

# **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, 2022 (the "Reporting Period")**

As of November 14<sup>th</sup> 2022 the number of shares outstanding of our Common Stock was: **345,543,338**

As of September 30<sup>th</sup>, 2022 the number of shares outstanding of our Common Stock was: **345,543,338**

As of December 31<sup>st</sup>, 2021 the number of shares outstanding of our Common Stock was: **345,543,338**

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 and address(es) of the issuer and its predecessors (if any)**

In answering this item, provide the current name of the issuer any names used by predecessor entities, along with the dates of the name changes.

|             |   |
|-------------|---|
| 04 Mar 1997 | Alliance Trophy Club, Inc. founded        |
| 10 Apr 2000 | Acquisition of NJ Corp. (formed Mar 2000) |
| 09 May 2000 | Name changed to Gamesboro Inc             |
| 01 May 2002 | Acquisition of Point Loma Partners, Inc.  |
| 17 May 2002 | Name changed to PLP Holdings, Inc.        |
| 03 Aug 2004 | Name changed to Tonogold Resources, Inc.  |

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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.

The state of incorporation or registration of the issuer and of each of its predecessors (if any) during the past five years; Please also include the issuer's current standing in its state of incorporation (eg active, default, inactive):

**Delaware (Active)**

Describe any trading suspension orders issued by the SEC concerning the issuer or its predecessors since inception:

**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**

The address(es) of the issuer's principal executive office:

22543 Ventura Blvd, Suite 220-1045, Woodland Hills, CA 91364

The address(es) of the issuer's principal place of business:

Check box if principal executive office and principal place of business are the same address:

Has the issuer or any of its predecessors been in bankruptcy, receivership, or any similar proceeding in the past five years?

Yes:  No:

If this issuer or any of its predecessors have been the subject of such proceedings, please provide additional details in the space below:

**NONE**

**2) Security Information**

|   |   |
|---|---|
| Trading symbol:                                     | <b>TNGL</b>   |
| Exact title and class of securities outstanding:    | <b>COMMON STOCK</b>   |
| CUSIP:  | <b>890308208</b>  |
| Par or stated value:                                | <b>\$0.001</b>  |
| Total shares authorized:                            | <b>999,000,000</b> as of date: November 14 <sup>th</sup> 2022 |
| Total shares outstanding:                           | <b>345,543,338</b> as of date: November 14 <sup>th</sup> 2022 |
| Number of shares in the Public Float <sup>2</sup> : | <b>145,845,072</b> as of date: November 14 <sup>th</sup> 2022 |
| Total number of shareholders of record:             | <b>782</b> as of date: November 14 <sup>th</sup> 2022         |

All additional class(es) of publicly traded securities (if any): **NONE**

Transfer Agent<sup>3</sup>

Name: First American Stock Transfer  
Phone: (602) 485-1346  
Email [jkiszka@astfinancial.com](mailto:jkiszka@astfinancial.com)  
Address: 6201 15<sup>th</sup> Avenue, 3<sup>rd</sup> Floor, Brooklyn, NY 11219

Is the Transfer Agent registered under the Exchange Act?<sup>4</sup> Yes:  No:

<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

### 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

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:

