secretary, at Tonogold Resources, Inc., 5666 La Jolla Blvd., #315, La Jolla, California 92037;
- Signing and faxing your proxy card to our Corporate Secretary for proxy voting at the number provided on the proxy card or signing and emailing a scanned Portable Document Format (PDF) file to our Corporate Secretary at the email address provided on the proxy card; or
- Attending the Annual Meeting and voting in person.

If your shares are held in an account with a brokerage firm, bank, dealer, or other similar organization, then you are the beneficial owner of shares held in a "street name" and these proxy materials are being forwarded to you by that organization. The organization holding your account is considered the stockholder of record for purposes of voting at the Annual Meeting. As a beneficial owner, you have the right to direct your broker, bank or other nominee on how to vote the shares in your account. You are also invited to

attend the Annual Meeting. However, since you are not the stockholder of record, you may not vote your shares in person at the Annual Meeting unless you request and obtain a valid proxy card from your broker, bank, or other nominee.

Can stockholders vote in person at the Annual Meeting?

The Company will pass out written ballots to anyone who wants to vote at the Annual Meeting. If you hold your shares through a brokerage account but do not have a physical share certificate, or the shares are registered in someone else's name, you must request a legal proxy from your stockbroker or the registered owner to vote at the meeting.

What if I want a paper copy of these proxy materials?

Please send a written request to our offices at the address below, email us at [info@tonogold.com](mailto:info@tonogold.com) or call us at +1 (858) 456-1273 to request a paper copy of the proxy materials. Send requests to: Tonogold Resources, Inc., 5666 La Jolla Blvd., #315, La Jolla, CA 92037, Attention: Brian Zamudio, Corporate Secretary.

What if I change my mind after I return my proxy?

You may revoke your proxy and change your vote at any time before the polls close at the Annual Meeting. You may do this by:

- Signing another proxy with a later date and mailing it to the attention of: Brian Zamudio, Corporate Secretary, Tonogold Resources, Inc., 5666 La Jolla Blvd., #315, La Jolla, CA 92037, so long as it is received prior to 5:00 p.m., Pacific Time, on October 14, 2013 or
- Voting in person at the Annual Meeting.

Beneficial stockholders should refer to the instructions received from their stockbroker or the registered holder of the shares if they wish to change their vote.

How many votes do you need to hold the meeting?

To conduct the Annual Meeting, the Company must have a quorum, which means that a third of the outstanding voting shares of the Company as of the record date must be present at the Annual Meeting. Based on 183,210,792 voting shares outstanding as of the record date, 58,070,264 shares must be represented at the Annual Meeting, in person or by proxy, for there to be a quorum. Your shares will be counted as present at the Annual Meeting if you:

- Submit a properly executed proxy card (even if you do not provide voting instructions) or
- Attend the Annual Meeting and vote in person.

What if I abstain from voting?

Abstentions with respect to a proposal are counted for the purposes of establishing a quorum. Since the Company's bylaws state that matters presented at a meeting of the stockholders must be approved by the majority of the voting power of the voting shares present at the meeting, a properly executed proxy card marked ABSTAIN with respect to a proposal will have the same effect as voting AGAINST that proposal. However, as described below, election of directors is by a plurality of the votes cast at the meeting. A properly executed proxy card marked WITHHELD with respect to the election of directors will not be voted and will not count FOR any of the nominees for which the vote was withheld.

What effect does a broker non-vote have?

Brokers and other intermediaries, holding shares in street name for their customers, are generally required to vote the shares in the manner directed by their customers. If their customers do not give any direction, brokers may vote the shares on routine matters, but not on non-routine matters. Since the election of directors under this Proxy Statement is uncontested, the election of directors is considered a non-routine matter and brokers may not vote shares held in street name for customers in relation to this item of business. The absence of a vote on a non-routine matter is referred to as a broker non-vote. Shares represented at the Annual Meeting but not voted (whether by abstention, broker non-vote or otherwise) will have no impact in the election of directors, except to the extent that the failure to vote for an individual results in another individual receiving a larger proportion of votes cast for the election of directors.

How many votes are needed to elect directors?

The nominees for election as directors at the Annual Meeting will be elected by a plurality of the votes cast at the meeting. The nominees with the most votes will be elected. A properly executed proxy card marked WITHHELD with respect to the election of directors will not be voted and will not count FOR or AGAINST any of the nominees for which the vote was withheld.

