

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

Tonogold Resources Inc

A Delaware Corporation
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Website: Tonogold.com
bmetzenheim@gmail.com
SIC Code: 1499

Quarter Report
For the Period Ending: March 31st, 2023
(the "Reporting Period")

Outstanding Shares

The number of shares outstanding of our Common Stock was:

401,427,901 as of March 31st 2023 and May 15th 2023

345,543,338 as December 31st 2022

Shell Status

Indicate by check mark whether the company is a shell company (as defined in Rule 405 of the Securities Act of 1933, Rule 12b-2 of the Exchange Act of 1934 and Rule 15c2-11 of the Exchange Act of 1934):

Yes: No:

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

Yes: No:

Change in Control

Indicate by check mark whether a Change in Control¹ 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.

¹ "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.

17 May 2002 Name changed to PLP Holdings, Inc.
03 Aug 2004 Name changed to Tonogold Resources, Inc.

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

Transfer Agent

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

Publicly Quoted or traded securities

Trading symbol:	TNGL
Exact title and class of securities outstanding:	COMMON STOCK
CUSIP:	890308208
Par or stated value:	\$0.001
Total shares authorized:	999,000,000 as of date: May 15 th 2023
Total shares outstanding:	401,427,901 as of date: May 15 th 2023
Total number of shareholders of record:	782 as of date: May 15 th 2023

Other classes of authorized or outstanding equity securities

NONE

Security Description:

The goal of this section is to provide a clear understanding of the material rights and privileges of the securities issued by the company. Please provide the below information for each class of the company's equity securities, as applicable:

1. For common equity, describe any dividend, voting and preemption rights. **All prorated number of shares**
2. For preferred stock, describe the dividend, voting, conversion, and liquidation rights as well as redemption or sinking fund provisions. **Not applicable**
3. Describe any other material rights of common or preferred stockholders. **Not applicable**
4. Describe any material modifications to rights of holders of the company's securities that have occurred over the reporting period covered by this report. **Not applicable**

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

Indicate by check mark whether there were any changes to the number of outstanding shares within the past two completed fiscal years:

No: Yes: (If yes, you must complete the table below)