| Number of Shares outstanding as of: December 31st 2019 |                  |                         |                   |                        |                                  |   |   |                         |                           |
|--|------------------|-------------------------|-------------------|------------------------|----------------------------------|---|---|-------------------------|---------------------------|
| Common:  |                  | 259,251,212             |                   |                        |                                  |   |   |                         |                           |
| Preferred:   |                  | 6,100                   |                   |                        |                                  |   |   |                         |                           |
| 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 |
| 19-Jan-20  | New Issue        | 5,000,000               | Common            | \$ 0.06                | No                               | Sterling Securities (Mr Collin Kettell)                                   | Exercise of CLN3 Warrants                         | 144-Restricted          | Exemption                 |
| 19-Jan-20  | New Issue        | 500,000                 | Common            | \$ 0.06                | No                               | Palisades Goldcorp Inc (Mr Collin Kettell)                                | Exercise of CLN3 Warrants                         | 144-Restricted          | Exemption                 |
| 26-May-20  | Conversion       | (1,100)                 | Preferred         | N/A                    | No                               | Comstock Mining Inc (Mr Corrado de Gasperis)                              | Conversion of preferred shares into Common Shares | Unrestricted            | Exemption                 |
| 26-May-20  | New Issue        | 6,111,111               | Common            | \$ 0.18                | No                               | Comstock Mining Inc (Mr Corrado de Gasperis)                              |   |                         |                           |
| 19-Aug-20  | New Issue        | 150,000                 | Common            | \$ 0.30                | No                               | Jason Kadir   | Share Placement                                   | 144-Restricted          | Exemption                 |
| 20-Aug-20  | New Issue        | 833,350                 | Common            | \$ 0.30                | No                               | Bearay Pty LTD TTEE Brian Clayton Superfund                               | Share Placement                                   | 144-Restricted          | Exemption                 |
| 20-Aug-20  | New Issue        | 750,000                 | Common            | \$ 0.30                | No                               | Pala Investments Limited (Tom Solomon)                                    | Share Placement                                   | 144-Restricted          | Exemption                 |
| 20-Aug-20  | New Issue        | 1,000,000               | Common            | \$ 0.30                | No                               | Eyeon No 2 Pty Ltd (Stephen Copulos)                                      | Share Placement                                   | 144-Restricted          | Exemption                 |
| 20-Aug-20  | New Issue        | 1,000,000               | Common            | \$ 0.30                | No                               | Citywest Pty Ltd (Stephen Copulos)  | Share Placement                                   | 144-Restricted          | Exemption                 |
| 20-Aug-20  | New Issue        | 500,000                 | Common            | \$ 0.30                | No                               | Shayden Nominees Pty Ltd (Chris Retzos)                                   | Share Placement                                   | 144-Restricted          | Exemption                 |
| 20-Aug-20  | New Issue        | 500,000                 | Common            | \$ 0.30                | No                               | Chrikim PL as trustee for the Geoffrey Wright Income Trust (Geoff Wright) | Share Placement                                   | 144-Restricted          | Exemption                 |
| 20-Aug-20  | New Issue        | 350,000                 | Common            | \$ 0.30                | No                               | Feldane Pty Ltd (Martin Hanrahan)   | Share Placement                                   | 144-Restricted          | Exemption                 |
| 20-Aug-20  | New Issue        | 350,000                 | Common            | \$ 0.30                | No                               | ARC Resources Pty Ltd <AK Growth A/C> (Andrew Richards)                   | Share Placement                                   | 144-Restricted          | Exemption                 |
| 20-Aug-20  | New Issue        | 170,000                 | Common            | \$ 0.30                | No                               | Jayberg Enterprises Ltd (Edward Czucker)                                  | Share Placement                                   | 144-Restricted          | Exemption                 |
| 24-Aug-20  | New Issue        | 200,000                 | Common            | \$ 0.30                | No                               | Gavin Rezos   | Share Placement                                   | 144-Restricted          | Exemption                 |
| 27-Aug-20  | New Issue        | 150,000                 | Common            | \$ 0.30                | No                               | Shuari Investments P/L ATF The Shuari Investment Trust (David Werdiger)   | Share Placement                                   | 144-Restricted          | Exemption                 |
| 26-Aug-20  | New Issue        | 1,000,000               | Common            | \$ 0.30                | No                               | Retzos Executive Pty Ltd < Retzos Executive S/Fund A/C > (Chris Retzos )  | Share Placement                                   | 144-Restricted          | Exemption                 |
| 27-Aug-20  | New Issue        | 1,000,000               | Common            | \$ 0.30                | No                               | Westpark Operations Pty Ltd (Chris Retzos )                               | Share Placement                                   | 144-Restricted          | Exemption                 |
| 25-Aug-20  | New Issue        | 800,000                 | Common            | \$ 0.30                | No                               | C&D Capital Investments Pty Ltd (Joseph Rodriguez)                        | Share Placement                                   | 144-Restricted          | Exemption                 |
| 26-Aug-20  | New Issue        | 326,666                 | Common            | \$ 0.30                | No                               | SUNSET CAPITAL MANAGEMENT PTY LTD (Jason Peterson)                        | Share Placement                                   | 144-Restricted          | Exemption                 |
| 26-Aug-20  | New Issue        | 100,000                 | Common            | \$ 0.30                | No                               | MR KEITH STUART LIDDELL + MRS SHELAGH JANE LIDDELL                        | Share Placement                                   | 144-Restricted          | Exemption                 |
| 26-Aug-20  | New Issue        | 33,334                  | Common            | \$ 0.30                | No                               | MR SHAISHAV PATEL   | Share Placement                                   | 144-Restricted          | Exemption                 |
| 26-Aug-20  | New Issue        | 60,000                  | Common            | \$ 0.30                | No                               | SARANNE HOLDINGS PTY LTD (Jason Peterson)                                 | Share Placement                                   | 144-Restricted          | Exemption                 |
| 26-Aug-20  | New Issue        | 100,000                 | Common            | \$ 0.30                | No                               | JAKORY PTY LTD <DEMPSEY SUPER FUND A/C>                                   | Share Placement                                   | 144-Restricted          | Exemption                 |
| 26-Aug-20  | New Issue        | 75,000                  | Common            | \$ 0.30                | No                               | RIMOYNE PTY LTD (Jason Peterson)  | Share Placement                                   | 144-Restricted          | Exemption                 |
| 26-Aug-20  | New Issue        | 50,000                  | Common            | \$ 0.30                | No                               | MR GABRIEL GOVINDA  | Share Placement                                   | 144-Restricted          | Exemption                 |
| 26-Aug-20  | New Issue        | 333,332                 | Common            | \$ 0.30                | No                               | MR LAY ANN ONG  | Share Placement                                   | 144-Restricted          | Exemption                 |
| 26-Aug-20  | New Issue        | 233,332                 | Common            | \$ 0.30                | No                               | WILGUS INVESTMENTS PTY LTD (Jason Peterson)                               | Share Placement                                   | 144-Restricted          | Exemption                 |
| 26-Aug-20  | New Issue        | 100,000                 | Common            | \$ 0.30                | No                               | MR MICHAEL ROLAND GLENN   | Share Placement                                   | 144-Restricted          | Exemption                 |
| 26-Aug-20  | New Issue        | 48,334                  | Common            | \$ 0.30                | No                               | MR MARIO DI LALLO + MRS ALISON VALERIE DI LALLO                           | Share Placement                                   | 144-Restricted          | Exemption                 |
| 26-Aug-20  | New Issue        | 120,000                 | Common            | \$ 0.30                | No                               | HOLLYWOOD MARKETING (WA) PTY LTD (Jason Peterson)                         | Share Placement                                   | 144-Restricted          | Exemption                 |
| 25-Aug-20  | New Issue        | 66,668                  | Common            | \$ 0.30                | No                               | BEACHCOVE CAPITAL PTE LTD (Jason Peterson)                                | Share Placement                                   | 144-Restricted          | Exemption                 |
| 26-Aug-20  | New Issue        | 500,000                 | Common            | \$ 0.30                | No                               | MR JACKIE AU YEUNG  | Share Placement                                   | 144-Restricted          | Exemption                 |
| 26-Aug-20  | New Issue        | 48,334                  | Common            | \$ 0.30                | No                               | MR SHANE CHARLES CARY + MRS SARINA GAY CARY                               | Share Placement                                   | 144-Restricted          | Exemption                 |
| 26-Aug-20  | New Issue        | 216,668                 | Common            | \$ 0.30                | No                               | MR VIKTOR KONDAS + MRS BEATA KONDAS                                       | Share Placement                                   | 144-Restricted          | Exemption                 |
| 26-Aug-20  | New Issue        | 25,000                  | Common            | \$ 0.30                | No                               | AJ LOO INVESTMENTS PTY LTD <AJ LOO FAMILY A/C> (Jason Peterson)           | Share Placement                                   | 144-Restricted          | Exemption                 |
| 26-Aug-20  | New Issue        | 25,000                  | Common            | \$ 0.30                | No                               | SCZT PTY LTD <SCZT SUPERANNUATION FUND A/C> (Jason Peterson)              | Share Placement                                   | 144-Restricted          | Exemption                 |
| 26-Aug-20  | New Issue        | 166,666                 | Common            | \$ 0.30                | No                               | MR KEVIN COOPER <ROBERTSON A/C> (Jason Peterson)                          | Share Placement                                   | 144-Restricted          | Exemption                 |
| 26-Aug-20  | New Issue        | 120,000                 | Common            | \$ 0.30                | No                               | DANTEEN PTY LTD (Jason Peterson)  | Share Placement                                   | 144-Restricted          | Exemption                 |
| 26-Aug-20  | New Issue        | 48,332                  | Common            | \$ 0.30                | No                               | MR DHAVAL BHARATBHAI DESAI  | Share Placement                                   | 144-Restricted          | Exemption                 |
| 26-Aug-20  | New Issue        | 25,000                  | Common            | \$ 0.30                | No                               | ROTTOT PTY LTD (Jason Peterson)   | Share Placement                                   | 144-Restricted          | Exemption                 |
| 26-Aug-20  | New Issue        | 60,000                  | Common            | \$ 0.30                | No                               | COWOSO CAPITAL PTY LTD <THE COWOSO SUPER FUND A/C>                        | Share Placement                                   | 144-Restricted          | Exemption                 |
| 26-Aug-20  | New Issue        | 25,000                  | Common            | \$ 0.30                | No                               | MR RODNEY PETER MARCH   | Share Placement                                   | 144-Restricted          | Exemption                 |
| 26-Aug-20  | New Issue        | 75,000                  | Common            | \$ 0.30                | No                               | SARODAN PTY LTD <SARODAN FAMILY A/C> (Jason Peterson)                     | Share Placement                                   | 144-Restricted          | Exemption                 |
| 26-Aug-20  | New Issue        | 33,334                  | Common            | \$ 0.30                | No                               | MR SEAN JONKER  | Share Placement                                   | 144-Restricted          | Exemption                 |
| 26-Aug-20  | New Issue        | 66,668                  | Common            | \$ 0.30                | No                               | AGENS PTY LIMITED <THE MARK COLLINS FAMILY A/C>                           | Share Placement                                   | 144-Restricted          | Exemption                 |
| 26-Aug-20  | New Issue        | 18,332                  | Common            | \$ 0.30                | No                               | MR LEE AARON ARNISON  | Share Placement                                   | 144-Restricted          | Exemption                 |
| 26-Aug-20  | New Issue        | 48,332                  | Common            | \$ 0.30                | No                               | MR JOHN HARRY LENTHALL + MR LEO MICHAEL FOSTER                            | Share Placement                                   | 144-Restricted          | Exemption                 |
| 26-Aug-20  | New Issue        | 25,000                  | Common            | \$ 0.30                | No                               | BARNES SUPERANNUATION FUND PTY LTD (Jason Peterson)                       | Share Placement                                   | 144-Restricted          | Exemption                 |
| 26-Aug-20  | New Issue        | 66,668                  | Common            | \$ 0.30                | No                               | MR RABI ABU ABAREH  | Share Placement                                   | 144-Restricted          | Exemption                 |
| 26-Aug-20  | New Issue        | 33,332                  | Common            | \$ 0.30                | No                               | MR GREGORY WILHELMUS HAMILTON <OZ PRO MINING A/C>                         | Share Placement                                   | 144-Restricted          | Exemption                 |
| 26-Aug-20  | New Issue        | 10,000                  | Common            | \$ 0.30                | No                               | PRO-LIFE SUPERANNUATION PTY LTD (Jason Peterson)                          | Share Placement                                   | 144-Restricted          | Exemption                 |
| 26-Aug-20  | New Issue        | 16,668                  | Common            | \$ 0.30                | No                               | MRS SHARON LOUISE GURR  | Share Placement                                   | 144-Restricted          | Exemption                 |
| 26-Aug-20  | New Issue        | 33,334                  | Common            | \$ 0.30                | No                               | MILWAL PTY LTD <THE PRICE SUPER FUND A/C> (Jason Peterson)                | Share Placement                                   | 144-Restricted          | Exemption                 |
| 2-Sep-20   | New Issue        | 83,332                  | Common            | \$ 0.30                | No                               | ZIZIPHUS PTY LTD (Jason Peterson)   | Share Placement                                   | 144-Restricted          | Exemption                 |
| 2-Sep-20   | New Issue        | 2,000,000               | Common            | \$ 0.30                | No                               | Alfredo Marcos Kofman   | Share Placement                                   | 144-Restricted          | Exemption                 |

