Tonogold Resources, Inc.

Disclosure Statement for

Quarter Ending June 30, 2017

Table of Contents

Item 1: The Exact name of the issuer and its predecessor (if any)

Tonogold Resources, Inc.

Item 2: The address of the issuer's principal executive offices

5666 La Jolla Blvd. #315 La Jolla, CA 92037

Phone: 858-456-1273

Fax: 858-456-2540

www.tonogold.com

Contact: Mark Ashley, Chief Executive Officer

Email: mjashley3@gmail.com

Item 3: Security Information

Trading Symbol: TNGL

Title and Class: Common Stock

CUSIP Number: 890308208

Par Value of $.001 per share

Total Shares Authorized: 200,000,000 as of June 30, 2017

Total Shares Outstanding: 19,181,665 as of June 30, 2017

Trading Symbol: None

Title: Series C Preferred Stock Class: Preferred Stock

CUSIP Number: None

Total Shares Authorized: 40,000,000 as of June 30, 2017

Total Shares Outstanding: 0 as of June 30, 2017

Transfer Agent

First American Stock Transfer

c/o AST, 6201 15th Avenue, 3rd Floor, Brooklyn, NY 11219

Phone: (602) 485-1346

Registered under the Exchange Act: Yes

Regulatory Authority: Securities and Exchange Commission (SEC)

Item 4: Issuance History

Equity Offerings in Last Two Years

1) The Company issued a series of loan notes ("Notes"), which were convertible into

common shares with a principle balance of $950,000 as at December 31, 2015. During 2016, the Company arranged for the agreement of the Note-holders to convert the principle balance of the Notes plus accrued interest to August 31st 2016 ($256,234) into ordinary shares at a conversion price of 5 cents per share. As a result, **24,124,688** shares will be issued. This agreement paved the way for a second series of loan notes to be issued to help fund general working capital requirements.

2) During 2016 the Company agreed to issue approximately **9,122,400** shares to the current directors as payment of 50% of their unpaid remuneration entitlements through to August 31st 2016. The current directors agreed to write off the remaining 50%

3) On May 8, 2014 Tonogold obtained the right to acquire 100% of Mil-Ler (a private Mexican entity) upon issuance of **54,100,000** Tonogold shares.

Shares Issued for Services

Nil

Warrants issued for services:

Issue Date	Name / Services Rendered	Exercise Price	Underlying Shares / Expiration Date
June 01, 2013	Mark J. Ashley Issued to CEO (Employment Contract)#	$0.10	170,000 Expire: June 6, 2018
June 01, 2013	Simona Ashley Issued to CEO (Employment Contract)#	$0.10	170,000 Expire: June 6, 2018
June 01, 2013	Mark J. Ashley Issued to CEO (Employment Contract)#	$0.50	165,000 Expire: June 6, 2018
June 01, 2013	Simona Ashley Issued to CEO (Employment Contract)#	$0.50	165,000 Expire: June 6, 2018
June 01, 2013	Mark J. Ashley Issued to CEO (Employment Contract)#	$0.80	165,000 Expire: June 6, 2018
June 01, 2013	Simona Ashley Issued to CEO (Employment Contract)#	$0.80	165,000 Expire: June 6, 2018
June 06, 2013	Pareto Capital, Ltd. Investment Banking Services	$0.10	300,000 Expire: July 30, 2018
May 07, 2014	Mark Ashley CEO	$1.00	1,000,000 Expire: May 7, 2019
May 07, 2014	Jeffrey J. Janda Director / Consulting Services	$1.00	500,000 Expire: May 7, 2019
May 07, 2014	Brian A. Zamudio Director / Consulting Services	$1.00	500,000 Expire: May 7, 2019
September 26, 2014	Travis Miller Executive Director	$1.50	1,500,000 Expire: September 26, 2019

Item 5: Financial Statements

We posted our financial statements for the quarter ended June 30, 2017 on the www.otcmarkets.com website on August 16th 2017

Item 6: Describe the Issuer's Business, Products and Services

A. Description of the issuer's business operations. Historically, our business consisted of generating prospects for larger mining companies in need of advanced exploration projects. However, in June 2013 we hired a new CEO and shifted our business strategy to focus on acquiring and developing producing and near producing mining assets that we felt were undervalued or had growth potential.

