

**TONOGOLD RESOURCES, INC.**

5666 La Jolla Blvd., #315

La Jolla, CA 92037

Notice of Annual Meeting of Stockholders

To all Stockholders of Tonogold Resources, Inc.:

You are invited to attend the 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 June 23, 2014 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, Travis Miller and Brian Zamudio;
3. Approve a 1:10 reverse split of the Company’s shares;
4. Approve an increase in the number of post-reverse-split authorized shares to two hundred million (200,000,000) shares; and
5. Any other business that may properly come before the meeting.

The Board of Directors has fixed May 1, 2014, 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,

May 14, 2014

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 JUNE 23, 2014**

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 June 23, 2014 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 2015 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. Travis Miller (subject to transaction closing)   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| d. Brian Zamudio  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. Approve a 1:10 reverse split of the Company's shares:  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4. Approve an increase in the number of post-reverse-split authorized shares to two hundred million (200,000,000):  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

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

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

Record Date: May 1, 2014

## **June 23, 2014 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.

### *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 June 20, 2014.**

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 June 23, 2014, 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 June 23, 2014 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 May 14, 2014. 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 approval of the reverse split and FOR the resolution changing the number of post-reverse-split authorized shares.

Our corporate bylaws define a quorum as twenty percent (20%) of the issued and outstanding voting stock present in person or by proxy.

## 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 May 1, 2014 and are entitled to vote at the Annual Meeting. This document describes issues on which the Company would like you, as a stockholder, to vote 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 May 1, 2014, 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 May 1, 2014, the Company had 190,148,612 shares of Common Stock issued and outstanding.

### What am I voting on?

You are being asked to vote on the following:

1. Approve and ratify the minutes of the last meeting of shareholders;
2. The election of the nominees to the Company's Board of Directors to serve until the Company's 2015 Annual Meeting of Stockholders or until successors are duly elected and qualified; the following are nominees for election as Directors: Mark Ashley, Jeffrey Janda, Travis Miller (subject to transaction closing) and Brian Zamudio;
3. Approve a 1:10 reverse split of the Company's shares;
4. Approve an increase in the number of post-reverse-split authorized shares to two hundred million (200,000,000); 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 the reverse split and FOR the increase in authorized shares.

### 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 June 20, 2014 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 190,148,612 voting shares outstanding as of the record date, 38,029,723 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.

### **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 2013 Annual Meeting of Stockholders of the Company.

The Board recommends a vote FOR the approval of the minutes of the 2013 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 2013 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 2013 Annual Meeting of the Stockholders of Tonogold Resources, Inc., as such minutes were presented at the 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**

The Company's Board of Directors currently has four (4) 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 Board is expecting the resignation of Mr. Strachan prior to the Annual Meeting and so at that time the Board will be composed of three (3) Directors. The Board is not currently divided into classes. All directors serve one-year terms or until their successors are elected and qualified at the next Annual Meeting. At the next Annual Meeting, all current Directors are expected to stand for election by the shareholders.

#### **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, 2013.

<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	56
Jeffrey Janda	Consultant, Director	Consultant to the Company	6/2013	47
Brian Zamudio	Consultant, Director	Consultant to the Company	6/2013	47

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 (56). 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, and 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 (47). Mr. Janda is a Consultant to, Chairman of and Director of 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.

Brian Zamudio (47). 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 to 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 Managing Partner of Big Rock Holdings, a real estate development company. 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.

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 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.
- 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 incented 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 of Common/Underlying Derivatives	Percentage of Fully Diluted Common*
Title of Class	Beneficial Owner		
Common Stock	Mark Ashley, President**	20,000,000***	9.1%
Common Stock	Jeffrey Janda, Director	15,113,108****	6.9%
Common Stock	Brian Zamudio, Director	17,618,356*****	8.0%

5% STOCKHOLDERS		Number of Shares of Common Shares	Percentage of Common Issued*
Title of Class	Beneficial Owner		
Common Stock	Jeffrey Janda, Director	10,113,108	5.3%
Common Stock	Brian Zamudio, Director	12,618,356	6.6%

\* Based on 190,148,612 common shares issued and outstanding at the Record Date and 30,000,000 common shares reserved for issuance on the exercise of director warrants.

