

# **Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines**

## **Tonogold Resources Inc**

A Delaware Corporation  
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SIC Code: 1499

### **Quarter Report For the Period Ending: September 30th, 2019 (the "Reporting Period")**

As of **November 15<sup>th</sup>, 2019** the number of shares outstanding of our Common Stock was: **211,151,031**

As of **September 30<sup>th</sup>, 2019** the number of shares outstanding of our Common Stock was: **202,526,031**

Indicate by check mark whether the company is a shell company (as defined in Rule 405 of the Securities Act of 1933 and Rule 12b-2 of the Exchange Act of 1934):

Yes:  No:  (Double-click and select "Default Value" to check)

Indicate by check mark whether the company's shell status has changed since the previous reporting period:

Yes:  No:

Indicate by check mark whether a Change in Control<sup>1</sup> of the company has occurred over this reporting period:

Yes:  No:

#### **1) Name of the issuer and its predecessors (if any)**

In answering this item, please also provide any names used by predecessor entities in the past five years and the dates of the name changes.

Tonogold Resources Inc

Date and state (or jurisdiction) of incorporation (also describe any changes to incorporation since inception, if applicable) Please also include the issuer's current standing in its state of incorporation (e.g. active, default, inactive): Delaware  
Has the issuer or any of its predecessors ever been in bankruptcy, receivership, or any similar proceeding in the past five years?

Yes:  No:

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<sup>1</sup> "Change in Control" shall mean any events resulting in:

(i) Any "person" (as such term is used in Sections 13(d) and 14(d) of the Exchange Act) becoming the "beneficial owner" (as defined in Rule 13d-3 of the Exchange Act), directly or indirectly, of securities of the Company representing fifty percent (50%) or more of the total voting power represented by the Company's then outstanding voting securities;

(ii) The consummation of the sale or disposition by the Company of all or substantially all of the Company's assets;

(iii) A change in the composition of the Board occurring within a two (2)-year period, as a result of which fewer than a majority of the directors are directors immediately prior to such change; or

(iv) The consummation of a merger or consolidation of the Company with any other corporation, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or its parent) at least fifty percent (50%) of the total voting power represented by the voting securities of the Company or such surviving entity or its parent outstanding immediately after such merger or consolidation.

## 2) Security Information

Trading symbol: TNGL  
Exact title and class of securities outstanding: COMMON STOCK  
Preference Shares  
CUSIP: 890308208  
Par or stated value: \$0.001

Total shares authorized: **699,000,000** as of date: September 30<sup>th</sup> 2019  
Total shares outstanding: **202,526,031** as of date: September 30<sup>th</sup> 2019  
Number of shares in the Public Float<sup>2</sup>: 87,394,609 as of date: November 15<sup>th</sup> 2019  
Total number of shareholders of record: 382 as of date: November 15<sup>th</sup> 2019

### *Additional class of securities (if any):*

Redeemable Convertible Preference shares (Par value \$1,000 per share)  
Total shares authorized: **1,000,000** as of date: September 30<sup>th</sup> 2019  
**Total shares outstanding: 4,750** as of date: September 30<sup>th</sup> 2019

### Transfer Agent

Name: First American Stock Transfer  
Phone: (602) 485-1346  
Email jkane@astfinancial.com

Is the Transfer Agent registered under the Exchange Act?<sup>3</sup> Yes:  No:

Describe any trading suspension orders issued by the SEC concerning the issuer or its predecessors: none

List any stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization either currently anticipated or that occurred within the past 12 months: **NONE**

## 3) Issuance History

The goal of this section is to provide disclosure with respect to each event that resulted in any direct changes to the total shares outstanding of any class of the issuer's securities **in the past two completed fiscal years and any subsequent interim period**.

Disclosure under this item shall include, in chronological order, all offerings and issuances of securities, including debt convertible into equity securities, whether private or public, and all shares or any other securities or options to acquire such securities issued for services. Using the tabular format below, please describe these events.

### A. Changes to the Number of Outstanding Shares

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<sup>2</sup> "Public Float" shall mean the total number of unrestricted shares not held directly or indirectly by an officer, director, any person who is the beneficial owner of more than 10 percent of the total shares outstanding (a "control person"), or any affiliates thereof, or any immediate family members of officers, directors and control persons.

<sup>3</sup> To be included in the Pink Current Information tier, the transfer agent must be registered under the Exchange Act.