Will my shares be voted if I do not sign and return my Proxy Card?

If your shares are held through a brokerage account, your brokerage firm, under certain circumstances, may vote your shares. Otherwise your shares will not be voted at the meeting. See “What effect does a broker non-vote have?” above for a discussion of the matters on which your brokerage firm may vote your shares. If your shares are registered in your name and you do not complete your proxy card over the internet or sign and return your proxy card, your shares will not be voted at the meeting.

Where can I find the voting results of the meeting?

The Company will publish the final results in a current report available on the Company’s website at <http://www.tonogold.com> within four (4) business days of the Annual Meeting.

Who will pay for the costs of soliciting proxies?

The Company will bear the cost of soliciting proxies. In an effort to have as large a representation at the meeting as possible, the Company’s directors, officers and employees may solicit proxies by telephone or in person in some circumstances. These individuals will receive no additional compensation for their services other than their regular salaries. Additionally, the Company may hire a proxy solicitor to help reach the quorum requirement. The Company will pay a reasonable fee in relation to these services. Upon request, the Company will reimburse brokers, dealers, banks, voting trustees and their nominees who are holders of record of the Company’s Common Shares on the record date for the reasonable expenses incurred for mailing copies of the proxy materials to the beneficial owners of such shares.

When are stockholder proposals due for the 2013 Annual Meeting of Stockholders?

To be considered for inclusion in next year’s 2014 proxy statement, stockholder proposals must be submitted in writing to the Company’s Secretary, Brian Zamudio, at Tonogold Resources, Inc., 5666 La Jolla Blvd., #315, La Jolla, CA 92037, and received no later than one hundred twenty (120) calendar days before the anniversary of the release date of this proxy statement to stockholders (prior to May 20, 2014), provided that this date may be changed in the event that the date of the annual meeting of stockholders to be held in calendar year 2014 is changed by more than thirty (30) days from the date of the annual meeting of stockholders held in calendar year 2013. Such proposals will be required to comply with the requirements as to form and substance established by the SEC if such proposals are to be included in our proxy statement and form of proxy.

Similarly, stockholder proposals not submitted for inclusion in the proxy statement and received after the date forty five (45) calendar days prior to the release date of this proxy statement to stockholders (prior to July 8, 2014) will be considered untimely pursuant to Rule 14a-5(e)(2) of the Securities and Exchange Act of 1934, provided this date may be changed if the date of the annual meeting of stockholders to be held calendar year 2014 is changed by more than thirty (30) days from the date of the annual meeting of stockholders held in calendar year 2013.

How can I obtain a copy of the 2012 Annual Report?

The Company’s 2012 Annual Report, including financial statements, is available on the internet with this proxy statement at <http://www.tonogold.com/s/AnnualReports.asp>. At the written request of any stockholder who owns shares of Common Stock on the Record Date, the Company will provide to such stockholder, without charge, a paper copy of the Company’s 2012 Annual Report, including the financial statements. Requests for additional paper copies of the 2012 Annual Report should be mailed to: Tonogold Resources, Inc., 5666 La Jolla Blvd., #315, La Jolla, CA 92037, Attention: Brian Zamudio, Corporate Secretary.

#### PROPOSAL 1 — APPROVAL OF THE MINUTES

The minutes of the prior meeting of the shareholders are attached as Exhibit A to this proxy statement and reflect the business of the 2012 Annual Meeting of Stockholders of the Company.

The Board recommends a vote FOR the approval of the minutes of the 2012 Annual Meeting of Stockholders. All proxies executed and returned without an indication of how shares should be voted will be voted FOR the approval of the minutes of the 2012 Annual Meeting of Stockholders. Accordingly, we will ask our stockholders to vote FOR the following resolution at the Annual Meeting:

“RESOLVED, that the Stockholders of Tonogold Resources, Inc., hereby approve and ratify the minutes of the 2012 Annual Meeting of the Stockholders of Tonogold Resources, Inc., as such minutes were presented at the 2013 Annual Meeting of the Shareholders and that the Corporate Secretary be instructed to insert a copy thereof into the minute book of the Company.”

#### PROPOSAL 2 — ELECTION OF DIRECTORS

## GENERAL QUESTIONS

What is the current composition of the Board?