Number of Shares outstanding as of: January 1st 2021									
Common: 337,567,406									
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
27-Jan-21	New Issue	4,791,476	Common	\$ 0.100	No	Moelis Family Trust (Kenneth Moelis)	Conversion of Note (CLN3)	Unrestricted	Exemption
18-Mar-21	New Issue	190,570	Common	\$ 0.100	No	Paul Fowler	Conversion of Note (CLN3)	Unrestricted	Exemption
23-Mar-21	New Issue	734,111	Common	\$ 0.300	No	DrillRite (Luke Horschel)	Shares for drilling	144-Restricted	Exemption
9-Apr-21	New Issue	820,916	Common	\$ 0.300	No	DrillRite (Luke Horschel)	Shares for drilling	144-Restricted	Exemption
27-Apr-21	New Issue	676,991	Common	\$ 0.300	No	DrillRite (Luke Horschel)	Shares for drilling	144-Restricted	Exemption
26-Jun-21	New Issue	474,917	Common	\$ 0.300	No	DrillRite (Luke Horschel)	Shares for drilling	144-Restricted	Exemption
13-Jul-21	New Issue	286,951	Common	\$ 0.300	No	DrillRite (Luke Horschel)	Shares for drilling	144-Restricted	Exemption
17-Mar-23	New Issue	3,125,000	Common	\$ 0.160	No	Alfredo Marcos Kofman	Share Placement	144-Restricted	Exemption
17-Mar-23	New Issue	1,562,500	Common	\$ 0.160	No	Alfredo Marcos Kofman	Share Placement	144-Restricted	Exemption
17-Mar-23	New Issue	11,718,750	Common	\$ 0.064	No	Alfredo Marcos Kofman	Share Placement	144-Restricted	Exemption
17-Mar-23	New Issue	7,812,500	Common	\$ 0.064	No	American PT Metals, LLC (Travis Miller)	Share Placement	144-Restricted	Exemption
17-Mar-23	New Issue	781,250	Common	\$ 0.064	No	Frank Vero Sr. 2021 Dynasty trust (Arlene Vero)	Share Placement	144-Restricted	Exemption
17-Mar-23	New Issue	781,250	Common	\$ 0.064	No	Avastar Limited (Mark Jefferies)	Share Placement	144-Restricted	Exemption
17-Mar-23	New Issue	1,562,500	Common	\$ 0.064	No	Citywest Pty Ltd (Stephen Copulos)	Share Placement	144-Restricted	Exemption
17-Mar-23	New Issue	781,250	Common	\$ 0.064	No	Colin Martin	Share Placement	144-Restricted	Exemption
17-Mar-23	New Issue	3,125,000	Common	\$ 0.064	No	David Kyte	Share Placement	144-Restricted	Exemption
17-Mar-23	New Issue	1,015,625	Common	\$ 0.064	No	Early Bird LP 2, LLC (Andre Joffroy)	Share Placement	144-Restricted	Exemption
17-Mar-23	New Issue	3,125,000	Common	\$ 0.064	No	Erik Dochtermann	Share Placement	144-Restricted	Exemption
17-Mar-23	New Issue	1,562,500	Common	\$ 0.064	No	Eyeon No 2 Pty Ltd (Stephen Copulos)	Share Placement	144-Restricted	Exemption
17-Mar-23	New Issue	468,750	Common	\$ 0.160	No	Golden Calf Mining, SA de CV (Mr Gustavo Mazon)	Share Placement	144-Restricted	Exemption
17-Mar-23	New Issue	312,500	Common	\$ 0.160	No	Golden Calf Mining, SA de CV (Mr Gustavo Mazon)	Share Placement	144-Restricted	Exemption
17-Mar-23	New Issue	1,250,000	Common	\$ 0.160	No	KF Business Ventures, LP (Mr Robert Kopple)	Share Placement	144-Restricted	Exemption
17-Mar-23	New Issue	625,000	Common	\$ 0.160	No	KF Business Ventures, LP (Mr Robert Kopple)	Share Placement	144-Restricted	Exemption
17-Mar-23	New Issue	937,500	Common	\$ 0.160	No	KF Business Ventures, LP (Mr Robert Kopple)	Share Placement	144-Restricted	Exemption
17-Mar-23	New Issue	781,250	Common	\$ 0.064	No	Light Doors LLC (Matthew Van Alstyne)	Share Placement	144-Restricted	Exemption
17-Mar-23	New Issue	781,250	Common	\$ 0.064	No	Moelis Family Trust (Kenneth Moelis)	Share Placement	144-Restricted	Exemption
17-Mar-23	New Issue	4,375,000	Common	\$ 0.064	No	Namdar Family Holdings LLC (Igal Namdar)	Share Placement	144-Restricted	Exemption
17-Mar-23	New Issue	4,165,813	Common	\$ 0.064	No	Namdar Family Holdings LLC (Igal Namdar)	Share Placement	144-Restricted	Exemption
17-Mar-23	New Issue	781,250	Common	\$ 0.064	No	Playford Family LP (Mr Gilbert Playford)	Share Placement	144-Restricted	Exemption
17-Mar-23	New Issue	546,875	Common	\$ 0.064	No	Semper Melior Pty Ltd (Julian McCormack)	Share Placement	144-Restricted	Exemption
17-Mar-23	New Issue	3,125,000	Common	\$ 0.064	No	The RF Trust (Eric A Rothfeld)	Share Placement	144-Restricted	Exemption
17-Mar-23	New Issue	781,250	Common	\$ 0.064	No	William Hunter	Share Placement	144-Restricted	Exemption
Balance at March 31st 2023									
Preferred.....					NIL				
Common.....					401,427,901				