Number of Shares outstanding as of: January 1st 2017									
Opening Balance:									
Common: 19,181,665									
Preferred: -									
Date of Transaction	Transaction Type	Number of Shares Issued	Class of Security	Value of Shares Issued	Were shares issued at a discount	Individual/Entity Shares were issued to	Reason For Share Issuance	Restricted/ Unrestricted	Exemption or Registration
7-Sep-17	New Issue	256,800	Common	\$ 0.05	No	Clayton Chase	Conversion of Loan Note (CLN1)	Unrestricted	Exemption
7-Sep-17	New Issue	257,226	Common	\$ 0.05	No	Richard Proffitt	Conversion of Loan Note (CLN1)	Unrestricted	Exemption
7-Sep-17	New Issue	514,451	Common	\$ 0.05	No	B.C. and V.E Mulligan Living Trust	Conversion of Loan Note (CLN1)	Unrestricted	Exemption
7-Sep-17	New Issue	385,519	Common	\$ 0.05	No	Candice Squibb	Conversion of Loan Note (CLN1)	Unrestricted	Exemption
7-Sep-17	New Issue	900,040	Common	\$ 0.05	No	C.T.F.6 Funding Inc	Conversion of Loan Note (CLN1)	Unrestricted	Exemption
7-Sep-17	New Issue	624,834	Common	\$ 0.05	No	Edward Sugar	Conversion of Loan Note (CLN1)	Unrestricted	Exemption
7-Sep-17	New Issue	1,362,017	Common	\$ 0.05	No	Gavin Rezos	Conversion of Loan Note (CLN1)	Unrestricted	Exemption
7-Sep-17	New Issue	262,637	Common	\$ 0.05	No	The Gerald W. Mahdik Living Trust	Conversion of Loan Note (CLN1)	Unrestricted	Exemption
7-Sep-17	New Issue	119,921	Common	\$ 0.05	No	Henry Bonner	Conversion of Loan Note (CLN1)	Unrestricted	Exemption
7-Sep-17	New Issue	512,326	Common	\$ 0.05	No	Howdy Kabrins	Conversion of Loan Note (CLN1)	Unrestricted	Exemption
7-Sep-17	New Issue	257,083	Common	\$ 0.05	No	John Stoller	Conversion of Loan Note (CLN1)	Unrestricted	Exemption
7-Sep-17	New Issue	1,595,930	Common	\$ 0.05	No	Jordan Moelis	Conversion of Loan Note (CLN1)	Unrestricted	Exemption
7-Sep-17	New Issue	8,856,119	Common	\$ 0.05	No	Moelis Family Trust	Conversion of Loan Note (CLN1)	Unrestricted	Exemption
7-Sep-17	New Issue	256,588	Common	\$ 0.05	No	Lance C. Dodson 2013 Trust	Conversion of Loan Note (CLN1)	Unrestricted	Exemption
7-Sep-17	New Issue	257,226	Common	\$ 0.05	No	Mark John Ashley	Conversion of Loan Note (CLN1)	Unrestricted	Exemption
7-Sep-17	New Issue	1,029,189	Common	\$ 0.05	No	Magna Opprotunity Fund	Conversion of Loan Note (CLN1)	Unrestricted	Exemption
7-Sep-17	New Issue	2,898,254	Common	\$ 0.05	No	Mark Henkels	Conversion of Loan Note (CLN1)	Unrestricted	Exemption
7-Sep-17	New Issue	234,332	Common	\$ 0.05	No	Alan Edwards	Conversion of Loan Note (CLN1)	Unrestricted	Exemption
7-Sep-17	New Issue	2,625,811	Common	\$ 0.05	No	Texas Gold Pty Ltd as Trustee for Texas Gold Superannuation Fund	Conversion of Loan Note (CLN1)	Unrestricted	Exemption
7-Sep-17	New Issue	519,991	Common	\$ 0.05	No	Paul Borchardt and Chuan Gao	Conversion of Loan Note (CLN1)	Unrestricted	Exemption
7-Sep-17	New Issue	513,700	Common	\$ 0.05	No	Wendell Lavergne	Conversion of Loan Note (CLN1)	Unrestricted	Exemption
7-Sep-17	New Issue	2,300,000	Common	\$ 0.05	No	Mark John Ashley	Conversion of Loan Note (CLN1)	Unrestricted	Exemption
7-Sep-17	New Issue	1,000,000	Common	\$ 0.05	No	Brian Zamudio	Conversion of Loan Note (CLN1)	Unrestricted	Exemption
7-Sep-17	New Issue	2,100,000	Common	\$ 0.05	No	Travis Miller	Amount due paid in shares	144-restricted	Exemption
7-Sep-17	New Issue	700,000	Common	\$ 0.05	No	Jordan Moelis	Amount due paid in shares	144-restricted	Exemption
7-Sep-17	New Issue	700,000	Common	\$ 0.05	No	Gustavo Mazon Escalante	Amount due paid in shares	144-restricted	Exemption
7-Sep-17	New Issue	31,221,500	Common	\$ 0.05	No	Travis Miller	Acquisition of Mil-Ler Resources	144-restricted	Exemption
7-Sep-17	New Issue	17,878,500	Common	\$ 0.05	No	Jose Alfredo Lerma Moya	Acquisition of Mil-Ler Resources	144-restricted	Exemption
7-Sep-17	New Issue	5,000,000	Common	\$ 0.05	No	Francisco Lerma Moya	Acquisition of Mil-Ler Resources	144-restricted	Exemption
7-Sep-17	New Issue	455,387	Common	\$ 0.05	No	Haywood Securities ITF Palisade Global Investments	Conversion of Loan Note (CLN1)	Unrestricted	Exemption
14-Apr-18	New Issue	609,074	Common	\$ 0.05	No	The MJG Capital Fund, LP	Exercise of Warrants	144-Restricted	Exemption
14-Apr-18	New Issue	711,380	Common	\$ 0.08	No	Haywood Securities (Bryan Hyde)	Exercise of Warrants	144-Restricted	Exemption
14-Apr-18	New Issue	912,115	Common	\$ 0.06	No	Alan R Edwards and Linda C Edwards	Exercise of Warrants	144-Restricted	Exemption
14-Apr-18	New Issue	304,537	Common	\$ 0.05	No	William Henry Champion	Exercise of Warrants	144-Restricted	Exemption
14-Apr-18	New Issue	406,049	Common	\$ 0.05	No	Chemco Superannuation Fund Pty Ltd aft Chemco Superannuation Fund no2	Exercise of Warrants	144-Restricted	Exemption
14-Apr-18	New Issue	3,158,300	Common	\$ 0.09	No	Cosmos Holdings, S.A.DE C.V.	Exercise of Warrants	144-Restricted	Exemption
14-Apr-18	New Issue	2,421,100	Common	\$ 0.08	No	Golden Calf Mining, S.A.DE C.V.	Exercise of Warrants	144-Restricted	Exemption
14-Apr-18	New Issue	808,367	Common	\$ 0.08	No	GME Desarrollos Empresariales Sapi De CV	Exercise of Warrants	144-Restricted	Exemption
14-Apr-18	New Issue	809,400	Common	\$ 0.08	No	Playford Family Limited Partnership	Exercise of Warrants	144-Restricted	Exemption
14-Apr-18	New Issue	809,400	Common	\$ 0.08	No	Oasis Acucicola S.A.DE C.V.	Exercise of Warrants	144-Restricted	Exemption
14-Apr-18	New Issue	809,847	Common	\$ 0.08	No	KF Business Ventures, LP	Exercise of Warrants	144-Restricted	Exemption
14-Apr-18	New Issue	243,927	Common	\$ 0.08	No	Alfonso Duarte Rioseco	Exercise of Warrants	144-Restricted	Exemption
14-Apr-18	New Issue	284,012	Common	\$ 0.06	No	Craig Dawson	Exercise of Warrants	144-Restricted	Exemption
14-Apr-18	New Issue	2,406,746	Common	\$ 0.08	No	Scotia Capital ITF R. Stuart Angus	Exercise of Warrants	144-Restricted	Exemption
14-Apr-18	New Issue	567,929	Common	\$ 0.06	No	Paul Borchardt and Chuan Gao	Exercise of Warrants	144-Restricted	Exemption
14-Apr-18	New Issue	28,572	Common	\$ 0.07	No	GEORGE ROBERT DOWLING HENDERSON	Exercise of Warrants	144-Restricted	Exemption
14-Apr-18	New Issue	200,000	Common	\$ 0.07	No	Sarah Cooney	Exercise of Warrants	144-Restricted	Exemption
14-May-18	New Issue	3,191,489	Common	\$ 0.05	No	Van De Berg Management Inc	Exercise of Warrants	144-Restricted	Exemption
30-Jul-18	New Issue	800,000	Common	\$ 1.05	No	Van De Berg Management Inc	Exercise of Warrants	144-Restricted	Exemption
30-Jul-18	New Issue	400,000	Common	\$ 2.05	No	Van De Berg Management Inc	Exercise of Warrants	144-Restricted	Exemption
30-Jul-18	New Issue	800,000	Common	\$ 3.05	No	Van De Berg Management Inc	Exercise of Warrants	144-Restricted	Exemption
8-Aug-18	New Issue	380,666	Common	\$ 0.05	No	The MJG Capital Fund, LP	Conversion of Loan Note	Unrestricted	Exemption
8-Aug-18	New Issue	252,769	Common	\$ 0.05	No	Haywood Securities Inc. ITF Mr. Bryan Hyde	Conversion of Loan Note	Unrestricted	Exemption
8-Aug-18	New Issue	252,348	Common	\$ 0.05	No	Goldfields Hotels Pty Ltd (as trustee for Palace Investment Trust)	Conversion of Loan Note	Unrestricted	Exemption
8-Aug-18	New Issue	315,121	Common	\$ 0.05	No	Alan R Edwards and Linda C Edwards	Conversion of Loan Note	Unrestricted	Exemption
8-Aug-18	New Issue	188,761	Common	\$ 0.05	No	William Henry Champion	Conversion of Loan Note	Unrestricted	Exemption
8-Aug-18	New Issue	252,180	Common	\$ 0.05	No	Chemco Superannuation Fund Pty Ltd aft Chemco Superannuation Fund no 2	Conversion of Loan Note	Unrestricted	Exemption
8-Aug-18	New Issue	503,029	Common	\$ 0.05	No	Westessa Holdings Pty Ltd	Conversion of Loan Note	Unrestricted	Exemption