The Company's current bylaws require the Board to have three (3) members. The number of board members may be increased or decreased from time to time, exclusively by resolution approved by the affirmative vote of a majority of the Board. The current Board is composed of three (3) Directors and will be increased to four (4) Directors to accommodate the four (4) nominees.

Is the Board divided into classes? How long is the term?

No, the Board is not divided into classes. All directors serve one-year terms or until their successors are elected and qualified at the next Annual Meeting.

Who is standing for election this year?

The Board of Directors has nominated the following three, current board members for election at the 2013 Annual Meeting, to hold office until the 2014 Annual Meeting or until the election and qualification of their successors:

- Mark Ashley
- Jeffrey Janda
- Donald Strachan
- Brian Zamudio

What if a nominee is unable or unwilling to serve?

Should any one or more of these nominees become unable or unwilling to serve, which is not anticipated, the Board may designate substitute nominees, in which event the proxy representatives will vote proxies that otherwise would be voted for the named nominees for the election of such substitute nominee or nominees.

How are nominees elected?

Directors are elected by a plurality of the votes present in person or represented by proxy and entitled to vote at the meeting. The Board recommends a vote FOR each of the nominees. All proxies executed and returned without an indication of how shares should be voted will be voted FOR the election of all nominees.

## INFORMATION ON THE BOARD OF DIRECTORS, EXECUTIVE OFFICERS, AND KEY EMPLOYEES

The following table sets forth certain information with respect to our current Directors, executive officers and key employees. The term for each Director expires at our next Annual Meeting or until his or her successor is appointed and qualified. The ages of the Directors and officers are shown as of December 31, 2011.

<u>Name</u>	<u>Current Office</u>	<u>Principal Occupation</u>	<u>Since</u>	<u>Age</u>
Mark Ashley	Chief Executive Officer	Chief Executive of the Company	4/2013	55
Jeffrey Janda	Consultant, Director	Consultant to the Company	6/2013	46
Brian Zamudio	Consultant, Director	Consultant to the Company	6/2013	46
Donald Strachan	Consultant, Director	Geological Consultant	9/2005	66

N.B.: None of the directors are considered "independent" under Rules 121 and 803A of the NYSE-Amex Company Guide.

The following is a description of the business background of the Directors and executive officers of Tonogold Resources, Inc.:

Mark Ashley (55). Mr. Ashley was appointed as the Company's Chief Executive Officer on June 1, 2013. Mr. Ashley is a chartered management accountant having spent over 30 years as a senior executive with a number of successful listed mining and exploration companies, with the last 20 years based in Western Australia. Mr. Ashley held the role of CEO of Canadian listed LionOre Mining International Ltd, CEO of Kagara Ltd, CEO of Apex Minerals Ltd, Executive General Manager for Normandy Mining Ltd. He has also held non-executive directorships of a number of listed and un-listed mining and exploration companies. Mr. Ashley was also a director of the Australian Gold Council, the World Gold Council and a Council Member for Curtin University (a major West Australian based university). He has significant international corporate finance experience in the mining and resource sector and has worked in China, Turkey, UK and Australia.

Jeffrey Janda (46). Mr. Janda is a Consultant to and Director to the Company. He served as Chairman and President of Tonogold Resources, Inc. from its acquisition by Point Loma Partners in May 2002 until April 2013. Mr. Janda also currently serves



as President of Persistence Mining, Inc., a minerals exploration company specializing in barite. Mr. Janda also served as Chairman and President of Prospect Uranium, Inc., a subsidiary of Tonogold, and as the Chairman and Chief Executive Officer of Point Loma Partners, Inc., an investment company based in San Diego, California from 1998 to 2002. Mr. Janda was the President of Janda & Garrington, an investment banking and stock brokerage company he founded in 1996 and sold in 1999. Before founding Janda & Garrington, he served as Managing Director of Corporate Finance at W. B. McKee Securities, Inc. in Phoenix, Arizona from 1994 to 1996. From 1992 to 1994 Mr. Janda was the Director of Corporate Finance with First Affiliated Securities. Mr. Janda was educated at the University of Iowa where he received a B.A. degree in Linguistics.