B. 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	\$ 493,219	\$ 250,000	\$ 243,219	30-Apr-22	Convertible into shares at \$0.10/sh	KF Business Ventures, LP (Mr Robert Kopple)	CLN3 Investment
6-Apr-18	\$ 98,546	\$ 50,000	\$ 48,546	30-Apr-22	Convertible into shares at \$0.10/sh	KF Business Ventures, LP (Mr Robert Kopple)	CLN3 Investment
11-Feb-19	\$ 29,737	\$ 16,727	\$ 13,010	30-Jun-22	Convertible into shares at \$0.10/sh	Snapper Rock Holdings (Mr Fernando Berdegue) #	CLN3 Investment
27-Feb-19	\$ 176,893	\$ 100,000	\$ 76,893	31-Dec-21	Convertible into shares at \$0.10/sh	KF Business Ventures, LP (Mr Robert Kopple) #	CLN3 Investment
28-Feb-19	\$ 88,388	\$ 50,000	\$ 38,388	30-Apr-22	Convertible into shares at \$0.10/sh	Mark Ashley #	CLN3 Investment
13-Mar-19	\$ 176,017	\$ 100,000	\$ 76,017	31-Dec-21	Convertible into shares at \$0.10/sh	Namdar Family Holdings LLC (Igal Namdar) #	CLN3 Investment
18-Mar-19	\$ 43,931	\$ 25,000	\$ 18,931	30-Apr-22	Convertible into shares at \$0.10/sh	Thomas W. Otten	CLN3 Investment
18-Mar-19	\$ 263,589	\$ 150,000	\$ 113,589	31-Dec-21	Convertible into shares at \$0.10/sh	Namdar Family Holdings LLC (Igal Namdar) #	CLN3 Investment
3-May-19	\$ 86,532	\$ 50,000	\$ 36,532	30-Apr-22	Convertible into shares at \$0.10/sh	Nikita Demetrio Kyriakis Georgouses	CLN3 Investment
3-May-19	\$ 86,532	\$ 50,000	\$ 36,532	30-Apr-22	Convertible into shares at \$0.10/sh	Nikita Demetrio Kyriakis Corella	CLN3 Investment
4-May-19	\$ 346,013	\$ 200,000	\$ 146,013	30-Apr-22	Convertible into shares at \$0.10/sh	Mark Ashley #	CLN3 Investment
7-May-19	\$ 86,418	\$ 50,000	\$ 36,418	30-Apr-22	Convertible into shares at \$0.10/sh	Luis Manuel Laborin	CLN3 Investment
7-Jun-19	\$ 855,337	\$ 500,000	\$ 355,337	30-Apr-22	Convertible into shares at \$0.10/sh	KF Business Ventures, LP (Mr Robert Kopple)	CLN3 Investment
24-Jun-19	\$ 127,579	\$ 75,000	\$ 52,579	31-Dec-21	Convertible into shares at \$0.10/sh	KF Business Ventures, LP (Mr Robert Kopple) #	CLN3 Investment
21-Jun-19	\$ 851,375	\$ 500,000	\$ 351,375	30-Apr-22	Convertible into shares at \$0.10/sh	KJM Children's LLC (Mr Kenneth Moelis) #	CLN3 Investment
22-May-19	\$ 86,241	\$ 50,000	\$ 36,241	30-Apr-22	Convertible into shares at \$0.18/sh	Haywood Securities in trust for Bryan Hyde	CLN4 Investment
11-Jun-19	\$ 85,420	\$ 50,000	\$ 35,420	30-Apr-22	Convertible into shares at \$0.18/sh	Bryan Hyde	CLN4 Investment
12-Jun-19	\$ 42,696	\$ 25,000	\$ 17,696	30-Apr-22	Convertible into shares at \$0.18/sh	GREGORY J ERIGERO	CLN4 Investment
12-Jun-19	\$ 68,314	\$ 40,000	\$ 28,314	30-Apr-22	Convertible into shares at \$0.18/sh	THOMAS LEPS and ADAIRE LEPS	CLN4 Investment
13-Jun-19	\$ 42,682	\$ 25,000	\$ 17,682	30-Apr-22	Convertible into shares at \$0.18/sh	Mark Ashley #	CLN4 Investment
8-Jul-19	\$ 677,271	\$ 400,000	\$ 277,271	31-Dec-21	Convertible into shares at \$0.10/sh	Namdar Family Holdings, LLC (Igal Namdar) #	CLN3 Investment
3-Jul-19	\$ 169,599	\$ 100,000	\$ 69,599	31-Dec-21	Convertible into shares at \$0.10/sh	Margaret Khoo Poh Geok #	CLN3 Investment
3-Jul-19	\$ 101,759	\$ 60,000	\$ 41,759	31-Dec-21	Convertible into shares at \$0.10/sh	Early Bird LP, 2 (Andre Joffroy) #	CLN3 Investment
4-Aug-19	\$ 419,519	\$ 250,000	\$ 169,519	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	\$ 413,033	\$ 250,000	\$ 163,033	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	\$ 16,965	\$ 10,000	\$ 6,965	15-Mar-22	Convertible into shares at \$0.18/sh	Bradley Fowler	CLN4 Investment
9-Jul-19	\$ 84,631	\$ 50,000	\$ 34,631	30-Apr-22	Convertible into shares at \$0.18/sh	Alan Edwards	CLN4 Investment
29-Jul-19	\$ 16,814	\$ 10,000	\$ 6,814	30-Apr-22	Convertible into shares at \$0.18/sh	Contantinos Kasapis	CLN4 Investment
24-Sep-19	\$ 329,987	\$ 200,000	\$ 129,987	31-Jan-22	Convertible into shares at \$0.18/sh	Emilio Califa Carranza	CLN4 Investment
28-Sep-19	\$ 41,166	\$ 25,000	\$ 16,166	30-Apr-22	Convertible into shares at \$0.18/sh	ColourDome Pty Ltd (Steven Lew) #	CLN4 Investment
28-Sep-19	\$ 41,166	\$ 25,000	\$ 16,166	30-Jun-22	Convertible into shares at \$0.18/sh	Pedro Eduardo Villarreal Garcia	CLN4 Investment