8-Aug-18	New Issue	126,090	Common	\$ 0.05	No	Craig Dawson	Conversion of Loan Note	Unrestricted	Exemption
8-Aug-18	New Issue	75,479	Common	\$ 0.05	No	Pertinax Capital BVBA	Conversion of Loan Note	Unrestricted	Exemption
8-Aug-18	New Issue	125,799	Common	\$ 0.05	No	Margaret Reynolds	Conversion of Loan Note	Unrestricted	Exemption
8-Aug-18	New Issue	125,799	Common	\$ 0.05	No	Francis John Kane	Conversion of Loan Note	Unrestricted	Exemption
8-Aug-18	New Issue	247,542	Common	\$ 0.05	No	Chad Williams	Conversion of Loan Note	Unrestricted	Exemption
8-Aug-18	New Issue	251,098	Common	\$ 0.05	No	Paul Borchardt, Chuan Gao, JTWS	Conversion of Loan Note	Unrestricted	Exemption
8-Aug-18	New Issue	2,665,760	Common	\$ 0.05	No	Fernando Berdegué De Cima	Conversion of Loan Note	Unrestricted	Exemption
7-Aug-18	New Issue	200,000	Common	\$ 0.05	No	Margaret Reynolds	Exercise of Warrants	144-Restricted	Exemption
7-Aug-18	New Issue	200,000	Common	\$ 0.05	No	Francis John Kane	Exercise of Warrants	144-Restricted	Exemption
24-Aug-18	New Issue	700,000	Common	\$ 0.05	No	Thomas Wendell Otten	Exercise of Warrants	144-Restricted	Exemption
24-Aug-18	New Issue	400,000	Common	\$ 0.05	No	Gregory Erigero	Exercise of Warrants	144-Restricted	Exemption
24-Aug-18	New Issue	100,000	Common	\$ 0.05	No	Gina A Erigero	Exercise of Warrants	144-Restricted	Exemption
17-Sep-18	New Issue	600,000	Common	\$ 0.05	No	TWO WAY CONSULTING	Exercise of Warrants	144-Restricted	Exemption
17-Sep-18	New Issue	20,000	Common	\$ 0.05	No	Thomas Vallee	Exercise of Warrants	144-Restricted	Exemption
17-Sep-18	New Issue	1,000,000	Common	\$ 0.05	No	R. Stuart Angus	Exercise of Warrants	144-Restricted	Exemption
17-Sep-18	New Issue	1,666,667	Common	\$ 0.06	No	Iskandar Ardead Trading SA DE CV	Exercise of Warrants	144-Restricted	Exemption
5-Oct-18	New Issue	112,500	Common	\$ 0.06	No	Henry M Bonner Jr	Exercise of Warrants	144-Restricted	Exemption
5-Oct-18	New Issue	225,000	Common	\$ 0.06	No	Daesy E Suwandhaputra	Exercise of Warrants	144-Restricted	Exemption
5-Oct-18	New Issue	352,500	Common	\$ 0.05	No	Golden Calf Mining, SA de CV	Exercise of Warrants	144-Restricted	Exemption
5-Oct-18	New Issue	161,785	Common	\$ 0.05	No	Simona Ashley	Exercise of Warrants	144-Restricted	Exemption
4-Dec-18	New Issue	1,125,000	Common	\$ 0.06	No	Alex Shoghi	Exercise of Warrants	144-Restricted	Exemption
4-Dec-18	New Issue	1,125,000	Common	\$ 0.06	No	Golden Calf Mining, SA de CV	Exercise of Warrants	144-Restricted	Exemption
4-Dec-18	New Issue	375,000	Common	\$ 0.06	No	Oasis Acucicola SA DE CV	Exercise of Warrants	144-Restricted	Exemption
4-Dec-18	New Issue	375,000	Common	\$ 0.06	No	GME Desarrollos Empresariales Sapi De CV	Exercise of Warrants	144-Restricted	Exemption
4-Dec-18	New Issue	407,067	Common	\$ 0.08	No	Douglas Casey	Exercise of Warrants	144-Restricted	Exemption
18-Dec-18	New Issue	1,400,000	Common	\$ 0.05	No	Rosa Maria Rodriguez Morado	Exercise of Warrants	144-Restricted	Exemption
18-Dec-18	New Issue	380,000	Common	\$ 0.06	No	Five Ways Family Trust	Exercise of Warrants	144-Restricted	Exemption
18-Dec-18	New Issue	10,000	Common	\$ 0.06	No	Thomas and Tami Vellee	Exercise of Warrants	144-Restricted	Exemption
18-Dec-18	New Issue	5,000	Common	\$ 0.06	No	Les Garland	Exercise of Warrants	144-Restricted	Exemption
18-Dec-18	New Issue	5,000	Common	\$ 0.06	No	Brad La Point	Exercise of Warrants	144-Restricted	Exemption
18-Dec-18	New Issue	3,375,000	Common	\$ 0.06	No	Moelis Family Trust	Exercise of Warrants	144-Restricted	Exemption
26-Dec-18	New Issue	4,784,580	Common	\$ 0.05	No	Cosmos Holdings	Conversion of Loan Note	Unrestricted	Exemption
26-Dec-18	New Issue	2,391,500	Common	\$ 0.05	No	Eduardo Carlos Casares Cantu	Conversion of Loan Note	Unrestricted	Exemption
