

BONNER & ASSOCIATES

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May 5, 2021

OTC Markets Group Inc. ("OTC Markets")
304 Hudson Street, 3rd Floor
New York, NY 10013

Re: Tonogold Resources Inc. (OTC:TNGL)

Dear OTC Markets:

Our law firm has been engaged as outside counsel by the above-referenced company, Tonogold Resources Inc. (OTC:TNGL), a Delaware corporation (the "Company"), for the purpose of providing this letter to you regarding the information publicly disclosed to you by the Company and published in the OTC Markets news service. OTC Markets is entitled to rely on this letter in determining if the Company has made adequate current information publicly available within the meaning of Rule 144(c)(2) of the Securities Act of 1933, as amended (the "33 Act"). We hereby consent to the Company's posting of this letter and to have it published accompanying the Company's disclosures in the OTC Markets news service.

I hereby represent that I am a United States resident, that I am licensed to practice law in the States of California, Connecticut and New York, and that I have not been prohibited from practice before the Securities and Exchange Commission ("SEC"). Additionally, I am not currently and have never been suspended or barred from practicing law in any state or jurisdiction, nor have I ever been charged in a civil or criminal case. Also, I am not currently nor have I in the past five years been the subject of an investigation, hearing, or proceeding by the SEC, the U.S. Commodity Futures Trading Commission ("CFTC"), the Financial Industry Regulatory Authority ("FINRA"), or any other federal, state, or foreign regulatory agency. During the course of my engagement by the Company, I have received shares of the Company's stock in payment for services. I am not currently, nor have I ever been, suspended or barred from practicing in any state or jurisdiction, and I have never been charged in a civil or criminal case.

1. Facts and Assumptions.

In connection with providing this opinion letter, we have made reasonable investigations into such matters and personally examined such corporate documents as we have deemed necessary and appropriate. We have assumed the genuineness of signatures (both manual and conformed), the authenticity of documents submitted as originals, the conformity of documents furnished as copies to originals, and the accuracy and correctness of facts set forth in such documents.

Regarding matters of fact, we have relied in part on information obtained from public officials, public records, officers of the Company, and other sources, all of which we have assumed and believed to be reliable.

During the course of our review and investigation, nothing material came to our attention that led us to conclude that any such documents were not genuine or authentic or the facts set forth therein were not true and accurate. The opinion expressed in this letter relates only to the Company and its securities. It should not be relied on by any other person in connection with any other transaction.

2. Inquiry and Investigation.

To the best of our knowledge and based on our investigation, neither the Company, its officers, directors, any holder of 5% or more of the securities of the Company, nor counsel for the Company is presently under investigation by any federal or state regulatory authority for any violation of federal or state securities laws.

We have also reviewed the information (the "Information") filed by the Company on OTC Market Groups Inc.'s website (<http://www.otcmarkets.com>), including without limitation (a) the Company's financial statements for the year ended December 31, 2020 posted March 31, 2021 under the title Annual Report – Annual Financial Statement for the period ended December 31st 2020, and (b) the Company's amended annual disclosure statement for the year ended December 31, 2020 posted April 7, 2021 under the title Annual Report – Amended disclosure Statement (showing Transfer Agents address). The Company's financial statements, including without limitation the December 31, 2020 Annual Report, are not audited and were prepared in their final form by and under the supervision of the Chief Executive Officer of the Company, Mr. Mark Ashley. Mr. Ashley has served as an executive officer for various firms where his responsibilities included preparing financial statements and associated regulatory filings.

We have confirmed with the Company's Transfer Agent, AST Financial, 6201 15th Avenue, 3rd Floor, Brooklyn, NY 11219, Tel: (602) 485-1346, that AST Financial is registered as a transfer agent with the SEC and that the number of issued and outstanding common shares of the company at December 31, 2020 was 348,492,864 shares at March 31, 2021 was 343,283,563 shares.

We have personally met or communicated with Company management and a majority of the corporate directors of the Company, including Mark Ashley, Gustavo Mazon, Alan Edwards, Robert Kopple, Jordan Moelis, and Thomas Vehrs and reviewed information published by the Company on the OTC Markets news service and discussed the Information with a majority of the corporate directors of the Company and with Company management.

3. Conclusions.

Based on our inquiries and the examination described above, we are of the opinion that the Information (a) amounts to "adequate current public information" concerning the Company and its securities and the Information "is available" within the meaning of Rule 144(c)(2) under the 33 Act, (b) includes all of the information a broker-dealer would be required to obtain from the Company to publish a quotation for the Company's securities under Rule 15c2-11 of the Securities Exchange Act of 1934, as amended (the "34 Act"), (c) complies as to form with the OTC Markets' Pink Basic Disclosure Guidelines for providing adequate current information, which guidelines are published at <http://www.otcmarkets.com>, (d) has been posted in the OTC Pink news service as of March 31, 2021, and (e) based on responses to our inquiries from the Company and from a majority of the Board of Directors, neither the issuer, nor its predecessors, if any, is or ever was a "shell company" as defined in Rule 405 of the 33 Act and 12b-2 of the Securities Exchange Act of 1934 (the "34 Act").

This letter is submitted to you for your sole use and benefit and is not to be used, circulated, quoted or otherwise referred to or relied on for any other purpose without our express prior written consent, except that OTC Market Groups Inc. may publish the letter in the OTC Pink news service for viewing by the public and regulators. It is understood that we express no opinion regarding the applicability or compliance with any state securities or "blue-sky" laws. Also, this letter is given as of the date set forth above and is restricted to the stated facts and circumstances presented to us and described in this letter. Any other or different facts and circumstances might require a different letter by us, and we assume no, and hereby disclaim any, obligation to update or supplement this letter to reflect any facts or circumstances that may hereafter come to our attention or any changes in laws or regulations that may occur hereafter or which occurred prior to the date hereof, the occurrence of which we had no knowledge.

Sincerely,

A handwritten signature in black ink, appearing to read 'H. Bonner', with a long horizontal flourish extending to the right.

Henry Bonner, Esq.

cc: Mark Ashley, Director, Tonogold Resources Inc.