12-Dec-19	\$ 16,110	\$ 10,000	\$ 6,110	30-Apr-22	Convertible into shares at \$0.10/sh	Henry Bonner	CLN3 Investment
3-Oct-19	\$ 164,447	\$ 100,000	\$ 64,447	31-Jan-22	Convertible into shares at \$0.18/sh	Felipe de Jesus Benavides Perez	CLN4 Investment
16-Oct-19	\$ 409,488	\$ 250,000	\$ 159,488	31-Jan-22	Convertible into shares at \$0.18/sh	Jacques Friedman	CLN4 Investment
25-Oct-19	\$ 81,653	\$ 50,000	\$ 31,653	31-Jan-22	Convertible into shares at \$0.18/sh	Bernardo Llaguno Garza	CLN4 Investment
31-Oct-19	\$ 16,303	\$ 10,000	\$ 6,303	30-Jun-22	Convertible into shares at \$0.18/sh	Rafahel Villasana Pants	CLN4 Investment
6-Nov-19	\$ 61,704	\$ 37,935	\$ 23,769	30-Jun-22	Convertible into shares at \$0.18/sh	Rafahel Villasana Pants	CLN4 Investment
1-Nov-19	\$ 3,364	\$ 2,065	\$ 1,299	30-Jun-22	Convertible into shares at \$0.18/sh	Rafahel Villasana Pants	CLN4 Investment
6-Nov-19	\$ 32,531	\$ 20,000	\$ 12,531	30-Apr-22	Convertible into shares at \$0.18/sh	Jeffrey Mueller	CLN4 Investment
7-Nov-19	\$ 40,651	\$ 25,000	\$ 15,651	30-Jun-22	Convertible into shares at \$0.18/sh	ColourDome Pty Ltd (Steven Lew) #	CLN4 Investment
20-Nov-19	\$ 40,476	\$ 25,000	\$ 15,476	30-Jun-22	Convertible into shares at \$0.18/sh	ColourDome Pty Ltd (Steven Lew) #	CLN4 Investment
22-Nov-19	\$ 80,898	\$ 50,000	\$ 30,898	31-Jan-22	Convertible into shares at \$0.18/sh	Bernardo Llaguno Garza	CLN4 Investment
3-Dec-19	\$ 161,154	\$ 100,000	\$ 61,154	30-Apr-22	Convertible into shares at \$0.18/sh	Study Law LLC	CLN4 Investment
12-Dec-19	\$ 160,728	\$ 100,000	\$ 60,728	31-Jan-22	Convertible into shares at \$0.18/sh	Emilio Califa Carranza	CLN4 Investment
18-Dec-19	\$ 43,310	\$ 27,000	\$ 16,310	31-Jan-22	Convertible into shares at \$0.18/sh	Marshall G Berol	CLN4 Investment
1-Jan-20	\$ 35,126	\$ 22,000	\$ 13,126	30-Apr-22	Convertible into shares at \$0.18/sh	San Diego Torrey Hills Capital Inc (Clay Chase)	CLN4 Investment
3-Jan-20	\$ 15,956	\$ 10,000	\$ 5,956	30-Apr-22	Convertible into shares at \$0.18/sh	Legacies Financial Group (Bo Chew)	CLN4 Investment
10-Jan-20	\$ 238,784	\$ 150,000	\$ 88,784	30-Apr-22	Convertible into shares at \$0.18/sh	Brian Stewart	CLN4 Investment
9-Jan-20	\$ 796,209	\$ 500,000	\$ 296,209	31-Dec-21	Convertible into shares at \$0.18/sh	Mark Denning	CLN4 Investment
21-Jan-20	\$ 47,583	\$ 30,000	\$ 17,583	30-Apr-22	Convertible into shares at \$0.18/sh	Paul Borchart Chuan Gao JTWROS	CLN4 Investment
21-Jan-20	\$ 11,099	\$ 7,000	\$ 4,099	31-Jan-22	Convertible into shares at \$0.18/sh	Matthew Edward Mays	CLN4 Investment
24-Jan-20	\$ 47,535	\$ 30,000	\$ 17,535	31-Dec-21	Convertible into shares at \$0.18/sh	Oculus Holdings (Sebastian Zepeda)	CLN4 Investment
28-Jan-20	\$ 237,361	\$ 150,000	\$ 87,361	15-Mar-22	Convertible into shares at \$0.18/sh	Xerion Investments (Daniel Arbess)	CLN4 Investment
21-Jan-20	\$ 51,548	\$ 32,500	\$ 19,048	31-Jan-22	Convertible into shares at \$0.18/sh	Emilio Califa Carranza	CLN4 Investment
3-Feb-20	\$ 47,378	\$ 30,000	\$ 17,378	30-Apr-22	Convertible into shares at \$0.18/sh	EAS Advisors LLC (Eddie Sugar)	CLN4 Investment
30-Jan-20	\$ 63,254	\$ 40,000	\$ 23,254	30-Apr-22	Convertible into shares at \$0.18/sh	Baker Marquart LLP (Ryan Baker)	CLN4 Investment
14-Feb-20	\$ 31,470	\$ 20,000	\$ 11,470	15-Mar-22	Convertible into shares at \$0.18/sh	Wendell Lavergne	CLN4 Investment
4-Feb-20	\$ 315,748	\$ 200,000	\$ 115,748	15-Mar-22	Convertible into shares at \$0.18/sh	Anthony Lyons	CLN4 Investment
4-Feb-20	\$ 78,937	\$ 50,000	\$ 28,937	15-Mar-22	Convertible into shares at \$0.18/sh	Simon Conway	CLN4 Investment
13-Feb-20	\$ 78,702	\$ 50,000	\$ 28,702	15-Mar-22	Convertible into shares at \$0.18/sh	Rutland Ventures Limited (Peter Hawksorth)	CLN4 Investment
6-Feb-20	\$ 788,847	\$ 500,000	\$ 288,847	30-Apr-22	Convertible into shares at \$0.18/sh	Boothbay Absolute Return Strategies LP - MTNASH (Luke McFarlane)	CLN4 Investment
5-Feb-20	\$ 78,911	\$ 50,000	\$ 28,911	30-Apr-22	Convertible into shares at \$0.18/sh	Henry Polkinghorne	CLN4 Investment
3-Feb-20	\$ 15,793	\$ 10,000	\$ 5,793	30-Apr-22	Convertible into shares at \$0.18/sh	Susan Beech	CLN4 Investment