26-Dec-18	New Issue	3,488,140	Common	\$ 0.05	No	Scotia Capital ITF R. Stuart Angus	Conversion of Loan Note	Unrestricted	Exemption
26-Dec-18	New Issue	3,450,700	Common	\$ 0.05	No	Golden Calf Mining, SA de CV	Conversion of Loan Note	Unrestricted	Exemption
26-Dec-18	New Issue	3,424,120	Common	\$ 0.05	No	Moelis Family Trust	Conversion of Loan Note	Unrestricted	Exemption
26-Dec-18	New Issue	1,147,200	Common	\$ 0.05	No	Luis Guillermo Ibarra Dow	Conversion of Loan Note	Unrestricted	Exemption
26-Dec-18	New Issue	1,146,820	Common	\$ 0.05	No	GME Desarrollos Empresariales Sapi De CV	Conversion of Loan Note	Unrestricted	Exemption
26-Dec-18	New Issue	229,140	Common	\$ 0.05	No	Scott Jolcolver	Conversion of Loan Note	Unrestricted	Exemption
26-Dec-18	New Issue	572,460	Common	\$ 0.05	No	Alan Edwards	Conversion of Loan Note	Unrestricted	Exemption
26-Dec-18	New Issue	228,840	Common	\$ 0.05	No	Paul Bortchard and Chuan Gao	Conversion of Loan Note	Unrestricted	Exemption
26-Dec-18	New Issue	1,144,160	Common	\$ 0.05	No	Playford Family Limited Partnership	Conversion of Loan Note	Unrestricted	Exemption
26-Dec-18	New Issue	1,144,160	Common	\$ 0.05	No	Oasis Acucicola SA DE CV	Conversion of Loan Note	Unrestricted	Exemption
26-Dec-18	New Issue	114,320	Common	\$ 0.05	No	Craig Dawson	Conversion of Loan Note	Unrestricted	Exemption
26-Dec-18	New Issue	342,920	Common	\$ 0.05	No	The MJG Capital Fund, LP	Conversion of Loan Note	Unrestricted	Exemption
26-Dec-18	New Issue	1,143,020	Common	\$ 0.05	No	KF Business Ventures, LP	Conversion of Loan Note	Unrestricted	Exemption
26-Dec-18	New Issue	799,320	Common	\$ 0.05	No	Jordan Moelis	Conversion of Loan Note	Unrestricted	Exemption
26-Dec-18	New Issue	228,460	Common	\$ 0.05	No	Wendell M. Lavergne	Conversion of Loan Note	Unrestricted	Exemption
26-Dec-18	New Issue	114,240	Common	\$ 0.05	No	Henry M Bonner Jr	Conversion of Loan Note	Unrestricted	Exemption
26-Dec-18	New Issue	3,406,400	Common	\$ 0.05	No	Haywood Securities ITF Palisade Global Investments	Conversion of Loan Note	Unrestricted	Exemption
26-Dec-18	New Issue	1,139,980	Common	\$ 0.05	No	Chad Williams	Conversion of Loan Note	Unrestricted	Exemption
26-Dec-18	New Issue	227,320	Common	\$ 0.05	No	Haywood Securities (Bryan Hyde)	Conversion of Loan Note	Unrestricted	Exemption
26-Dec-18	New Issue	1,136,220	Common	\$ 0.05	No	Alex Shoghi	Conversion of Loan Note	Unrestricted	Exemption
26-Dec-18	New Issue	340,420	Common	\$ 0.05	No	Alfonso Duarte Rioseco	Conversion of Loan Note	Unrestricted	Exemption
26-Dec-18	New Issue	566,800	Common	\$ 0.05	No	Robert L Curro Giardina	Conversion of Loan Note	Unrestricted	Exemption
26-Dec-18	New Issue	566,040	Common	\$ 0.05	No	Douglas Casey	Conversion of Loan Note	Unrestricted	Exemption
26-Dec-18	New Issue	566,040	Common	\$ 0.05	No	Allen Chen	Conversion of Loan Note	Unrestricted	Exemption
26-Dec-18	New Issue	564,360	Common	\$ 0.05	No	David Zook	Conversion of Loan Note	Unrestricted	Exemption
26-Dec-18	New Issue	224,620	Common	\$ 0.05	No	Daesy E Suwandhaputra	Conversion of Loan Note	Unrestricted	Exemption
26-Dec-18	New Issue	403,780	Common	\$ 0.05	No	Howdy S Kabrins	Conversion of Loan Note	Unrestricted	Exemption
27-Dec-18	New Issue	787,500	Common	\$ 0.06	No	Jordan Moelis	Exercise of Warrants	144-Restricted	Exemption
27-Dec-18	New Issue	711,740	Common	\$ 0.05	No	Simona Ashley	Conversion of Loan Note	144-Restricted	Exemption
27-Dec-18	New Issue	4,544,200	Common	\$ 0.05	No	Century Asset Management	Conversion of Loan Note	144-Restricted	Exemption
27-Dec-18	New Issue	225,000	Common	\$ 0.06	No	Scott Jolcolver	Exercise of Warrants	144-Restricted	Exemption
30-Dec-18	New Issue	4,408,042	Common	\$ 0.05	No	Iskandar Ardead Trading SA DE CV	Conversion of Loan Note	Unrestricted	Exemption

