

**NOTICE TO THE SHAREHOLDERS OF A
SPECIAL MEETING OF THE SHAREHOLDERS OF
PROSPECT URANIUM, INC. (the "Corporation")**

September 7, 2011

Pursuant to Article I, Section 6 of the Bylaws of the Corporation, notice is hereby given to all of the shareholders of Prospect Uranium, Inc., a Nevada corporation (the "Corporation"), that, a special meeting of the shareholders will be held at Bernini's Bistro, 7550 Fay Avenue, La Jolla, California 92037 on Tuesday, September 20, 2011 at 10:00 a.m., Pacific Daylight Time. The purpose of the meeting will be to discuss and approve the merger of the Corporation into its parent company, Tonogold Resources, Inc., as outlined below. Copies of the formal transaction agreements, as defined below, may be obtained upon request from the Corporation.

AGREEMENT AND PLAN OF MERGER

WHEREAS, the Corporation desires to enter into an Agreement and Plan of Merger in the form provided upon request submitted at least 48 hours prior to the meeting to the shareholders (the "Agreement") with Tonogold Resources, Inc. ("Parent"), pursuant to which Parent will purchase those issued and outstanding shares of the Corporation it does not already own for a number of shares of Parent (the "Shares") equal to 0.2916 shares of Parent for each 1 share of common stock of the Corporation; and

WHEREAS, the Corporation desires to adopt the Agreement as the Corporation's Plan of Merger (the "Plan of Merger") whereby the Shares will be issued to the shareholders of the Corporation and the Corporation will be merged into the Parent (the "Merger"); and

WHEREAS, the following corporate resolutions are proposed to be adopted by the shareholders and entered into the minutes,

NOW, THEREFORE, BE IT:

RESOLVED, that the form, terms and provision of the Agreement and all attachments, exhibits, and schedules thereto, be, and hereby are, authorized and approved in all respects; and that the execution and delivery of the Agreement by the officers of the Corporation be, and hereby are, authorized and approved in all respects, and the officers of the Corporation are hereby authorized, in the name and on behalf of the Corporation, to make such changes, additions, modifications and amendments thereto as such officers deem necessary or appropriate, such determination to be conclusively evidenced by such officer's execution and delivery thereof; and be it further

RESOLVED, that the Sale is hereby approved, ratified and confirmed; and be it further

RESOLVED, that the adoption of the Agreement as the Corporation's Plan of Merger is hereby approved; and be it further

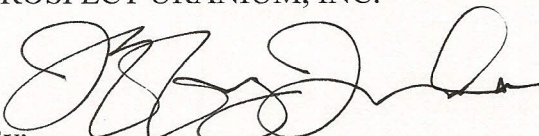
RESOLVED, that the Merger of the Corporation be, and hereby is, approved; and be it further

GENERAL

RESOLVED, that any officer of the Corporation be, and hereby is, authorized, empowered and directed to take all such further actions and to execute and deliver or issue on behalf of the Corporation any and all instruments, certificates and other documents, in the name and on behalf of the Corporation, as such officer may deem necessary, appropriate or advisable to carry out fully the intent and purposes of the foregoing resolutions, such determination to be conclusively evidenced by the execution and delivery of such instruments, certificates or other documents.

The adoption of the foregoing shareholder resolutions will be proposed and voted on at the meeting. Please direct all inquiries and requests to Mr. Brian Zamudio, the Corporate Secretary at Prospect Uranium, Inc., 5666 La Jolla Boulevard, Suite 315, La Jolla, California 92038, email: brian@tonogold.com, telephone: +1 (858) 456-1273, facsimile: +1 (858) 456-2540.

PROSPECT URANIUM, INC.

By: 

Jeffrey Janda
President