3-Feb-20	\$ 7,896	\$ 5,000	\$ 2,896	30-Apr-22	Convertible into shares at \$0.18/sh	Robert Benjamin Anderson	CLN4 Investment
7-Feb-20	\$ 473,152	\$ 300,000	\$ 173,152	30-Apr-22	Convertible into shares at \$0.18/sh	Century Investments LP (Edward Czucker)	CLN4 Investment
6-Feb-20	\$ 78,885	\$ 50,000	\$ 28,885	30-Apr-22	Convertible into shares at \$0.18/sh	Liam Farlow	CLN4 Investment
10-Feb-20	\$ 78,780	\$ 50,000	\$ 28,780	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	\$ 78,859	\$ 50,000	\$ 28,859	30-Apr-22	Convertible into shares at \$0.18/sh	Semper Melior Pty Ltd (Julian McCormack)	CLN4 Investment
10-Feb-20	\$ 35,451	\$ 22,500	\$ 12,951	31-Jan-22	Convertible into shares at \$0.18/sh	Kenneth J Groeneveld	CLN4 Investment
11-Feb-20	\$ 17,011	\$ 10,800	\$ 6,211	31-Dec-21	Convertible into shares at \$0.18/sh	Richard Barth	CLN4 Investment
9-Feb-20	\$ 39,377	\$ 25,000	\$ 14,377	15-Mar-22	Convertible into shares at \$0.18/sh	The Anderson Organization Retirement Trust (Robert Anderson)	CLN4 Investment
27-Feb-20	\$ 234,932	\$ 150,000	\$ 84,932	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	\$ 7,823	\$ 5,000	\$ 2,823	30-Apr-22	Convertible into shares at \$0.18/sh	Matthew G Cors	CLN4 Investment
19-Feb-20	\$ 78,545	\$ 50,000	\$ 28,545	30-Apr-22	Convertible into shares at \$0.18/sh	Study Law LLC (Steven Ezzes)	CLN4 Investment
12-Mar-20	\$ 109,164	\$ 70,000	\$ 39,164	30-Apr-22	Convertible into shares at \$0.18/sh	Liam Farlow	CLN4 Investment
12-Mar-20	\$ 77,975	\$ 50,000	\$ 27,975	30-Apr-22	Convertible into shares at \$0.18/sh	Byron Investment Management Pty Ltd as Trustee for the Byron Fund (Liam	CLN4 Investment
16-Mar-20	\$ 15,574	\$ 10,000	\$ 5,574	30-Apr-22	Convertible into shares at \$0.18/sh	Steve R Gully	CLN4 Investment
24-Mar-20	\$ 77,665	\$ 50,000	\$ 27,665	30-Apr-22	Convertible into shares at \$0.18/sh	Luke McFarlane	CLN4 Investment
7-Apr-20	\$ 15,461	\$ 10,000	\$ 5,461	30-Apr-22	Convertible into shares at \$0.18/sh	LYNETTE MARIE LEDBETTER, TTEE UTD 3-13-20	CLN4 Investment
7-May-20	\$ 53,578	\$ 35,000	\$ 18,578	31-Jan-22	Convertible into shares at \$0.18/sh	Thomas I Vehrs	CLN4 Investment
13-May-20	\$ 45,833	\$ 30,000	\$ 15,833	30-Apr-22	Convertible into shares at \$0.18/sh	Pieter Busscher	CLN4 Investment
14-Apr-20	\$ 30,850	\$ 20,000	\$ 10,850	30-Apr-22	Convertible into shares at \$0.18/sh	Jorge Zaire Corella	CLN4 Investment
30-Apr-20	\$ 7,672	\$ 5,000	\$ 2,672	30-Apr-22	Convertible into shares at \$0.18/sh	Robert Anderson	CLN4 Investment
18-May-20	\$ 76,261	\$ 50,000	\$ 26,261	30-Apr-22	Convertible into shares at \$0.18/sh	ColourDome Pty Ltd (Steven Lew) #	CLN4 Investment
14-May-20	\$ 76,362	\$ 50,000	\$ 26,362	30-Apr-22	Convertible into shares at \$0.18/sh	David Norman Andrews	CLN4 Investment