1-Jan-19	New Issue	1,166,667	Common	\$ 0.06	No	Iskandar Ardead Trading SA DE CV	Exercise of Warrants	144-Restricted	Exemption
8-Jan-19	New Issue	337,500	Common	\$ 0.06	No	The MJG Capital Fund, LP	Exercise of Warrants	144-Restricted	Exemption
8-Jan-19	New Issue	3,375,000	Common	\$ 0.06	No	Haywood Securities ITF Palisade Global Investments Ltd	Exercise of Warrants	144-Restricted	Exemption
8-Jan-19	New Issue	562,500	Common	\$ 0.06	No	Robert L Curro Giardina	Exercise of Warrants	144-Restricted	Exemption
8-Jan-19	New Issue	416,667	Common	\$ 0.06	No	Daniel Freuman	Exercise of Warrants	144-Restricted	Exemption
8-Jan-19	New Issue	416,667	Common	\$ 0.06	No	JCG Holdings, LLC	Exercise of Warrants	144-Restricted	Exemption
1-Mar-19	New Issue	562,500	Common	\$ 0.06	No	Allen Chen	Exercise of Warrants	144-Restricted	Exemption
1-Mar-19	New Issue	562,500	Common	\$ 0.06	No	David Zook	Exercise of Warrants	144-Restricted	Exemption
1-Mar-19	New Issue	2,721,219	Common	\$ 0.06	No	Iskandar Ardead Trading SA DE CV	Exercise of Warrants	144-Restricted	Exemption
8-Apr-19	New Issue	225,000	Common	\$ 0.06	No	Wendell M. Lavergne	Exercise of Warrants	144-Restricted	Exemption
23-May-19	New Issue	3,920	Preferred	\$1,000	No	Comstock Mining Inc	Asset Acquisition	144-Restricted	Exemption
21-Jun-19	New Issue	750,000	Common	\$ 0.06	No	Gloucester Capital Inc	Exercise of Warrants	144-Restricted	Exemption
21-Jun-19	New Issue	100,000	Common	\$ 0.08	No	Chad Williams	Exercise of Warrants	144-Restricted	Exemption
21-Jun-19	New Issue	75,000	Common	\$ 0.09	No	Henry Bonner Jr	Exercise of Warrants	144-Restricted	Exemption
26-Aug-19	New Issue	830	Preferred	\$1,000	No	Comstock Mining Inc	Asset Acquisition	144-Restricted	Exemption
Shares Outstanding on November 12th, 2019		Ending Balance: September 30th 2019							
Common: 211,151,031		Common.....		202,526,031					
		Preferred.....		4,750					