Donald Strachan (66). Mr. Strachan has been our Director and Vice President of Exploration since 2005. From 1986 to 2005, Mr. Strachan has worked from Reno, Nevada as an independent geologist evaluating gold and silver properties in the western United States and eastern Africa. Mr. Strachan has consulted for Western Mining, MK Gold and Royal Standard. From 1984 to 1986, he worked as a geologist for St. Joe Minerals Corp. evaluating precious metal projects in the western United States. From 1976 to 1979, Mr. Strachan was an economic geologist for Houston Oil and Minerals, Inc., working in uranium and base metals. From 1980 to 1983, Mr. Strachan focused on gold and silver exploration and development projects in western Nevada. In 1973 Mr. Strachan received his Bachelor of Arts degree in Geology from California State University in Fresno, California. In 1976 he earned a Master of Science degree in Geology from the New Mexico Institute of Mining and Technology. Mr. Strachan is a Certified Professional Geologist and a member of the Geologic Society of Nevada, the Geologic Association of Canada, and the Society of Economic Geologists.

Brian Zamudio (46). Mr. Zamudio is a Consultant to, Corporate Secretary of, and Director of the Company. He served as the Executive Vice President and Director of the Company from May 2003 until June 2013. Mr. Zamudio was the Chief Operating Officer of Point Loma Partners, Inc. from 1999 to 2002. Mr. Zamudio was also the President of Daybreak Apparel LLC, an apparel manufacturer based in San Diego, California, from 1999 to 2004. Prior professional experience includes acting as the Managing Partner of Big Rock Holdings, a real estate development company. While at Big Rock, Mr. Zamudio was responsible for acquisitions and financing. Prior to Big Rock, Mr. Zamudio worked in the mortgage securities department at Sentra Spelman, a brokerage firm based in San Diego, California.

#### Arrangements between Officers and Directors

To our knowledge, there is no arrangement or understanding between any of our officers and any other person, including Directors, pursuant to which the officer was selected to serve as an officer.

#### Family Relationships

None of our Directors are related by blood, marriage, or adoption to any other Director, executive officer, or other key employees.

#### Legal Proceedings

The Company is not aware of any material legal proceedings to which any director, officer or affiliate of the Company, or any owner of record or beneficially of more than five percent (5%) of common stock of the Company, or any associate of any director, officer, affiliate of the Company, or security holder is a party adverse to the Company or any of its subsidiaries or has a material interest adverse to the Company or any of its subsidiaries.

The Company is not aware of any of its directors or officers being involved in any legal proceedings in the past ten (10) years relating to any matters in bankruptcy, insolvency, criminal proceedings (other than traffic and other minor offenses) or being subject to any of the items set forth under Item 401(f) of Regulation S -K.

### CORPORATE GOVERNANCE

#### Board of Directors Structure

The Company's current bylaws require the Board to have three (3) members. The number of directors may be increased or decreased from time to time, exclusively by resolution approved by the affirmative vote of a majority of the Board. The current Board is composed of three (3) Directors and will be increased to four (4) Directors to accommodate the four (4) nominees

#### Director Independence

We have three (3) directors as of August 23, 2013, and none of these directors would be considered "independent" directors. An "independent" director is a director whom the Board of Directors has determined satisfies the requirements for independence under Rules 121 and 803A of the NYSE-Amex Company Guide.

## Communications to the Board

Stockholders interested in communicating directly with Board members or the Board as a group may do so by writing directly to the individual Board member c/o Corporate Secretary, Brian Zamudio, Tonogold Resources, Inc., 5666 La Jolla Blvd., #315, La Jolla, CA 92037. The Company's Secretary will forward communications directly to the appropriate Board member. If the correspondence is not addressed to the particular member, the communication will be forwarded to a Board member to bring to the Board's attention. The Company's Secretary will review all communications before forwarding them to the appropriate Board member.

## Board Committees

Our Board of Directors has no established board committees. All items and matters that come before the Board of Directors are discussed and decided by the Board of Directors and according to the Company's bylaws.

## Board Leadership Structure

The Board has reviewed the Company's current Board leadership structure in light of the composition of the Board, the Company's size and business, the regulatory framework under which the company operates, the Company's stockholder base, the Company's peer group and other relevant factors. Considering these factors, the Company has determined that the current, three director, board structure without committees is currently the most appropriate Board leadership structure for our company. The Board noted the following factors in reaching its determination:

- The Board acts efficiently and effectively under its current structure.
- A structure of a combined Chairman/Chief Executive Officer is in the best position to be aware of major issues facing the company on a day-to-day and long-term basis and is in the best position to identify key risks and developments facing the Company to be brought to the Board's attention.
- This structure eliminates the potential for confusion and duplication of efforts, including among employees.
- Companies within the Company's peer group utilize similar Board structures.