|                   |              |             |           |         |    |   |   |                |           |
|-------------------|--------------|-------------|-----------|---------|----|---|---|----------------|-----------|
| 28-Sep-20         | New Issue    | 183,334     | Common    | \$ 0.30 | No | Liam Farlow   | Share Placement                                   | 144-Restricted | Exemption |
| 28-Sep-20         | New Issue    | 150,000     | Common    | \$ 0.30 | No | Byron Investment Management Pty Ltd (Liam Farlow)           | Share Placement                                   | 144-Restricted | Exemption |
| 16-Sep-20         | Conversion   | (2,820)     | Preferred | N/A     | No | Comstock Mining Inc (Mr Corrado de Gasperis)                | Conversion of preferred shares into Common Shares | Unrestricted   | Exemption |
| 16-Sep-20         | New Issue    | 15,666,667  | Common    | \$ 0.18 | No | Comstock Mining Inc (Mr Corrado de Gasperis)                |   | Unrestricted   | Exemption |
| 28-Sep-20         | New Issue    | 215,000     | Common    | \$ 0.35 | No | Far East Capital Ltd (Warwick Grigor)                       | Share Placement                                   | 144-Restricted | Exemption |
| 28-Sep-20         | New Issue    | 142,857     | Common    | \$ 0.35 | No | Ian Raymond Schlipaleus                                     | Share Placement                                   | 144-Restricted | Exemption |
| 10-Sep-20         | New Issue    | 107,085     | Common    | \$ 0.30 | No | DrillRite (Luke Horschel)                                   | Shares for drilling                               | 144-Restricted | Exemption |
| 19-Aug-20         | New Issue    | 2,854,798   | Common    | \$ 0.18 | No | Karazorel, C.V. (Jose Bosch)                                | Conversion of Note (CLN4)                         | 144-Restricted | Exemption |
| 28-Sep-20         | New Issue    | 100,000     | Common    | \$ 0.35 | No | John Wardman & Associates Pty Ltd (John Ward)               | Share Placement                                   | 144-Restricted | Exemption |
| 28-Sep-20         | New Issue    | 285,714     | Common    | \$ 0.35 | No | Bennett William Griffiths                                   | Share Placement                                   | 144-Restricted | Exemption |
| 3-Oct-20          | New Issue    | 666,667     | Common    | \$ 0.30 | No | MTNASH PTY LTD ATF MTNASH Investment Trust (Luke McFarlane) | Share Placement                                   | 144-Restricted | Exemption |
| 3-Oct-20          | New Issue    | 1,142,858   | Common    | \$ 0.35 | No | Twynam Investments Pty Ltd (John Iginio Kahlbetzer)         | Share Placement                                   | 144-Restricted | Exemption |
| 3-Oct-20          | New Issue    | 2,683,576   | Common    | \$ 0.35 | No | Tonogold (Aust) SPV Pty Ltd Michael Wong)                   | Share Placement                                   | 144-Restricted | Exemption |
| 3-Oct-20          | New Issue    | 200,000     | Common    | \$ 0.10 | No | Howdy Kabrins   | Shares for service                                | 144-Restricted | Exemption |
| 3-Oct-20          | Redemption   | (2,180)     | Preferred | N/A     | No | Comstock Mining Inc (Mr Corrado de Gasperis)                | Redemption of Preference share                    | NA             | NA        |
| 5-Oct-20          | New Issue    | 285,714     | Common    | \$ 0.35 | No | Pieter Busscher   | Share Placement                                   | 144-Restricted | Exemption |
| 7-Oct-20          | New Issue    | 85,715      | Common    | \$ 0.35 | No | Vector Nominees Pty Ltd (Michael Wright)                    | Share Placement                                   | 144-Restricted | Exemption |
| 16-Oct-20         | New Issue    | 397,144     | Common    | \$ 0.35 | No | Tonogold (Aust) SPV Pty Ltd Michael Wong)                   | Share Placement                                   | 144-Restricted | Exemption |
| 16-Oct-20         | New Issue    | 481,660     | Common    | \$ 0.30 | No | DrillRite (Luke Horschel)                                   | Shares for drilling                               | 144-Restricted | Exemption |
| 16-Oct-20         | New Issue    | 142,857     | Common    | \$ 0.35 | No | Semper Melior Pty Ltd (Julian McCormack)                    | Share Placement                                   | 144-Restricted | Exemption |
| 29-Oct-20         | New Issue    | 3,596,875   | Common    | \$ 0.08 | No | Golden Calf Mining SA de CV (Gustavo Mazon)                 | Exercise of CLN3 Warrants                         | 144-Restricted | Exemption |
| 29-Oct-20         | New Issue    | 62,500      | Common    | \$ 0.08 | No | GME DESARROLLOS EMPRESARIALES SAPI DE CV (Gustavo Mazon)    | Exercise of CLN3 Warrants                         | 144-Restricted | Exemption |
| 29-Oct-20         | New Issue    | 187,500     | Common    | \$ 0.08 | No | MAZES BUSINESS DEVELOPMENT SAPI DE CV Gustavo Mazon)        | Exercise of CLN3 Warrants                         | 144-Restricted | Exemption |
| 29-Oct-20         | New Issue    | 166,667     | Common    | \$ 0.08 | No | Promotora y Desarrolladora (Mr Jesus Oscar Peraza Inda)     | Exercise of CLN3 Warrants                         | 144-Restricted | Exemption |
| 29-Oct-20         | New Issue    | 3,596,875   | Common    | \$ 0.08 | No | Golden Calf Mining SA de CV (Gustavo Mazon)                 | Exercise of CLN3 Warrants                         | 144-Restricted | Exemption |
| 29-Oct-20         | New Issue    | 62,500      | Common    | \$ 0.08 | No | GME DESARROLLOS EMPRESARIALES SAPI DE CV (Gustavo Mazon)    | Exercise of CLN3 Warrants                         | 144-Restricted | Exemption |
| 29-Oct-20         | New Issue    | 187,500     | Common    | \$ 0.08 | No | MAZES BUSINESS DEVELOPMENT SAPI DE CV Gustavo Mazon)        | Exercise of CLN3 Warrants                         | 144-Restricted | Exemption |
| 29-Oct-20         | New Issue    | 166,666     | Common    | \$ 0.08 | No | Promotora y Desarrolladora (Mr Jesus Oscar Peraza Inda)     | Exercise of CLN3 Warrants                         | 144-Restricted | Exemption |
| 5-Nov-20          | New Issue    | 800,000     | Common    | \$ 0.25 | No | OMA Investment Group, LLC (Jose Bosch)                      | Exercise of CLN4 Warrants                         | 144-Restricted | Exemption |
| 5-Nov-20          | New Issue    | 40,000      | Common    | \$ 0.25 | No | Upbosch Investments LLC (Jose Bosch)                        | Exercise of CLN4 Warrants                         | 144-Restricted | Exemption |
| 5-Nov-20          | New Issue    | 40,000      | Common    | \$ 0.25 | No | Rafael Garcia Carrera                                       | Exercise of CLN4 Warrants                         | 144-Restricted | Exemption |
| 5-Nov-20          | New Issue    | 1,200,000   | Common    | \$ 0.25 | No | Karazorel CV (Jose Bosch)                                   | Exercise of CLN4 Warrants                         | 144-Restricted | Exemption |
| 10-Nov-20         | New Issue    | 423,485     | Common    | \$ 0.30 | No | DrillRite (Luke Horschel)                                   | Shares for drilling                               | 144-Restricted | Exemption |
| 23-Nov-20         | New Issue    | 1,602,872   | Common    | \$ 0.18 | No | Marc Tan  | Conversion of Note (CLN4)                         | 144-Restricted | Exemption |
| 22-Dec-20         | New Issue    | 571,825     | Common    | \$ 0.30 | No | DrillRite (Luke Horschel)                                   | Shares for drilling                               | 144-Restricted | Exemption |
| 31-Dec-20         | New Issue    | 4,934,430   | Common    | \$ 0.10 | No | Golden Calf Mining SA de CV (Gustavo Mazon)                 | Conversion of Note (CLN3)                         | Unrestricted   | Exemption |
| 31-Dec-20         | New Issue    | 3,541,140   | Common    | \$ 0.10 | No | Golden Calf Mining SA de CV (Gustavo Mazon)                 | Conversion of Note (CLN3)                         | Unrestricted   | Exemption |
| 31-Dec-20         | New Issue    | 310,970     | Common    | \$ 0.10 | No | GME DESARROLLOS EMPRESARIALES SAPI DE CV (Gustavo Mazon)    | Conversion of Note (CLN3)                         | Unrestricted   | Exemption |
| 31-Dec-20         | New Issue    | 937,240     | Common    | \$ 0.10 | No | MAZES BUSINESS DEVELOPMENT SAPI DE CV Gustavo Mazon)        | Conversion of Note (CLN3)                         | Unrestricted   | Exemption |
| 31-Dec-20         | New Issue    | 3,322,709   | Common    | \$ 0.08 | No | Golden Calf Mining SA de CV (Gustavo Mazon)                 | Exercise of CLN3 Warrants                         | 144-Restricted | Exemption |
| 31-Dec-20         | New Issue    | 125,000     | Common    | \$ 0.08 | No | GME DESARROLLOS EMPRESARIALES SAPI DE CV (Gustavo Mazon)    | Exercise of CLN3 Warrants                         | 144-Restricted | Exemption |
| 31-Dec-20         | New Issue    | 375,000     | Common    | \$ 0.08 | No | MAZES BUSINESS DEVELOPMENT SAPI DE CV Gustavo Mazon)        | Exercise of CLN3 Warrants                         | 144-Restricted | Exemption |
| 31-Dec-20         | New Issue    | 491,667     | Common    | \$ 0.08 | No | Promotora y Desarrolladora (Mr Jesus Oscar Peraza Inda)     | Exercise of CLN3 Warrants                         | 144-Restricted | Exemption |
| 27-Jan-21         | New Issue    | 4,791,476   | Common    | \$ 0.10 | No | Moelis Family Trust (Kenneth Moelis)                        | Conversion of Note (CLN3)                         | Unrestricted   | Exemption |
| 18-Mar-21         | New Issue    | 190,570     | Common    | \$ 0.10 | No | Paul Fowler   | Conversion of Note (CLN3)                         | Unrestricted   | Exemption |
| 23-Mar-21         | New Issue    | 734,111     | Common    | \$ 0.30 | No | DrillRite (Luke Horschel)                                   | Shares for drilling                               | 144-Restricted | Exemption |
| 9-Apr-21          | New Issue    | 820,916     | Common    | \$ 0.30 | No | DrillRite (Luke Horschel)                                   | Shares for drilling                               | 144-Restricted | Exemption |
| 27-Apr-21         | New Issue    | 676,991     | Common    | \$ 0.30 | No | DrillRite (Luke Horschel)                                   | Shares for drilling                               | 144-Restricted | Exemption |
| 26-Jun-21         | New Issue    | 474,917     | Common    | \$ 0.30 | No | DrillRite (Luke Horschel)                                   | Shares for drilling                               | 144-Restricted | Exemption |
| 13-Jul-21         | New Issue    | 286,951     | Common    | \$ 0.30 | No | DrillRite (Luke Horschel)                                   | Shares for drilling                               | 144-Restricted | Exemption |
| <b>Balance at</b> |              |             |           |         |    |   |   |                |           |
|                   | Preferred... | -           |           |         |    |   |   |                |           |
|                   | Common....   | 345,543,338 |           |         |    |   |   |                |           |