15-May-20	\$ 97,888	\$ 64,116	\$ 33,772	30-Apr-22	Convertible into shares at \$0.18/sh	Albert Esteve Grau	CLN4 Investment
20-May-20	\$ 228,631	\$ 150,000	\$ 78,631	31-Dec-21	Convertible into shares at \$0.18/sh	Mark Denning	CLN4 Investment
20-May-20	\$ 152,421	\$ 100,000	\$ 52,421	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	\$ 76,185	\$ 50,000	\$ 26,185	30-Apr-22	Convertible into shares at \$0.18/sh	Brian Stewart	CLN4 Investment
22-May-20	\$ 46,160	\$ 20,000	\$ 26,160	30-Jun-22	Convertible into shares at \$0.18/sh	SL & DGK Investments Pty Ltd (David Kupshik)	CLN4 Investment
26-May-20	\$ 210,964	\$ 200,500	\$ 10,464	31-Jan-22	Convertible into shares at \$0.18/sh	Snapper Rock Holdings Ltd (Fernando Berbegue)	CLN4 Investment
28-May-20	\$ 404,495	\$ 300,000	\$ 104,495	15-Mar-22	Convertible into shares at \$0.18/sh	Christopher Neil Fraser	CLN4 Investment
1-Jun-20	\$ 546,048	\$ 390,000	\$ 156,048	15-Mar-22	Convertible into shares at \$0.18/sh	Wooster Capital, LP (David Steinhardt)	CLN4 Investment
22-May-20	\$ 62,953	\$ 50,000	\$ 12,953	30-Apr-22	Convertible into shares at \$0.18/sh	Gavin Rezos	CLN4 Investment
1-Jun-20	\$ 227,075	\$ 25,000	\$ 202,075	30-Apr-22	Convertible into shares at \$0.18/sh	Nira Lipner Irrevocable Trust (Alan Lipner)	CLN4 Investment
3-Jun-20	\$ 227,571	\$ 150,000	\$ 77,571	31-Dec-21	Convertible into shares at \$0.18/sh	Ema Gard Fund L.P. (Lawrence Lepard)	CLN4 Investment
4-Jun-20	\$ 75,832	\$ 50,000	\$ 25,832	30-Apr-22	Convertible into shares at \$0.18/sh	Study Law LLP (Steve Ezzes)	CLN4 Investment
9-Jun-20	\$ 227,120	\$ 150,000	\$ 77,120	31-Dec-21	Convertible into shares at \$0.18/sh	Myrmikan Gold Fund LLC (Daniel Oliver Jr)	CLN4 Investment
10-Jun-20	\$ 37,841	\$ 25,000	\$ 12,841	15-Mar-22	Convertible into shares at \$0.18/sh	Richard Daniel Kennett	CLN4 Investment
11-Jun-20	\$ 302,626	\$ 200,000	\$ 102,626	30-Apr-22	Convertible into shares at \$0.18/sh	Savoy Holdings I, LP (Donald Feder)	CLN4 Investment
19-Jun-20	\$ 331,489	\$ 320,000	\$ 11,489	31-Jan-22	Convertible into shares at \$0.18/sh	Tratt Properties Defined Benefit Plan (Jonathan Tratt)	CLN4 Investment
18-Jun-20	\$ 15,096	\$ 10,000	\$ 5,096	31-Dec-21	Convertible into shares at \$0.18/sh	Stephan George Timler	CLN4 Investment
17-Jun-20	\$ 73,462	\$ 22,500	\$ 50,962	31-Jan-22	Convertible into shares at \$0.18/sh	Ridge Meadows Mechanical Ltd (Ken Groeneveld)	CLN4 Investment
18-Jun-20	\$ 262,918	\$ 100,000	\$ 162,918	31-Jan-22	Convertible into shares at \$0.18/sh	Keith Sexton	CLN4 Investment
19-Jun-20	\$ 75,456	\$ 50,000	\$ 25,456	30-Apr-22	Convertible into shares at \$0.18/sh	David Norman Andrews	CLN4 Investment
19-Jun-20	\$ 111,523	\$ 10,000	\$ 101,523	30-Apr-22	Convertible into shares at \$0.18/sh	Mark Ashley #	CLN4 Investment