Check this box to indicate there were no changes to the number of outstanding shares within the past two completed fiscal years and any subsequent periods:

**B. Debt Securities, Including Promissory and Convertible Notes**

Use the chart and additional space below to list and describe any issuance of promissory notes, convertible notes or convertible debentures **in the past two completed fiscal years and any subsequent interim period.**

Check this box if there are no outstanding promissory, convertible notes or debt arrangements:

Date of Note	Outstanding balance	Principle	Accrued Interest	Maturity Date	Conversion terms	Name of Noteholder	Reason for issuance
3-Apr-18	\$ 299,530	\$ 250,000	\$ 49,530	31-Dec-21	Convertible into shares at \$0.10/sh	Bob Kopple	CLN3 Investment
5-Apr-18	\$ 11,973	\$ 10,000	\$ 1,973	31-Dec-19	Convertible into shares at \$0.10/sh	Golden Calf Mining, SA de CV	CLN3 Investment
6-Apr-18	\$ 59,847	\$ 50,000	\$ 9,847	31-Dec-21	Convertible into shares at \$0.10/sh	Bob Kopple	CLN3 Investment
6-Apr-18	\$ 4,489	\$ 3,750	\$ 739	31-Dec-19	Convertible into shares at \$0.10/sh	Golden Calf Mining, SA de CV	CLN3 Investment
9-May-18	\$ 23,678	\$ 20,000	\$ 3,678	31-Dec-19	Convertible into shares at \$0.10/sh	Paul Borchardt, Chuan Gao, JTWRs	CLN3 Investment
29-May-18	\$ 411,626	\$ 350,000	\$ 61,626	31-Dec-21	Convertible into shares at \$0.10/sh	Moelis Family Trust	CLN3 Investment
13-Sep-18	\$ 170,262	\$ 150,000	\$ 20,262	31-Dec-19	Convertible into shares at \$0.10/sh	R. Stuart Angus	CLN3 Investment
3-Oct-18	\$ 36,646	\$ 32,500	\$ 4,146	31-Dec-19	Convertible into shares at \$0.10/sh	Oasis Acuicola SA DE CV	CLN3 Investment
4-Oct-18	\$ 343,795	\$ 305,000	\$ 38,795	31-Dec-19	Convertible into shares at \$0.10/sh	Golden Calf Mining, SA de CV	CLN3 Investment
6-Nov-18	\$ 222,986	\$ 200,000	\$ 22,986	31-Dec-19	Convertible into shares at \$0.10/sh	Oculus Holding SA de CV	CLN3 Investment
7-Dec-18	\$ 165,529	\$ 150,000	\$ 15,529	31-Dec-19	Convertible into shares at \$0.10/sh	Golden Calf Mining, SA de CV	CLN3 Investment
10-Dec-18	\$ 55,122	\$ 50,000	\$ 5,122	31-Dec-19	Convertible into shares at \$0.10/sh	Oasis Acuicola SA de CV	CLN3 Investment
8-Jan-19	\$ 109,188	\$ 100,000	\$ 9,188	31-Dec-19	Convertible into shares at \$0.10/sh	Bob Kopple	CLN3 Investment
22-Jan-19	\$ 217,364	\$ 200,000	\$ 17,364	31-Dec-19	Convertible into shares at \$0.10/sh	JG Venture Capital LLC	CLN3 Investment
23-Jan-19	\$ 293,344	\$ 270,000	\$ 23,344	31-Dec-19	Convertible into shares at \$0.10/sh	Golden Calf Mining, SA de CV	CLN3 Investment
23-Jan-19	\$ 32,594	\$ 30,000	\$ 2,594	31-Dec-19	Convertible into shares at \$0.10/sh	Promotora y Desarrolladora del Pitic S.A.P.I. de C.V	CLN3 Investment
30-Jan-19	\$ 541,966	\$ 500,000	\$ 41,966	31-Dec-19	Convertible into shares at \$0.10/sh	Haywood Securities ITF Palisade Global Investments Ltd	CLN3 Investment
11-Feb-19	\$ 18,059	\$ 16,727	\$ 1,332	31-Dec-21	Convertible into shares at \$0.10/sh	Iskandar Ardead Trading SA DE CV	CLN3 Investment
27-Feb-19	\$ 107,390	\$ 100,000	\$ 7,390	31-Dec-21	Convertible into shares at \$0.10/sh	Robert L Curro Giardina	CLN3 Investment
28-Feb-19	\$ 53,678	\$ 50,000	\$ 3,678	31-Dec-21	Convertible into shares at \$0.10/sh	Quarry Capital	CLN3 Investment
28-Feb-19	\$ 80,516	\$ 75,000	\$ 5,516	31-Dec-21	Convertible into shares at \$0.10/sh	Mazes Business Development SAPI De Cv	CLN3 Investment
13-Mar-19	\$ 106,895	\$ 100,000	\$ 6,895	31-Dec-21	Convertible into shares at \$0.10/sh	Haywood Securities Inc ITF Anthony McCourt	CLN3 Investment
14-Mar-19	\$ 26,679	\$ 25,000	\$ 1,679	31-Dec-21	Convertible into shares at \$0.10/sh	GME Desarrollas Empresariales Sapi De CV	CLN3 Investment