## 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 or any other debt instruments that may be converted into a class of the issuer's equity securities.

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

| Date of Note | Outstanding balance | Principle Amount @ issuance | Accrued Interest | Maturity Date | Conversion terms                     | Name of Noteholder                             | Reason for issuance |
|--------------|---------------------|-----------------------------|------------------|---------------|--------------------------------------|--|---------------------|
| 3-Apr-18     | \$ 450,626          | \$ 250,000                  | \$ 200,626       | 30-Apr-22     | Convertible into shares at \$0.10/sh | KF Business Ventures, LP (Mr Robert Kopple)    | CLN3 Investment     |
| 6-Apr-18     | \$ 90,036           | \$ 50,000                   | \$ 40,036        | 30-Apr-22     | Convertible into shares at \$0.10/sh | KF Business Ventures, LP (Mr Robert Kopple)    | CLN3 Investment     |
| 11-Feb-19    | \$ 27,169           | \$ 16,727                   | \$ 10,442        | 30-Jun-22     | Convertible into shares at \$0.10/sh | Snapper Rock Holdings (Mr Fernando Berdegue) # | CLN3 Investment     |
| 27-Feb-19    | \$ 161,617          | \$ 100,000                  | \$ 61,617        | 31-Dec-21     | Convertible into shares at \$0.10/sh | KF Business Ventures, LP (Mr Robert Kopple) #  | CLN3 Investment     |
| 28-Feb-19    | \$ 80,755           | \$ 50,000                   | \$ 30,755        | 30-Apr-22     | Convertible into shares at \$0.10/sh | Mark Ashley #                                  | CLN3 Investment     |
| 13-Mar-19    | \$ 160,817          | \$ 100,000                  | \$ 60,817        | 31-Dec-21     | Convertible into shares at \$0.10/sh | Namdar Family Holdings LLC (Igal Namdar) #     | CLN3 Investment     |
| 18-Mar-19    | \$ 40,138           | \$ 25,000                   | \$ 15,138        | 30-Apr-22     | Convertible into shares at \$0.10/sh | Thomas W. Otten                                | CLN3 Investment     |
| 18-Mar-19    | \$ 240,826          | \$ 150,000                  | \$ 90,826        | 31-Dec-21     | Convertible into shares at \$0.10/sh | Namdar Family Holdings LLC (Igal Namdar) #     | CLN3 Investment     |
| 3-May-19     | \$ 79,059           | \$ 50,000                   | \$ 29,059        | 30-Apr-22     | Convertible into shares at \$0.10/sh | Nikita Demetrio Kyriakis Georgouses            | CLN3 Investment     |
| 3-May-19     | \$ 79,059           | \$ 50,000                   | \$ 29,059        | 30-Apr-22     | Convertible into shares at \$0.10/sh | Nikita Demetrio Kyriakis Corella               | CLN3 Investment     |
| 4-May-19     | \$ 316,132          | \$ 200,000                  | \$ 116,132       | 30-Apr-22     | Convertible into shares at \$0.10/sh | Mark Ashley #                                  | CLN3 Investment     |
| 7-May-19     | \$ 78,955           | \$ 50,000                   | \$ 28,955        | 30-Apr-22     | Convertible into shares at \$0.10/sh | Luis Manuel Laborin                            | CLN3 Investment     |
| 7-Jun-19     | \$ 781,472          | \$ 500,000                  | \$ 281,472       | 30-Apr-22     | Convertible into shares at \$0.10/sh | KF Business Ventures, LP (Mr Robert Kopple)    | CLN3 Investment     |
| 24-Jun-19    | \$ 116,562          | \$ 75,000                   | \$ 41,562        | 31-Dec-21     | Convertible into shares at \$0.10/sh | KF Business Ventures, LP (Mr Robert Kopple) #  | CLN3 Investment     |
| 21-Jun-19    | \$ 777,853          | \$ 500,000                  | \$ 277,853       | 30-Apr-22     | Convertible into shares at \$0.10/sh | KJM Children's LLC (Mr Kenneth Moelis) #       | CLN3 Investment     |
| 22-May-19    | \$ 78,793           | \$ 50,000                   | \$ 28,793        | 30-Apr-22     | Convertible into shares at \$0.18/sh | Haywood Securities in trust for Bryan Hyde     | CLN4 Investment     |
| 11-Jun-19    | \$ 78,044           | \$ 50,000                   | \$ 28,044        | 30-Apr-22     | Convertible into shares at \$0.18/sh | Bryan Hyde                                     | CLN4 Investment     |