## The Board of Director's Role in Risk Management Oversight

The understanding, identification and management of risk are essential elements for the management of the Company. Risk oversight responsibility rests with the Board of Directors. Based on a review of the nature of the Company's operations, we do not believe that any areas of the Company are incited to take excessive risks that would likely have a material adverse effect on our operations.

## SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED MATTERS

The following tables set forth information as of the record date regarding the ownership of our common stock by:

- each named executive officer, each director and all of our directors and executive officers as a group; and
- each person who is known by us to own more than 5% of our shares of common stock

The number of shares beneficially owned and the percentage of shares beneficially owned are based on 183,210,792 shares of common stock outstanding as of the Record Date.

Beneficial ownership is determined in accordance with the rules and regulations of the Securities and Exchange Commission. Shares subject to options that are exercisable within sixty (60) days following the Record Date are deemed to be outstanding and beneficially owned by the optionee for the purpose of computing share and percentage ownership of that optionee but are not deemed to be outstanding for the purpose of computing the percentage ownership of any other person. Except as indicated in the footnotes to this table, and as affected by applicable community property laws, all persons listed have sole voting and investment power for all shares shown as beneficially owned by them.

DIRECTORS AND EXECUTIVE OFFICERS:		Number of Shares	
Title of Class	Beneficial Owner	of Common/Underlying Derivatives	Percentage of Common*
Common Stock	Mark Ashley, President**	6,700,000***	3.66%
Common Stock	Jeffrey Janda, Director	9,429,000	5.15%
Common Stock	Brian Zamudio, Director	8,283,200	4.52%
Common Stock	Donald Strachan, Director	2,537,400	1.38%

5% STOCKHOLDERS		Number of Shares	
Title of Class	Beneficial Owner	of Common/Underlying Derivatives	Percentage of Common *
Common Stock	Jeffrey Janda, Director	9,429,000	5.15%

\* Based on 183,210,792 common shares issued and outstanding at August 23, 2013.

\*\* Officer and Director

\*\*\* Shares underlying common stock purchase warrants. 3,400,000 warrants exercisable at \$0.01 per share and 3,300,000 warrants exercisable at \$0.05 per share.

We are not directly or indirectly owned or controlled by another corporation or a foreign government.

#### Change in Control

We are not aware of any arrangement that might result in a change in control in the near future. We have no knowledge of any arrangements, including any pledge by any person of our securities, which may at a subsequent date result in a change in our control.

#### CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

Reportable transactions with related parties, including named security holders, during the two fiscal years ended December 31, 2012 and 2011 are as follows:

Except as indicated herein, no officer, director, promoter, or affiliate of Tonogold has or proposes to have any direct or indirect material interest in any asset acquired or proposed to be acquired by Tonogold through security holdings, contracts, options, or otherwise. In cases where we have entered into such related party transactions, we believe that we have negotiated consideration or compensation that would have been reasonable if the party or parties were not affiliated or related.

On May 17, 2006, Fernando Zamudio and Janice Zamudio, the parents of Brian Zamudio, our Executive Vice President and Corporate Secretary, loaned \$100,000 to the Company. The note paid 12% interest and was due on demand. On June 8, 2006, we repaid \$25,000 of the loan. On December 30, 2009, we converted the remaining \$75,000 principal to 1,500,000 restricted common shares and warrants to purchase 1,500,000 restricted common shares for \$.10 per share prior to June 1, 2010 and warrants to purchase 1,500,000 restricted common shares for \$.20 per share prior to February 28, 2011. The Company agreed to pay the note's remaining balance of \$21,934, which consists of accrued interest, by issuing 1,218,556 shares and paying \$10,967 in cash on June 1, 2014.

The Board recommends a vote FOR each of the nominees. All proxies executed and returned without an indication of how shares should be voted will be voted FOR the election of all nominees.

Accordingly, we will ask our stockholders to vote FOR the following resolution at the Annual Meeting:

“RESOLVED, that the stockholders of Tonogold Resources, Inc., hereby elect the following to serve as Directors of the Company for the next year or until their successors shall have been duly elected and qualified in accordance with the bylaws of the Company: Mark Ashley, Jeffrey Janda, Donald Strachan, and Brian Zamudio.”