22-Jun-20	\$ 205,076	\$ 200,000	\$ 5,076	30-Apr-22	Convertible into shares at \$0.18/sh	David Norman Andrews	CLN4 Investment
23-Jun-20	\$ 37,678	\$ 25,000	\$ 12,678	30-Apr-22	Convertible into shares at \$0.18/sh	Jayberg Enterprises (Ed Belzberg)	CLN4 Investment
1-Jul-20	\$ 37,578	\$ 25,000	\$ 12,578	30-Apr-22	Convertible into shares at \$0.18/sh	Gregory Crouch	CLN4 Investment
2-Jul-20	\$ 17,461	\$ 11,525	\$ 5,936	30-Apr-22	Convertible into shares at \$0.18/sh	San Diego Torrey Hills Capital Inc (Clay Chase)	CLN4 Investment
2-Jul-20	\$ 75,131	\$ 50,000	\$ 25,131	30-Apr-22	Convertible into shares at \$0.18/sh	Mark Kieler	CLN4 Investment
28-Jul-20	\$ 30,006	\$ 25,000	\$ 5,006	30-Apr-22	Convertible into shares at \$0.18/sh	Baker Marquart LLP (Ryan Baker)	CLN4 Investment
6-Jul-20	\$ 15,006	\$ 10,000	\$ 5,006	15-Mar-22	Convertible into shares at \$0.18/sh	Anita Gunderson	CLN4 Investment
6-Jul-20	\$ 15,006	\$ 10,000	\$ 5,006	31-Dec-21	Convertible into shares at \$0.18/sh	Thomas and Julie McDonald	CLN4 Investment
6-Jul-20	\$ 22,243	\$ 10,000	\$ 12,243	30-Apr-22	Convertible into shares at \$0.18/sh	Justin P. Yagoobian	CLN4 Investment
6-Jul-20	\$ 360,032	\$ 240,000	\$ 120,032	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	\$ 225,094	\$ 150,000	\$ 75,094	31-Dec-21	Convertible into shares at \$0.18/sh	Alta Fundamental Advisors, LLC (Jeremy Carton)	CLN4 Investment
14-Jul-20	\$ 29,933	\$ 20,000	\$ 9,933	30-Apr-22	Convertible into shares at \$0.18/sh	Nancy Lynn Bramwell	CLN4 Investment
17-Jul-20	\$ 14,952	\$ 10,000	\$ 4,952	30-Apr-22	Convertible into shares at \$0.18/sh	Jeff Benna	CLN4 Investment
20-Jul-20	\$ 298,737	\$ 200,000	\$ 98,737	30-Apr-22	Convertible into shares at \$0.18/sh	David Norman Andrews	CLN4 Investment
22-Jul-20	\$ 17,912	\$ 12,000	\$ 5,912	30-Apr-22	Convertible into shares at \$0.18/sh	P Andrew Veuger	CLN4 Investment
24-Jul-20	\$ 221,680	\$ 25,000	\$ 196,680	30-Apr-22	Convertible into shares at \$0.18/sh	Jayberg Enterprises (Ed Belzberg)	CLN4 Investment
24-Jul-20	\$ 22,292	\$ 10,000	\$ 12,292	30-Apr-22	Convertible into shares at \$0.18/sh	Diane Marie Caron	CLN4 Investment
24-Jul-20	\$ 404,917	\$ 400,000	\$ 4,917	30-Apr-22	Convertible into shares at \$0.18/sh	David Norman Andrews	CLN4 Investment
27-Jul-20	\$ 34,511	\$ 10,000	\$ 24,511	30-Apr-22	Convertible into shares at \$0.18/sh	P Andrew Veuger	CLN4 Investment
27-Jul-20	\$ 74,511	\$ 50,000	\$ 24,511	30-Apr-22	Convertible into shares at \$0.18/sh	David Andrews	CLN4 Investment
27-Jul-20	\$ 54,902	\$ 50,000	\$ 4,902	30-Apr-22	Convertible into shares at \$0.18/sh	Clayton S Chase	CLN4 Investment
28-Jul-20	\$ 14,897	\$ 10,000	\$ 4,897	30-Apr-22	Convertible into shares at \$0.18/sh	Jeff Benna	CLN4 Investment
Bal at March 31, 2023	\$18,480,841	\$11,514,168	\$ 6,966,673				