|           |            |            |            |           |                                      |   |                 |
|-----------|------------|------------|------------|-----------|--------------------------------------|---|-----------------|
| 12-Jun-19 | \$ 39,009  | \$ 25,000  | \$ 14,009  | 30-Apr-22 | Convertible into shares at \$0.18/sh | GREGORY J ERIGERO   | CLN4 Investment |
| 12-Jun-19 | \$ 62,414  | \$ 40,000  | \$ 22,414  | 30-Apr-22 | Convertible into shares at \$0.18/sh | THOMAS LEPS and ADAIRE LEPS   | CLN4 Investment |
| 13-Jun-19 | \$ 38,996  | \$ 25,000  | \$ 13,996  | 30-Apr-22 | Convertible into shares at \$0.18/sh | Mark Ashley #   | CLN4 Investment |
| 8-Jul-19  | \$ 618,783 | \$ 400,000 | \$ 218,783 | 31-Dec-21 | Convertible into shares at \$0.10/sh | Namdar Family Holdings, LLC (Igal Namdar) #                                     | CLN3 Investment |
| 3-Jul-19  | \$ 154,953 | \$ 100,000 | \$ 54,953  | 31-Dec-21 | Convertible into shares at \$0.10/sh | Margaret Khoo Poh Geok #  | CLN3 Investment |
| 3-Jul-19  | \$ 92,971  | \$ 60,000  | \$ 32,971  | 31-Dec-21 | Convertible into shares at \$0.10/sh | Early Bird LP, 2 (Andre Joffroy) #  | CLN3 Investment |
| 4-Aug-19  | \$ 383,291 | \$ 250,000 | \$ 133,291 | 30-Jun-22 | Convertible into shares at \$0.10/sh | RBC Dominion Securities Inc. IFT Playford Family L.P (Mr Gil Playford)          | CLN3 Investment |
| 20-Sep-19 | \$ 377,364 | \$ 250,000 | \$ 127,364 | 30-Jun-22 | Convertible into shares at \$0.10/sh | RBC Dominion Securities Inc. IFT Playford Family L.P (Mr Gil Playford)          | CLN3 Investment |
| 2-Jul-19  | \$ 15,500  | \$ 10,000  | \$ 5,500   | 15-Mar-22 | Convertible into shares at \$0.18/sh | Bradley Fowler  | CLN4 Investment |
| 9-Jul-19  | \$ 77,322  | \$ 50,000  | \$ 27,322  | 30-Apr-22 | Convertible into shares at \$0.18/sh | Alan Edwards  | CLN4 Investment |
| 29-Jul-19 | \$ 15,362  | \$ 10,000  | \$ 5,362   | 30-Apr-22 | Convertible into shares at \$0.18/sh | Contantinos Kasapis   | CLN4 Investment |
| 24-Sep-19 | \$ 301,490 | \$ 200,000 | \$ 101,490 | 31-Jan-22 | Convertible into shares at \$0.18/sh | Emilio Califa Carranza  | CLN4 Investment |
| 28-Sep-19 | \$ 37,611  | \$ 25,000  | \$ 12,611  | 30-Apr-22 | Convertible into shares at \$0.18/sh | Colourdome Pty Ltd (Steven Lew) #   | CLN4 Investment |
| 28-Sep-19 | \$ 37,611  | \$ 25,000  | \$ 12,611  | 30-Jun-22 | Convertible into shares at \$0.18/sh | Pedro Eduardo Villarreal Garcia   | CLN4 Investment |
| 12-Dec-19 | \$ 14,719  | \$ 10,000  | \$ 4,719   | 30-Apr-22 | Convertible into shares at \$0.10/sh | Henry Bonner  | CLN3 Investment |
| 3-Oct-19  | \$ 150,246 | \$ 100,000 | \$ 50,246  | 31-Jan-22 | Convertible into shares at \$0.18/sh | Felipe de Jesus Benavides Perez   | CLN4 Investment |
| 16-Oct-19 | \$ 374,125 | \$ 250,000 | \$ 124,125 | 31-Jan-22 | Convertible into shares at \$0.18/sh | Jacques Friedmann   | CLN4 Investment |
| 25-Oct-19 | \$ 74,602  | \$ 50,000  | \$ 24,602  | 31-Jan-22 | Convertible into shares at \$0.18/sh | Bernardo Llaguno Garza  | CLN4 Investment |
| 31-Oct-19 | \$ 14,896  | \$ 10,000  | \$ 4,896   | 30-Jun-22 | Convertible into shares at \$0.18/sh | Rafahel Villasana Pants   | CLN4 Investment |
| 6-Nov-19  | \$ 56,375  | \$ 37,935  | \$ 18,440  | 30-Jun-22 | Convertible into shares at \$0.18/sh | Rafahel Villasana Pants   | CLN4 Investment |
| 1-Nov-19  | \$ 3,074   | \$ 2,065   | \$ 1,009   | 30-Jun-22 | Convertible into shares at \$0.18/sh | Rafahel Villasana Pants   | CLN4 Investment |
| 6-Nov-19  | \$ 29,722  | \$ 20,000  | \$ 9,722   | 30-Apr-22 | Convertible into shares at \$0.18/sh | Jeffrey Mueller   | CLN4 Investment |
| 7-Nov-19  | \$ 37,140  | \$ 25,000  | \$ 12,140  | 30-Jun-22 | Convertible into shares at \$0.18/sh | Colourdome Pty Ltd (Steven Lew) #   | CLN4 Investment |
| 20-Nov-19 | \$ 36,981  | \$ 25,000  | \$ 11,981  | 30-Jun-22 | Convertible into shares at \$0.18/sh | Colourdome Pty Ltd (Steven Lew) #   | CLN4 Investment |
| 22-Nov-19 | \$ 73,912  | \$ 50,000  | \$ 23,912  | 31-Jan-22 | Convertible into shares at \$0.18/sh | Bernardo Llaguno Garza  | CLN4 Investment |
| 3-Dec-19  | \$ 147,237 | \$ 100,000 | \$ 47,237  | 30-Apr-22 | Convertible into shares at \$0.18/sh | Study Law LLC   | CLN4 Investment |
| 12-Dec-19 | \$ 146,848 | \$ 100,000 | \$ 46,848  | 31-Jan-22 | Convertible into shares at \$0.18/sh | Emilio Califa Carranza  | CLN4 Investment |
| 18-Dec-19 | \$ 39,570  | \$ 27,000  | \$ 12,570  | 31-Jan-22 | Convertible into shares at \$0.18/sh | Marshall G Berol  | CLN4 Investment |
| 1-Jan-20  | \$ 32,093  | \$ 22,000  | \$ 10,093  | 30-Apr-22 | Convertible into shares at \$0.18/sh | San Diego Torrey Hills Capital Inc (Clay Chase)                                 | CLN4 Investment |
| 3-Jan-20  | \$ 14,578  | \$ 10,000  | \$ 4,578   | 30-Apr-22 | Convertible into shares at \$0.18/sh | Legacies Financial Group (Bo Chew)  | CLN4 Investment |
| 10-Jan-20 | \$ 218,163 | \$ 150,000 | \$ 68,163  | 30-Apr-22 | Convertible into shares at \$0.18/sh | Brian Stewart   | CLN4 Investment |
| 9-Jan-20  | \$ 727,450 | \$ 500,000 | \$ 227,450 | 31-Dec-21 | Convertible into shares at \$0.18/sh | Mark Denning  | CLN4 Investment |
| 21-Jan-20 | \$ 43,474  | \$ 30,000  | \$ 13,474  | 30-Apr-22 | Convertible into shares at \$0.18/sh | Paul Borchardt Chuan Gao JTWROS   | CLN4 Investment |
| 21-Jan-20 | \$ 10,140  | \$ 7,000   | \$ 3,140   | 31-Jan-22 | Convertible into shares at \$0.18/sh | Matthew Edward Mays   | CLN4 Investment |
| 24-Jan-20 | \$ 43,430  | \$ 30,000  | \$ 13,430  | 31-Dec-21 | Convertible into shares at \$0.18/sh | Oculus Holdings (Sebastian Zepeda)  | CLN4 Investment |
| 28-Jan-20 | \$ 216,863 | \$ 150,000 | \$ 66,863  | 15-Mar-22 | Convertible into shares at \$0.18/sh | Xerion Investments (Daniel Arbess)  | CLN4 Investment |
| 21-Jan-20 | \$ 47,097  | \$ 32,500  | \$ 14,597  | 31-Jan-22 | Convertible into shares at \$0.18/sh | Emilio Califa Carranza  | CLN4 Investment |
| 3-Feb-20  | \$ 43,286  | \$ 30,000  | \$ 13,286  | 30-Apr-22 | Convertible into shares at \$0.18/sh | EAS Advisors LLC (Eddie Sugar)  | CLN4 Investment |
| 30-Jan-20 | \$ 57,792  | \$ 40,000  | \$ 17,792  | 30-Apr-22 | Convertible into shares at \$0.18/sh | Baker Marquart LLP (Ryan Baker)   | CLN4 Investment |
| 14-Feb-20 | \$ 28,753  | \$ 20,000  | \$ 8,753   | 15-Mar-22 | Convertible into shares at \$0.18/sh | Wendell Lavergne  | CLN4 Investment |
| 4-Feb-20  | \$ 288,480 | \$ 200,000 | \$ 88,480  | 15-Mar-22 | Convertible into shares at \$0.18/sh | Anthony Lyons   | CLN4 Investment |
| 4-Feb-20  | \$ 72,120  | \$ 50,000  | \$ 22,120  | 15-Mar-22 | Convertible into shares at \$0.18/sh | Simon Conway  | CLN4 Investment |