On May 8, 2014, Tonogold and Mil-ler shareholders agreed to merge 100% of Mil-Ler into Tonogold in a non-cash transaction for the issue of 54.1 million restricted shares in Tonogold. A Closing Agreement was executed by the parties on September 26, 2014. Mil-Ler operates the Nevmex iron ore mine located 24 miles from Hermosillo, Mexico.

Due to the weakness in the iron ore price management has decided to delay recommencement of production until signs of a price correction and/or confirmation of the ability to produce a higher quality product at increased margins.

B. Date and State of Incorporation: the Company was incorporated on March 4, 1997, in the State of Delaware.

C. The Issuer's Primary and Secondary SIC Codes: Primary SIC Code: 1041, Secondary SIC Code: 1081.

D. The issuer's fiscal year end date: December 31.

E. Principal products and services, and their markets. Our business model is to acquire and develop producing and near producing mining assets that may be undervalued or have growth potential. Our integration of Mil-Ler will be the primary focus of the company in the coming quarters. The primary product of Mil-Ler's Nevmex mine is iron ore having the capacity to produce approximately 30,000 metric tons (tonnes) per month. Mil-Ler currently sells its entire output to Chinese buyers. Mil-Ler sells its final product based on the international spot price for Iron Ore.

Item 7: Describe the Issuer's Facilities

We maintain 800 square feet of office storage space at 9925 Airway Road, San Diego, CA 92154. We currently pay no rent and have a month-to-month agreement with the primary lessee.

Mil-ler's Nevmex mine and associated concessions represent a large part of the Company's current focus and therefore a brief description follows.

<u>Information on Mil-Ler:</u>

Mil-Ler owns mineral rights over approximately 135 square miles (350 square kilometers) 40 kilometers north of Hermosillo (the capital of Sonora), Mexico. Exploration drilling over a small area of the total claims during 2011 confirmed the presence of economic iron ore mineralization.

- Production from the Ponderosa (open pit) commenced early 2013 and ramped up to a rate of 180,000 tonnes pa of final iron ore product grading around 57% Iron (Fe) by mid 2013.

- Mil-Ler owns its own mining fleet and process facility, which was originally funded from shareholder equity. Toward the end of 2013, Mil-Ler acquired additional mining equipment, funded from cash generated from its operations, that will enable production to double to 360,000 tpa of final iron ore product in early 2014.

- Mining fleet owned by Mil-Ler includes: ▪ 5 x Caterpillar Excavators ▪ 2 x Caterpillar front-end loaders ▪ 5 x 40 tonne trucks (2 Caterpillar and 2 Volvo) ▪ 2 x Caterpillar Bulldozers ▪ Grader, water truck, light towers

Note. Exploration and capital development costs are written off in the year that they are incurred.

- Mil-Ler is debt free

- Having recently increased its mining fleet, mining activities will focus on advanced prestrip in preparation for mining sustain a production rate supporting the planned 360,000 tonnes per annum of final iron ore product.

- In-situ iron grade of ~45% is upgraded to ~57% in the final product via a simple beneficiation process that involves 2-stage crushing followed by dry magnetic separation. Recovery of iron is estimated at 84% with 65% of tonnage recovered.

Tonopah Divide

This property in Nevada was dropped during 2016

King Tonopah Lease:

This property in Nevada was dropped during 2016

Item 8: Officers, Directors, and Control Persons

A. Names of Officers, Directors, and Control Persons

Mark J. Ashley, Chief Executive Officer

Brian A. Zamudio, Secretary, Treasurer, and Director

Travis Miller, Executive Director

Jordan Moelis, Director

Gustavo Mazon, Director

B. Legal and Disciplinary History: Please identify whether any of the foregoing persons have, in the past five 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 state securities regulatory of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated; or

None.

C. Beneficial Shareholders.

None

Item 9: Third Party Providers

1. Legal Counsel

Henry Bonner

P.O. Box 971 La Jolla, CA 92037-0971

Phone: (619) 278-8326

email: henry@bonner.net

2. Accountant or Auditor

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

3. Investor Relations Consultant

None.

Item 10: Issuer's Certification

I, Mark J Ashley, certify that:

1) I have reviewed the Disclosure Statement and Financial Statements of Tonogold Resources Inc for the quarter ending June 30, 2017.

2) Based upon my knowledge, this disclosure statement does not contain and untrue statement of material fact or omit to state a material fact necessary to make the statements made, in light of 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 operation and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

Dated August 16th 2017

Mark J Ashley, Chief Executive Officer
Tonogold Resources Inc.