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05/02/2015

OTC Markets Group Inc. ("OTC Markets")
304 Hudson Street, 2nd Floor
New York, NY 10013

Re: Tonogold Resources Inc. (OTC:TNGL)

Dear OTC Markets:

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

I hereby represent that I am a United States resident, that I am licensed to practice law in the State of California and that I have not been prohibited from practice before the Securities and Exchange Commission ("SEC").

1. Facts and Assumptions.

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

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

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

2. Inquiry and Investigation.

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

We have also reviewed the information (the "Information") filed by the Company on OTC Market Groups Inc.'s website (http://www.otcmarkets.com), including without limitation the Company's Annual Financial Statements and Report dated as of December 31, 2014 and posted on April 29, 2015. The Company's financial statements, including without limitation the December 31, 2014 Annual Financial Statements and Report, are not audited and were prepared in their final form by and under the supervision of the President of the Company, Mr. Mark Ashley. Mr. Ashley has served as an executive officer for various firms where his responsibilities included preparing financial statements and associated regulatory filings.

We have confirmed with the Company's Transfer Agent, First American Stock Transfer of 4747 N. 7th Street, Suite 170, Phoenix, Arizona 85014, Tel: (602) 485-1346, that First American Stock Transfer is registered as a transfer agent with the SEC and that the number of issued and outstanding common shares of the company at December 31, 2014 was 19,181,665 shares.

We have personally met with Company management and a majority of the corporate directors of the Company and reviewed information published by the Company on the OTC Pink news service and discussed the Information with a majority of the corporate directors of the Company and with Company management.

3. Conclusions.

Based on our inquiries and the examination described above, we are of the opinion that the Information (a) amounts to "adequate current public information" concerning the Company and its securities and the Information "is available" within the meaning of Rule 144(c)(2) under the 33 Act, (b) includes all of the information a broker-dealer would be required to obtain from the Company to publish a quotation for the Company's securities under Rule 15c2-11 of the Securities Exchange Act of 1934, as amended (the "34 Act"), (c) complies as to form with the OTC Markets Guidelines for providing Adequate Current Information, which guidelines are published at http://www.otcmarkets.com, and (d) has been posted in the OTC Pink news service as of April 29, 2015.

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

Sincerely,



Henry Bonner, Esq.

cc: Mark Ashley, Jeff Janda, Brian Zamudio, Tonogold Resources Inc.