| 13-Feb-20 | \$ 71,906  | \$ 50,000  | \$ 21,906  | 15-Mar-22 | Convertible into shares at \$0.18/sh | Rutland Ventures Limited (Peter Hawksworth)                                     | CLN4 Investment |
| 6-Feb-20  | \$ 720,724 | \$ 500,000 | \$ 220,724 | 30-Apr-22 | Convertible into shares at \$0.18/sh | Boothbay Absolute Return Strategies LP - MTNASH (Luke McFarlane)                | CLN4 Investment |
| 5-Feb-20  | \$ 72,096  | \$ 50,000  | \$ 22,096  | 30-Apr-22 | Convertible into shares at \$0.18/sh | Henry Polkinghorne  | CLN4 Investment |
| 3-Feb-20  | \$ 14,429  | \$ 10,000  | \$ 4,429   | 30-Apr-22 | Convertible into shares at \$0.18/sh | Susan Beech   | CLN4 Investment |
| 3-Feb-20  | \$ 7,214   | \$ 5,000   | \$ 2,214   | 30-Apr-22 | Convertible into shares at \$0.18/sh | Robert Benjamin Anderson  | CLN4 Investment |
| 7-Feb-20  | \$ 432,291 | \$ 300,000 | \$ 132,291 | 30-Apr-22 | Convertible into shares at \$0.18/sh | Century Investments LP (Edward Czucker)   | CLN4 Investment |
| 6-Feb-20  | \$ 72,072  | \$ 50,000  | \$ 22,072  | 30-Apr-22 | Convertible into shares at \$0.18/sh | Liam Farlow   | CLN4 Investment |
| 10-Feb-20 | \$ 71,977  | \$ 50,000  | \$ 21,977  | 30-Apr-22 | Convertible into shares at \$0.18/sh | Byron Investment Management Pty Ltd AFT the Byron Fund (Liam Farlow)            | CLN4 Investment |
| 7-Feb-20  | \$ 72,049  | \$ 50,000  | \$ 22,049  | 30-Apr-22 | Convertible into shares at \$0.18/sh | Semper Melior Pty Ltd (Julian McCormack)  | CLN4 Investment |
| 10-Feb-20 | \$ 32,390  | \$ 22,500  | \$ 9,890   | 31-Jan-22 | Convertible into shares at \$0.18/sh | Kenneth J Groeneveld  | CLN4 Investment |
| 11-Feb-20 | \$ 15,542  | \$ 10,800  | \$ 4,742   | 31-Dec-21 | Convertible into shares at \$0.18/sh | Richard Barth   | CLN4 Investment |
| 9-Feb-20  | \$ 35,977  | \$ 25,000  | \$ 10,977  | 15-Mar-22 | Convertible into shares at \$0.18/sh | The Anderson Organization Retirement Trust (Robert Anderson)                    | CLN4 Investment |
| 27-Feb-20 | \$ 214,644 | \$ 150,000 | \$ 64,644  | 30-Apr-22 | Convertible into shares at \$0.18/sh | ALAN J LIPNER trustee for NIRA LIPNER IRREVOCABLE LIVING TRUST.                 | CLN4 Investment |
| 2-Mar-20  | \$ 7,148   | \$ 5,000   | \$ 2,148   | 30-Apr-22 | Convertible into shares at \$0.18/sh | Matthew G Cors  | CLN4 Investment |
| 19-Feb-20 | \$ 71,762  | \$ 50,000  | \$ 21,762  | 30-Apr-22 | Convertible into shares at \$0.18/sh | Study Law LLC (Steven Ezzes)  | CLN4 Investment |
| 12-Mar-20 | \$ 99,737  | \$ 70,000  | \$ 29,737  | 30-Apr-22 | Convertible into shares at \$0.18/sh | Liam Farlow   | CLN4 Investment |
| 12-Mar-20 | \$ 71,241  | \$ 50,000  | \$ 21,241  | 30-Apr-22 | Convertible into shares at \$0.18/sh | Byron Investment Management Pty Ltd as Trustee for the Byron Fund (Liam Farlow) | CLN4 Investment |
| 16-Mar-20 | \$ 14,229  | \$ 10,000  | \$ 4,229   | 30-Apr-22 | Convertible into shares at \$0.18/sh | Steve R Gully   | CLN4 Investment |
| 24-Mar-20 | \$ 70,958  | \$ 50,000  | \$ 20,958  | 30-Apr-22 | Convertible into shares at \$0.18/sh | Luke McFarlane  | CLN4 Investment |
| 7-Apr-20  | \$ 14,126  | \$ 10,000  | \$ 4,126   | 30-Apr-22 | Convertible into shares at \$0.18/sh | LYNETTE MARIE LEDBETTER, TTEE UTD 3-13-20                                       | CLN4 Investment |
| 7-May-20  | \$ 48,951  | \$ 35,000  | \$ 13,951  | 31-Jan-22 | Convertible into shares at \$0.18/sh | Thomas I Vehrs  | CLN4 Investment |
| 13-May-20 | \$ 41,875  | \$ 30,000  | \$ 11,875  | 30-Apr-22 | Convertible into shares at \$0.18/sh | Pieter Buscher  | CLN4 Investment |
| 14-Apr-20 | \$ 28,186  | \$ 20,000  | \$ 8,186   | 30-Apr-22 | Convertible into shares at \$0.18/sh | Jorge Zaire Corella   | CLN4 Investment |
| 30-Apr-20 | \$ 7,009   | \$ 5,000   | \$ 2,009   | 30-Apr-22 | Convertible into shares at \$0.18/sh | Robert Anderson   | CLN4 Investment |
| 18-May-20 | \$ 69,675  | \$ 50,000  | \$ 19,675  | 30-Apr-22 | Convertible into shares at \$0.18/sh | Colourdome Pty Ltd (Steven Lew) #   | CLN4 Investment |
| 14-May-20 | \$ 69,768  | \$ 50,000  | \$ 19,768  | 30-Apr-22 | Convertible into shares at \$0.18/sh | David Norman Andrews  | CLN4 Investment |
| 15-May-20 | \$ 89,435  | \$ 64,116  | \$ 25,319  | 30-Apr-22 | Convertible into shares at \$0.18/sh | Albert Esteve Grau  | CLN4 Investment |
| 20-May-20 | \$ 208,887 | \$ 150,000 | \$ 58,887  | 31-Dec-21 | Convertible into shares at \$0.18/sh | Mark Denning  | CLN4 Investment |
| 20-May-20 | \$ 139,258 | \$ 100,000 | \$ 39,258  | 31-Dec-21 | Convertible into shares at \$0.18/sh | Espectaculos Costa Del Pacifico SA DE C.V. (Jose Antonio Toledo Ortiz)          | CLN4 Investment |
| 21-May-20 | \$ 69,606  | \$ 50,000  | \$ 19,606  | 30-Apr-22 | Convertible into shares at \$0.18/sh | Brian Stewart   | CLN4 Investment |
| 22-May-20 | \$ 39,583  | \$ 20,000  | \$ 19,583  | 30-Jun-22 | Convertible into shares at \$0.18/sh | SL & DGK Investments Pty Ltd (David Kupshik)                                    | CLN4 Investment |
| 26-May-20 | \$ 208,333 | \$ 200,500 | \$ 7,833   | 31-Jan-22 | Convertible into shares at \$0.18/sh | Snapper Rock Holdings Ltd (Fernando Berbegue)                                   | CLN4 Investment |
| 28-May-20 | \$ 378,156 | \$ 300,000 | \$ 78,156  | 15-Mar-22 | Convertible into shares at \$0.18/sh | Christopher Neil Fraser   | CLN4 Investment |
| 1-Jun-20  | \$ 506,665 | \$ 390,000 | \$ 116,665 | 15-Mar-22 | Convertible into shares at \$0.18/sh | Wooster Capital, LP (David Steinhardt)  | CLN4 Investment |
| 22-May-20 | \$ 59,676  | \$ 50,000  | \$ 9,676   | 30-Apr-22 | Convertible into shares at \$0.18/sh | Gavin Rezos   | CLN4 Investment |
| 1-Jun-20  | \$ 175,944 | \$ 25,000  | \$ 150,944 | 30-Apr-22 | Convertible into shares at \$0.18/sh | Nira Lipner Irrevocable Trust (Alan Lipner)                                     | CLN4 Investment |
| 3-Jun-20  | \$ 207,918 | \$ 150,000 | \$ 57,918  | 31-Dec-21 | Convertible into shares at \$0.18/sh | Ema Gard Fund L.P. (Lawrence Lepard)  | CLN4 Investment |
| 4-Jun-20  | \$ 69,283  | \$ 50,000  | \$ 19,283  | 30-Apr-22 | Convertible into shares at \$0.18/sh | Study Law LLP (Steve Ezzes)   | CLN4 Investment |
| 9-Jun-20  | \$ 207,506 | \$ 150,000 | \$ 57,506  | 31-Dec-21 | Convertible into shares at \$0.18/sh | Myrmikan Gold Fund LLC (Daniel Oliver Jr)                                       | CLN4 Investment |
| 10-Jun-20 | \$ 34,573  | \$ 25,000  | \$ 9,573   | 15-Mar-22 | Convertible into shares at \$0.18/sh | Richard Daniel Kennett  | CLN4 Investment |
| 11-Jun-20 | \$ 276,492 | \$ 200,000 | \$ 76,492  | 30-Apr-22 | Convertible into shares at \$0.18/sh | Savoy Holdings I, LP (Donald Feder)   | CLN4 Investment |

