

**NOTICE TO THE SHAREHOLDERS OF
PROSPECT URANIUM, INC. (the “Corporation”) OF
THE MERGER OF THE CORPORATION INTO
TONOGOLD RESOURCES, INC.**

December 5, 2011

Pursuant to Chapter 92A of the Nevada Revised Statutes and Section 228(e) of the Delaware General Corporation Law, notice is hereby give to all of the shareholders of Prospect Uranium, Inc., a Nevada corporation (the “Corporation”), that, after recommendation by the board of directors of the Corporation, at a special meeting of the shareholders held at 7550 Fay Avenue, La Jolla, California 92037 on Tuesday, September 20, 2011 at 10:00 a.m., Pacific Daylight Time, the holders of a majority of the outstanding shares of the Corporation’s stock have adopted each of the following resolutions. In accordance with these resolutions, the Corporation has been merged into Tonogold Resources, Inc., Delaware corporation (the “Parent”). Copies of the formal transaction agreements, as defined below, may be obtained upon request from the Parent.

AGREEMENT AND PLAN OF MERGER

WHEREAS, the Corporation desires to enter into an Agreement and Plan of Merger in the form provided (the “Agreement”) with Parent, pursuant to which Parent will purchase those issued and outstanding shares of the Corporation 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

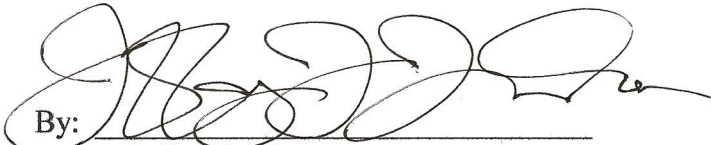
RESOLVED, that the adoption of the Agreement as the Corporation's Plan of Merger is hereby approved; and be it further

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.

PROSPECT URANIUM, INC.

By: 

Jeffrey Janda
President