18-Mar-19	\$ 26,715	\$ 25,000	\$ 1,715	31-Dec-21	Convertible into shares at \$0.10/sh	Thomas W. Otten	CLN3 Investment
18-Mar-19	\$ 160,076	\$ 150,000	\$ 10,076	31-Dec-21	Convertible into shares at \$0.10/sh	Sterling Securities International Ltd	CLN3 Investment
26-Mar-19	\$ 15,965	\$ 15,000	\$ 965	31-Dec-21	Convertible into shares at \$0.10/sh	Paul Fowler	CLN3 Investment
8-Apr-19	\$ 423,906	\$ 400,000	\$ 23,906	31-Dec-21	Convertible into shares at \$0.10/sh	Golden Calf Mining, SA de CV	CLN3 Investment
3-May-19	\$ 52,550	\$ 50,000	\$ 2,550	31-Dec-21	Convertible into shares at \$0.10/sh	Nikita Demetrio Kyriakis Georgouses	CLN3 Investment
3-May-19	\$ 52,550	\$ 50,000	\$ 2,550	31-Dec-21	Convertible into shares at \$0.10/sh	Nikita Demetrio Kyriakis Corella	CLN3 Investment
4-May-19	\$ 210,133	\$ 200,000	\$ 10,133	31-Dec-21	Convertible into shares at \$0.10/sh	Paul H. Stephens & Eleanor M. Stephens TTEES U/T/A DTD 7/6/98	CLN3 Investment
7-May-19	\$ 52,481	\$ 50,000	\$ 2,481	31-Dec-21	Convertible into shares at \$0.10/sh	Luis Manuel Laborin	CLN3 Investment
7-Jun-19	\$ 517,037	\$ 500,000	\$ 19,443	31-Dec-21	Convertible into shares at \$0.10/sh	Bob Kopple	CLN3 Investment
24-Jun-19	\$ 77,478	\$ 75,000	\$ 2,478	31-Dec-21	Convertible into shares at \$0.10/sh	Grace Kopacz	CLN3 Investment
21-Jun-19	\$ 517,037	\$ 500,000	\$ 17,037	31-Dec-21	Convertible into shares at \$0.10/sh	Moelis Family Trust	CLN3 Investment
8-Jul-19	\$ 411,304	400,000	\$ 11,304	31-Dec-21	Convertible into shares at \$0.10/sh	Haywood Securities Inc FOR Radio Fuels Corp	CLN3 Investment
3-Jul-19	\$ 102,996	100,000	\$ 2,996	31-Dec-21	Convertible into shares at \$0.10/sh	Haywood Securities Inc FOR Palisade Global Investments Inc	CLN3 Investment
3-Jul-19	\$ 61,798	60,000	\$ 1,798	31-Dec-21	Convertible into shares at \$0.10/sh	Robert L. Curr-Giardina	CLN3 Investment
4-Aug-19	\$ 254,773	250,000	\$ 4,773	31-Dec-21	Convertible into shares at \$0.10/sh	RBC Dominion Securities Inc. IFT Playford Family L.P. A/c 3756305011	CLN3 Investment
19-Aug-19	\$ 304,212	300,000	\$ 4,212	31-Dec-21	Convertible into shares at \$0.10/sh	Golden Calf Mining, SA de CV	CLN3 Investment
20-Sep-19	\$ 250,833	250,000	\$ 833	31-Dec-21	Convertible into shares at \$0.10/sh	RBC Dominion Securities Inc. IFT Playford Family L.P. A/c 3756305011	CLN3 Investment
22-May-19	\$ 69,443	\$ 50,000	\$ 2,374	31-Dec-21	Convertible into shares at \$0.20/sh	Haywood Securities in trust for Bryan Hyde	CLN4 Investment
12-Jun-19	\$ 25,929	\$ 25,000	\$ 929	31-Dec-21	Convertible into shares at \$0.20/sh	GREGORY J ERIGERO	CLN4 Investment
11-Jun-19	\$ 52,478	\$ 50,000	\$ 1,876	31-Dec-21	Convertible into shares at \$0.20/sh	Bryan Hyde	CLN4 Investment
12-Jun-19	\$ 41,487	\$ 40,000	\$ 1,487	31-Dec-21	Convertible into shares at \$0.20/sh	THOMAS LEPS and ADAIRE LEPS	CLN4 Investment
13-Jun-19	\$ 25,921	\$ 25,000	\$ 921	31-Dec-21	Convertible into shares at \$0.20/sh	Richard Folwell	CLN4 Investment
9-Jul-19	\$ 51,396	\$ 50,000	\$ 1,396	31-Dec-21	Convertible into shares at \$0.20/sh	Alan Edwards	CLN4 Investment
29-Jul-19	\$ 10,211	\$ 10,000	\$ 211	31-Dec-21	Convertible into shares at \$0.20/sh	Contantinos Kasapis	CLN4 Investment
18-Sep-19	\$ 251,000	\$ 250,000	\$ 1,000	31-Dec-21	Convertible into shares at \$0.20/sh	Azteca Lighting SA DE CV	CLN4 Investment
24-Sep-19	\$ 200,400	\$ 200,000	\$ 400	31-Dec-21	Convertible into shares at \$0.20/sh	Emilio Califa Carranza	CLN4 Investment
28-Sep-19	\$ 50,303	\$ 50,000	\$ 303	31-Dec-21	Convertible into shares at \$0.20/sh	Pedro Eduardo Villarreal Garcia	CLN4 Investment
<b>As at sept 30th, 2019</b>	<b>\$ 7,663,568</b>	<b>\$ 7,162,977</b>	<b>\$ 485,326</b>				