|                               |                     |                     |                    |           |                                      |   |                 |
|-------------------------------|---------------------|---------------------|--------------------|-----------|--------------------------------------|---|-----------------|
| 19-Jun-20                     | \$ 328,554          | \$ 320,000          | \$ 8,554           | 31-Jan-22 | Convertible into shares at \$0.18/sh | Tratt Properties Defined Benefit Plan (Jonathan Tratt)                    | CLN4 Investment |
| 18-Jun-20                     | \$ 13,793           | \$ 10,000           | \$ 3,793           | 31-Dec-21 | Convertible into shares at \$0.18/sh | Stephan George Timler   | CLN4 Investment |
| 17-Jun-20                     | \$ 60,425           | \$ 22,500           | \$ 37,925          | 31-Jan-22 | Convertible into shares at \$0.18/sh | Ridge Meadows Mechanical Ltd (Ken Groeneveld)                             | CLN4 Investment |
| 18-Jun-20                     | \$ 221,214          | \$ 100,000          | \$ 121,214         | 31-Jan-22 | Convertible into shares at \$0.18/sh | Keith Sexton  | CLN4 Investment |
| 19-Jun-20                     | \$ 68,940           | \$ 50,000           | \$ 18,940          | 30-Apr-22 | Convertible into shares at \$0.18/sh | David Norman Andrews  | CLN4 Investment |
| 19-Jun-20                     | \$ 85,484           | \$ 10,000           | \$ 75,484          | 30-Apr-22 | Convertible into shares at \$0.18/sh | Mark Ashley #   | CLN4 Investment |
| 22-Jun-20                     | \$ 203,774          | \$ 200,000          | \$ 3,774           | 30-Apr-22 | Convertible into shares at \$0.18/sh | David Norman Andrews  | CLN4 Investment |
| 23-Jun-20                     | \$ 34,424           | \$ 25,000           | \$ 9,424           | 30-Apr-22 | Convertible into shares at \$0.18/sh | Jayberg Enterprises (Ed Belzberg)   | CLN4 Investment |
| 1-Jul-20                      | \$ 34,333           | \$ 25,000           | \$ 9,333           | 30-Apr-22 | Convertible into shares at \$0.18/sh | Gregory Crouch  | CLN4 Investment |
| 2-Jul-20                      | \$ 15,965           | \$ 11,525           | \$ 4,440           | 30-Apr-22 | Convertible into shares at \$0.18/sh | San Diego Torrey Hills Capital Inc (Clay Chase)                           | CLN4 Investment |
| 2-Jul-20                      | \$ 68,643           | \$ 50,000           | \$ 18,643          | 30-Apr-22 | Convertible into shares at \$0.18/sh | Mark Kieler   | CLN4 Investment |
| 28-Jul-20                     | \$ 28,710           | \$ 25,000           | \$ 3,710           | 30-Apr-22 | Convertible into shares at \$0.18/sh | Baker Marquart LLP (Ryan Baker)   | CLN4 Investment |
| 6-Jul-20                      | \$ 13,710           | \$ 10,000           | \$ 3,710           | 15-Mar-22 | Convertible into shares at \$0.18/sh | Anita Gunderson   | CLN4 Investment |
| 6-Jul-20                      | \$ 13,710           | \$ 10,000           | \$ 3,710           | 31-Dec-21 | Convertible into shares at \$0.18/sh | Thomas and Julie McDonald   | CLN4 Investment |
| 6-Jul-20                      | \$ 19,027           | \$ 10,000           | \$ 9,027           | 30-Apr-22 | Convertible into shares at \$0.18/sh | Justin P. Yagoobian   | CLN4 Investment |
| 6-Jul-20                      | \$ 328,940          | \$ 240,000          | \$ 88,940          | 30-Apr-22 | Convertible into shares at \$0.18/sh | Sunset Capital Management PTY LTD <Sunset Superfund A/C> (Jason Peterson) | CLN4 Investment |
| 7-Jul-20                      | \$ 205,656          | \$ 150,000          | \$ 55,656          | 31-Dec-21 | Convertible into shares at \$0.18/sh | Alta Fundamental Advisors, LLC (Jeremy Carton)                            | CLN4 Investment |
| 14-Jul-20                     | \$ 27,348           | \$ 20,000           | \$ 7,348           | 30-Apr-22 | Convertible into shares at \$0.18/sh | Nancy Lynn Bramwell   | CLN4 Investment |
| 17-Jul-20                     | \$ 13,661           | \$ 10,000           | \$ 3,661           | 30-Apr-22 | Convertible into shares at \$0.18/sh | Jeff Benna  | CLN4 Investment |
| 20-Jul-20                     | \$ 272,939          | \$ 200,000          | \$ 72,939          | 30-Apr-22 | Convertible into shares at \$0.18/sh | David Norman Andrews  | CLN4 Investment |
| 22-Jul-20                     | \$ 16,365           | \$ 12,000           | \$ 4,365           | 30-Apr-22 | Convertible into shares at \$0.18/sh | P Andrew Veuger   | CLN4 Investment |
| 24-Jul-20                     | \$ 170,152          | \$ 25,000           | \$ 145,152         | 30-Apr-22 | Convertible into shares at \$0.18/sh | Jayberg Enterprises (Ed Belzberg)   | CLN4 Investment |
| 24-Jul-20                     | \$ 19,072           | \$ 10,000           | \$ 9,072           | 30-Apr-22 | Convertible into shares at \$0.18/sh | Diane Marie Caron   | CLN4 Investment |
| 24-Jul-20                     | \$ 403,629          | \$ 400,000          | \$ 3,629           | 30-Apr-22 | Convertible into shares at \$0.18/sh | David Norman Andrews  | CLN4 Investment |
| 27-Jul-20                     | \$ 28,076           | \$ 10,000           | \$ 18,076          | 30-Apr-22 | Convertible into shares at \$0.18/sh | P Andrew Veuger   | CLN4 Investment |
| 27-Jul-20                     | \$ 68,076           | \$ 50,000           | \$ 18,076          | 30-Apr-22 | Convertible into shares at \$0.18/sh | David Andrews   | CLN4 Investment |
| 27-Jul-20                     | \$ 53,615           | \$ 50,000           | \$ 3,615           | 30-Apr-22 | Convertible into shares at \$0.18/sh | Clayton S Chase   | CLN4 Investment |
| 28-Jul-20                     | \$ 13,611           | \$ 10,000           | \$ 3,611           | 30-Apr-22 | Convertible into shares at \$0.18/sh | Jeff Benna  | CLN4 Investment |
| <b>Bal at June 30th, 2022</b> | <b>\$16,884,893</b> | <b>\$11,514,168</b> | <b>\$5,370,725</b> |           |                                      |   |                 |