\*\* Officer and Director; includes shares designated by Mr. Ashley to be held by his spouse, Shimona Ashley.

\*\*\* Shares underlying common stock purchase warrants. 3,400,000 warrants exercisable at \$0.01 per share, 3,300,000 warrants exercisable at \$0.05 per share and 10,000,000 warrants exercisable at \$0.10 per share.

\*\*\*\* Shares held and underlying common stock purchase warrants. 5,000,000 warrants exercisable at \$0.10 per share.

\*\*\*\*\* Shares held and underlying common stock purchase warrants. 5,000,000 warrants exercisable at \$0.10 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, 2013 and 2012 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.

## BACKGROUND OF TRAVIS MILLER

Mr. Miller is a US citizen but has lived in Mexico for the past 7 years and is fluent in Spanish. In 2008, Mr. Miller arranged the consolidated of the tenement package that is now the Nevmex project owned by Mil-Ler (a private Mexican entity). During 2011, through Mil-ler, Mr. Miller funded an exploration program over two areas in close proximity to the access road leading onto the tenements and established the Ponderosa and Vito 3 deposits. In 2012 Mr. Miller arranged for a large construction group in Mexico to take a 50% equity interest in Mil-ler by providing the mining fleet and process facilities to enable the commencement of production at

Ponderosa. Under Mr. Miller's management, production commenced in early 2013. Subsequent drilling has resulted in Ponderosa becoming much larger, with current expectations that it will provide the feed necessary to sustain a production rate of 360,000 tonnes of iron ore per annum for at least 5 years. Mr. Miller has significant mining and Mexican business experience. Mr. Miller is Miller's largest shareholder and general manager and, upon closing of the proposed transaction, will become Tonogold's largest shareholder with him holding approximately 26% of the enlarged share capital of the Company. Mr. Miller has agreed to join the board of Tonogold as an executive director.

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, Travis Miller (effective upon completion of the proposed reverse split and acquisition of Miller Resources and Energy SA de CV by the Company) and Brian Zamudio.”

### PROPOSAL 3 - APPROVAL OF A 1:10 REVERSE SPLIT OF THE COMPANY'S SHARES

The Board recommends a vote FOR a 1:10 reverse split of the Company's shares. All proxies executed and returned without an indication of how shares should be voted will be voted FOR the approval of the reverse split.

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

“RESOLVED, that the 1:10 reverse split of the Company's shares be and hereby is approved with immediate effect and 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.”

### PROPOSAL 4 – INCREASE IN AUTHORIZED SHARES

The current number of shares of stock authorized for issuance by Tonogold Resources, Inc., is five hundred million (500,000,000) shares. After the 1:10 reverse split, the number of shares of stock authorized for issuance will be fifty million (50,000,000) 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, effective immediately following the completion of the 1:10 reverse split to two hundred million (200,000,000) shares 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.”

EXHIBITS: A. Minutes of the 2013 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  
May 14, 2014

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.

**MINUTES OF 2013 ANNUAL MEETING OF SHAREHOLDERS OF  
TONOGOLD RESOURCES, INC.**

The 2013 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 August 23, 2013, fixing such time and place, and prefixed to the minutes of this meeting.

The meeting was called to order by Jeffrey Janda, the Chairman of the Corporation. The roll was recorded by Brian Zamudio, the Secretary of the Corporation, with the assistance of Henry Bonner, counsel to 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, and Mark Ashley, 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: Mark Ashley

Director: Jeffrey Janda

Director: Donald Strachan

Director: Brian Zamudio; and

**FURTHER RESOLVED**, that the authorized shares of the Corporation be and hereby are increased to Five Hundred Million (500,000,000) shares and that the officers and directors of the Corporation be and hereby are authorized and empowered to take any and all necessary steps, including but not limited to the filing of an amended Certificate of Incorporation, to implement this resolution; and

**FURTHER RESOLVED**, that shareholder quorum required to conduct business at any properly called meeting of the shareholders of the corporation be and hereby is amended to be twenty percent (20%) of the shareholders entitled to vote at such a meeting, and that the officers and directors of the Corporation be and hereby are authorized and empowered to take any and all necessary steps, including but not limited to the filing of an amended Certificate of Incorporation, to implement this resolution.

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

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Brian Zamudio, Secretary