#### 4) Financial Statements

A. The following financial statements were prepared in accordance with:

- U.S. GAAP  
 IFRS

B. The financial statements for this reporting period were prepared by (name of individual)<sup>4</sup>:

Name: **Mark Ashley**  
Title: **CEO**  
Relationship to Issuer: **Director**

Provide the financial statements described below for the most recent fiscal year or quarter. For the initial disclosure statement (qualifying for Pink Current Information for the first time) please provide reports for the two previous fiscal years and any subsequent interim periods.

- C. Balance sheet;  
D. Statement of income;  
E. Statement of cash flows;  
F. Financial notes; and  
G. Audit letter, if audited

You may either (i) attach/append the financial statements to this disclosure statement or (ii) file the financial statements through OTCIQ as a separate report using the appropriate report name for the applicable period end. ("Annual Report," "Quarterly Report" or "Interim Report").

If you choose to publish the financial statements in a separate report as described above, you must state in the accompanying disclosure statement that such financial statements are incorporated by reference. You may reference the document(s) containing the required financial statements by indicating the document name, period end date, and the date that it was posted to OTCIQ in the field below.

#### Lodged 11/15/19

Financial statement information is considered current until the due date for the subsequent report (as set forth in the qualifications section above). To remain qualified for Current Information, a company must post its Annual Report within 90 days from its fiscal year-end date and Quarterly Reports within 45 days of each fiscal quarter-end date.

#### 5) Issuer's Business, Products and Services

The purpose of this section is to provide a clear description of the issuer's current operations. In answering this item, please include the following:

A. Summarize the issuer's business operations (If the issuer does not have current operations, state "no operations")

Gold exploration

B. Describe any subsidiaries, parents, or affiliated companies, if applicable, and a description of their business contact information for the business, officers, directors, managers or control persons. Subsidiary information may be included by reference

**None**

C. Describe the issuers' principal products or services, and their markets

**None**

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<sup>4</sup> The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS by persons with sufficient financial skills.

## 6) Issuer's Facilities

The goal of this section is to provide a potential investor with a clear understanding of all assets, properties or facilities owned, used or leased by the issuer.

In responding to this item, please clearly describe the assets, properties or facilities of the issuer, give the location of the principal plants and other property of the issuer and describe the condition of the properties. If the issuer does not have complete ownership or control of the property (for example, if others also own the property or if there is a mortgage on the property), describe the limitations on the ownership.

If the issuer leases any assets, properties or facilities, clearly describe them as above and the terms of their leases.

None

## 7) Officers, Directors, and Control Persons

The goal of this section is to provide an investor with a clear understanding of the identity of all the persons or entities that are involved in managing, controlling or advising the operations, business development and disclosure of the issuer, as well as the identity of any significant or beneficial shareholders.

Using the tabular format below, please provide information regarding any person or entity owning 5% or more of the issuer, as well as any officer, and any director of the company, regardless of the number of shares they own. **If any listed are corporate shareholders or entities, provide the name and address of the person(s) beneficially owning or controlling such corporate shareholders, or the name and contact information of an individual representing the corporation or entity in the note section.**

Name of Officer/Director and Control Person	Affiliation with Company (e.g. Officer/Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Note
Mark Ashley	Director	23800 Hatteras St, Woodland Hills, CA 91367	13,575,751	COMMON STOCK	6.7%	none
Travis Miller	Director	9945 Benson Ferry Rd, Galt, CA 95632	30,900,000	COMMON STOCK	17.4%	none
Jordan Moelis	Director	1112 Schuyler Road, Beverly Hills, CA 90210	3,882,750	COMMON STOCK	1.9%	none
Robert Kopple	Director		1,952,867	COMMON STOCK	1.0%	None
Gustavo Mazon	Director	Paseo Rio Sonora Local 10, Piso 7, Torre HSBC, Col Proyecto Rio Sonora Mexico	11,441,469	COMMON STOCK	4.7%	none
Fernando de Berdegue	Strategic Advisor	LAZARO CARADENAS 1330 EL CID	14,928,353	COMMON STOCK	6.2%	NONE



		MAZATLAN 82110 SINALOA MEXICO				
Brian Zamudio	Director	5644 Soledad Mountain Rd,La Jolla, CA92037	2,131,838	COMMON STOCK	1.1%	none

**8) Legal/Disciplinary History**

A. Please identify whether any of the persons listed above have, in the past 10 years, been the subject of:

1. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);

**NONE**

2. The entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities;

**NONE**

3. A finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated; or

**NONE**

4. The entry of an order by a self-regulatory organization that permanently or temporarily barred, suspended, or otherwise limited such person's involvement in any type of business or securities activities.

**NONE**

B. Describe briefly any material pending legal proceedings, other than ordinary routine litigation incidental to the business, to which the issuer or any of its subsidiaries is a party or of which any of their property is the subject. Include the name of the court or agency in which the proceedings are pending, the date instituted, the principal parties thereto, a description of the factual basis alleged to underlie the proceeding and the relief sought. Include similar information as to any such proceedings known to be contemplated by governmental authorities.

**NONE**

**9) Third Party Providers**

Please provide the name, address, telephone number and email address of each of the following outside providers:

Securities Counsel

Name: Henry Bonner, Esq.  
Firm: Bonner & Associates  
Address 1: P.O. Box 971  
Address 2: Southport, CT 06890  
Phone: Phone: (619) 278-8326  
Email: [henry@bonner.net](mailto:henry@bonner.net)

Accountant or Auditor. Our financials are unaudited and prepared internally. We do not have an auditor or outside accountant.

Investor Relations Consultant - None

Other Service Providers

Provide the name of any other service provider(s), including, counsel, advisor(s) or consultant(s) **that assisted, advised, prepared or provided information with respect to this disclosure statement**, or provided assistance or services to the issuer during the reporting period.

## 10) Issuer Certification

*Principal Executive Officer:*

The issuer shall include certifications by the chief executive officer and chief financial officer of the issuer (or any other persons with different titles but having the same responsibilities).

The certifications shall follow the format below:

I, Mark John Ashley certify that:

1. I have reviewed this Annual Disclosure Statement of Tonogold Resources Inc.
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

**November 15<sup>th</sup>, 2019**

MARK J ASHLEY

*Principal Financial Officer:*

I, Mark John Ashley certify that:

1. I have reviewed this Annual Disclosure Statement of Tonogold Resources Inc.
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

**November 15<sup>th</sup>, 2019**

MARK J ASHLEY