# de-notes assignment

#### 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>5</sup>:

Name: **Mark Ashley**

Title: **Acting CFO**

Relationship to Issuer: **Acting CFO**

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. Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)

G. 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

<sup>5</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.

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.

#### **Report for the quarter ended September 30th 2022. Lodged November 14<sup>th</sup> 2022**

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 and silver 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**

#### **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.

Tonogold does not maintain any office, warehouse or similar facilities. Personnel mostly work remotely from their homes or on our exploration claims in Storey County, Nevada. The company owns or has exclusive rights over patented, unpatented and freehold land in Storey County, Nevada covering approximately 4,870 acres for the purposes of exploration and mining (predominantly gold and silver).

**Physical tangible assets include one XRF analyzer for exploration (\$30,000)**

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

#### **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 |
|---|---|---|------------------------|------------------|---|------|
| Palisades Goldcorp Ltd (Mr. Collin Kettell) | Owner >5%   | Belize City, Belize                     | 24,000,000             | COMMON           | 6.9%                                      | None |
| Moelis Family Trust (Mr. Kenneth Moelis)    | Owner >5%   | Beverly Hills, California               | 29,846,717             | COMMON           | 8.6%                                      | None |
| Golden Calf Mining (Gustavo Mazon)          | Owner >5%   | Hermosillo, Sonora, Mexico              | 34,786,404             | COMMON           | 10.1%                                     | 5    |
| Mark Ashley                                 | Past Director   | Woodland Hills, California              | 13,593,189             | COMMON           | 3.9%                                      | 1    |
| Travis Miller                               | Past Director   | Galt, California                        | 30,900,000             | COMMON           | 8.9%                                      | 4    |
| Robert Kopple                               | Director  | Beverly Hills, California               | 16,578,573             | COMMON           | 4.8%                                      | None |
| Gustavo Mazon                               | Past Director   | Hermosillo, Sonora, Mexico              | 3,799,368              | COMMON           | 1.1%                                      | 5    |
| Alan Edwards                                | Past Director   | Tucson, Arizona                         | 2,312,028              | COMMON           | 0.7%                                      | 2    |
| Alfredo Marcos Kofman                       | Past Director   | Hermosillo, Sonora, Mexico              | 2,000,000              | COMMON           | 0.6%                                      | 3    |
| Gil Playford                                | Director  | Vera Beach, Florida,                    | 1,953,560              | COMMON           | 0.6%                                      | 6    |

Note 1 – Mark Ashley’s role as a director ceased on September 11<sup>th</sup> 2021

Note 2 – Alan Edwards resigned as a director effective July 31<sup>st</sup> 2021

Note 3 - Alfredo Marcos Kofman was appointed a director on June 28<sup>th</sup> 2021 and resigned on August 30<sup>th</sup> 2021

Note 4 – Travis Miller resigned as a director effective May 17<sup>th</sup> 2022

Note 5 – Gustavo Mazon resigned as a director effective May 17<sup>th</sup> 2022

Note 6 – Gil Playford was appointed a director effective May 17<sup>th</sup> 2022

## 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: P.O. Box 530, 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) in each Quarterly Report or Annual Report.

The certifications shall follow the format below:

I, Mark J Ashley certify that:

1. I have reviewed this Quarter Disclosure Statement of Tonogold Resources Inc. for the quarter ending September 30th 2022
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 14<sup>th</sup> 2022**

*/ MARK J ASHLEY / (Mark Ashley)*

*Principal Financial Officer:*

I, William Hunter certify that:

1. I have reviewed this Quarter Disclosure Statement of Tonogold Resources Inc. for the period ending September 30th 2022
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 14<sup>th</sup> 2022**

*/William Hunter/* (William Hunter)

CEO