#### PROPOSAL 3 – INCREASE IN AUTHORIZED SHARES

The current number of shares of stock authorized for issuance by Tonogold Resources, Inc., is two hundred million (200,000,000) shares. The Board of Directors has evaluated the capital and other needs of the Company and has determined, in its best judgment, that in order to fund the ongoing operations and capital projects contemplated by the Company, it is in the best interests of the Company and its shareholders that additional shares be made available for sale and issuance to new investors and for other corporate purposes including without limitation corporate transactions such as mergers and acquisitions projects.

Accordingly, we will ask our stockholders to vote FOR the following resolution at the Annual Meeting:

“RESOLVED, that the number of authorized shares of Tonogold Resources, Inc., be and hereby is increased from its current level to five hundred million (500,000,000) shares with immediate effect and that the directors and officers of Tonogold Resources, Inc. be and hereby are authorized and empowered to take all reasonably necessary steps to effect this change, including without limitation revising the language of the By Laws of Tonogold Resources, Inc. to reflect this change.”

#### PROPOSAL 4 – REDUCTION OF QUORUM REQUIREMENT

The current quorum requirement for shareholder action at a meeting of the shareholders requires that at least one third (1/3) of the shares issued and outstanding be represented in person or by proxy at a meeting of the shareholders in order for action to be taken by the shareholders. The Board of Directors has evaluated the pros and cons of facilitating corporate shareholder actions by reducing the quorum requirement from its current level to a level of twenty percent (20%) of the shares issued and outstanding, and the Board

believes that it is in the interests of the Company and its shareholders to facilitate quicker and more responsive decision making on shareholder issues by reducing the shareholder quorum requirement.

Accordingly, we will ask our stockholders to vote FOR the following resolution at the Annual Meeting:

“RESOLVED, that the shareholder quorum requirement be reduced and hereby is reduced from its current level to twenty percent (20%) of issued and outstanding shares with immediate effect and that the directors and officers of Tonogold Resources, Inc. be and hereby are authorized and empowered to take all reasonably necessary steps to effect this change, including without limitation revising the language of the By Laws of Tonogold Resources, Inc. to reflect this change.”

As of the date of this Proxy Statement, management does not know of any other matter that will come before the meeting.

#### EXHIBITS

- A. Minutes of the 2012 Annual Meeting of Stockholders.

By Order of the Board of Directors,



Brian Zamudio  
Secretary of the Company

Tonogold Resources, Inc.  
5666 La Jolla Blvd., #315  
La Jolla, CA 92037  
August 23, 2013

Please sign and return the enclosed form of proxy promptly. If you decide to attend the meeting, you may, if you wish, revoke the proxy and vote your shares in person.

EXHIBIT A – MINUTES OF THE PRIOR MEETING OF STOCKHOLDERS

**MINUTES OF 2012 ANNUAL MEETING  
OF  
SHAREHOLDERS  
OF  
TONOGOLD RESOURCES, INC.**

The 2012 annual meeting of the shareholders of Tonogold Resources, Inc. (the "Corporation") was held on the date and time and at the place set forth in the written notice of meeting and proxy statement mailed to the shareholders as of September 28, 2012, fixing such time and place, and prefixed to the minutes of this meeting.

The meeting was called to order by Jeffrey Janda, the President of the Corporation. The roll was recorded by Brian Zamudio, the Secretary of the Corporation. The presence of a quorum in person and by proxy was verified by the Secretary. Three of the Corporation's Directors, Jeffrey Janda, Donald Strachan, and Brian Zamudio, were present at the meeting.

Upon motions duly made, seconded and carried by majority vote of the shareholders present in person or by proxy, it was

**RESOLVED**, that the minutes of the prior meeting of the shareholders be and hereby are approved; and

**FURTHER RESOLVED**, that the persons listed below be, and they hereby are, elected as directors of the Corporation, to serve until the next annual meeting of shareholders and until their successors are duly elected and qualify:

Director: Jeffrey Janda  
Director: Donald Strachan  
Director: Brian Zamudio.

There being no further business to come before the meeting, upon motion duly made, seconded and unanimously carried, the meeting was adjourned.

  
Brian Zamudio, Secretary