4) Issuer's Business, Products and Services

The purpose of this section is to provide a clear description of the issuer's current operations. (Please ensure that these descriptions are updated on the Company's Profile on www.otcmarkets.com).

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

Gold and silver exploration

B. List any subsidiaries, parent company, or affiliated companies: **None**

C. Describe the issuers' principal products or services: **None**

5) 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 and the extent in which the facilities are utilized.

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.

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 560 acres for the purposes of exploration and mining (predominantly gold and silver).

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

6) Officers, Directors, and Control Persons

Using the table below, please provide information, as of the period end date of this report, regarding any officers, or directors of the company, individuals or entities controlling more than 5% of any class of the issuer's securities, or any person that performs a similar function, regardless of the number of shares they own. **If any insiders 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 (City, State) of an individual representing the corporation or entity in the note section.**

Include Company Insiders who own any outstanding units or shares of any class of any equity security of the issuer.

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.

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	6.0%	None
Moelis Family Trust (Mr. Kenneth Moelis)	Owner >5%	Beverly Hills, California	30,627,965	COMMON	7.6%	None

Golden Calf Mining (Gustavo Mazon)	Owner >5% Past Director	Hermosillo, Sonora, Mexico	35,567,654	COMMON	8.9%	2
William Hunter	Director/CEO	Hendersonville, Tennessee	781,250	COMMON	0.2%	None
Travis Miller	Past Director	Galt, California	30,900,000	COMMON	7.7%	1
Robert Kopple	Director	Beverly Hills, California	19,391,073	COMMON	4.8%	None
Gustavo Mazon	Past Director	Hermosillo, Sonora, Mexico	3,799,368	COMMON	0.9%	5
Cody Whipperman	Director	Denver, Colorado	NIL	NA	0%	None
Gil Playford	Past Director	Vera Beach, Florida,	2,734,810	COMMON	0.7%	3
Mark Ashley	Acting CFO/ past director	Woodland Hills, California	13,593,189	COMMON	3.4%	4
Ryan Welker	Director	Sydney, NSW, Australia	NIL	NA	0%	None

Note 1 – Travis Miller resigned as a director effective May 17th 2022

Note 2 – Gustavo Mazon resigned as a director effective May 17th 2022

Note 3 – Gil Playford was appointed a director effective May 17th 2022 but resigned in January 2023

Note 4 - Mark Ashley's role as a director ceased on September 11th 2022

7) 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**

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**

8) Third Party Providers

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

Securities Counsel (must include Counsel preparing Attorney Letters).

Name: Henry Bonner, Esq.
Firm: Bonner & Associates
Address: P.O. Box 530, Southport, CT 06890

Phone: Phone: (619) 278-8326

Email: henry@bonner.net

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

Investor Relations - None

All other means of Investor Communication:

Twitter: None
Discord: None
LinkedIn None
Facebook: None
Other None

Other Service Providers

Provide the name of any other service provider(s) that **that assisted, advised, prepared, or provided information with respect to this disclosure statement.** This includes counsel, broker-dealer(s), advisor(s), consultant(s) or any entity/individual that provided assistance or services to the issuer during the reporting period. **None**

9) 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)

Name: **Mark Ashley**
Title: **Acting CFO**
Relationship to Issuer: **Acting CFO**

Describe the qualifications of the person or persons who prepared the financial statements: FCMA

Provide the following financial statements 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.

- a. Audit letter, if audited;
- b. Balance Sheet;
- c. Statement of Income;
- d. Statement of Cash Flows;
- e. Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)
- f. Financial Notes

Important Notes:

- Financial statements must be "machine readable". Do not publish images/scans of financial statements.
- All financial statements for a fiscal period must be published together with the disclosure statement in one Annual or Quarterly Report.

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, **William Hunter** certify that:

1. I have reviewed this Disclosure Statement for **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.

May 15th 2023

“/s/William Hunter”

Acting Principal Financial Officer:

I, Mark Ashley certify that:

1. I have reviewed this Disclosure Statement for **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.

May 15th 2023

“/s/Mark Ashley”