

## Management Certification

The undersigned, on behalf of Tonogold Resources Inc (“the Company”), certifies that the information provided herein is accurate and complete to the best of the Company’s knowledge.

1. The Company publishes disclosure pursuant to the following obligation (select one):

### SEC REPORTING OBLIGATION:

- The Company has a reporting obligation under Section 13 or 15(d) of the Exchange Act
- The Company has a reporting obligation under Regulation A (Tier 2)
- The Company has a reporting obligation under Regulation Crowdfunding (CF)
- Other (describe) \_\_\_\_\_

### EXEMPT FROM SEC REGISTRATION/NO SEC REPORTING OBLIGATION:

- The Company is exempt from SEC registration and has a reporting obligation to a U.S. Bank Regulator
- The Company is exempt from SEC Registration and is reporting under the Alternative Reporting Standard

The Company is current in its reporting obligation as indicated above.

2. Indicate below 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:

3. Indicate below whether the Company is subject to Bankruptcy or reorganization proceedings.

Yes:  No:

4. The Company has a Verified Company Profile on OTCMarkets.com.
5. The Company is duly organized and in good standing under the laws of the state or jurisdiction in which the Company is organized or does business.
6. The Company understands and acknowledges its obligations to report company-related actions pursuant to Exchange Act Rule 10b-17 and FINRA Rule 6490.
7. The Company understands and acknowledges its obligations to publicly disclose material information in a timely manner in accordance with applicable U.S. federal securities laws, including but not limited to Section 10(b) of the Exchange Act and Rule 10b-5 thereunder.
8. The Company’s transfer agent and its address are listed below. If the Company acts as its own transfer agent, indicate that by listing the Company and its information in the fields provided.<sup>1</sup>

Transfer Agent: Equiniti Trust Company, LLC

Phone: +1(718) 921-8542

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<sup>1</sup> OTCQX and OTCQB companies are required to retain a transfer agent that participates in the Transfer Agent Verified Shares Program.

Email [Devonna.Reed@equiniti.com](mailto:Devonna.Reed@equiniti.com)  
 Address: 6201 15<sup>th</sup> Avenue, 3<sup>rd</sup> Floor, Brooklyn, NY 11219

9. The Company's most recent Annual Report was prepared by: Mark Ashley

Below is a list all law firm(s) and attorney(s) (including internal counsel) that acted as the Company's primary legal counsel in preparing its most recent annual report or, if no attorney assisted in preparing the disclosure, the person(s) who prepared the disclosure and their relationship to the Company.

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)

10. The Company's Officers, Directors and 5% Control Persons are listed below:

The table below provides information regarding all officers and directors of the Company, or any person that performs a similar function, regardless of the number of shares they own. To the best of the Company's knowledge, it includes all individuals or entities beneficially owning 5% or more of any class of the issuer's equity securities. To identify holders of 5% or more, companies may obtain a recent copy of their shareholder list that includes Non-Objecting Beneficial Owners or "NOBOs." SEC Reporting companies may also research their beneficial ownership and insider transaction filings such as on Schedules 13G or 13D or on Forms 3, 4, and 5.

As of (latest practicable date): April 9<sup>th</sup> 2025

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
Moelis Family Trust (Mr. Kenneth Moelis)	Owner >5%	Beverly Hills, California	40,240,050	COMMON	7.0%	None
Golden Calf Mining (Gustavo Mazon)	Owner >5% past director	Hermosillo, Sonora, Mexico	35,567,654	COMMON	6.2%	2
William Hunter	Director/CEO	Hendersonville, Tennessee	8,867,188	COMMON	1.5%	None
Travis Miller	Past Director	Galt, California	34,400,000	COMMON	6.0%	1
Robert Kopple	Director	Beverly Hills, California	49,572,728	COMMON	8.6%	None
Gustavo Mazon	Past Director	Hermosillo, Sonora, Mexico	3,799,368	COMMON	0.7%	5
Ryan Welker	Director	Sydney, NSW, Australia	6,500,000	COMMON	1.1%	None
Cody Whipperman	Director	Denver, Colorado	-	NA	0.0%	None
Gil Playford	Past Director	Vera Beach, Florida,	12,134,380	COMMON	2.1%	3
Mark Ashley	Acting CFO/past director	Woodland Hills, California	22,327,998	COMMON	3.9%	4

Note 1 – Travis Miller resigned as a director effective May 17<sup>th</sup>, 2022

Note 2 – Gustavo Mazon resigned as a director effective May 17<sup>th</sup>, 2022

Note 3 – Gil Playford was appointed a director effective May 17<sup>th</sup>, 2022, but resigned in January 2023

Note 4 - Mark Ashley's role as a director ceased on September 11<sup>th</sup>, 2022

Any additional material details, including conversion terms of any class of the issuer's equity securities, are below:

None

11. The Company has Convertible Debt as detailed below:

The following is a complete list of the Company's Convertible Debt which includes all promissory notes, convertible notes, convertible debentures, or any other debt instruments convertible into a class of the issuer's equity securities. The table includes all issued or outstanding convertible debt at any time during the last complete fiscal year and any interim period between the last fiscal year end and the date of this Certification.

Check this box to confirm the Company had no Convertible Debt issued or outstanding at any point during this period.

Any additional material details, including footnotes to the table are below :

Date of Note	Outstanding balance	Principle Amount @ issuance	Accrued Interest	Maturity Date	Conversion terms	Name of Noteholder	Reason for issuance
13-Mar-19	\$ 204,597	\$ 100,000	\$ 104,597	31-Dec-21	Convertible into shares at \$0.10/sh	Namdar Family Holdings LLC (Igal Namdar)	CLN3 Investment
18-Mar-19	\$ 306,387	\$ 150,000	\$ 156,387	31-Dec-21	Convertible into shares at \$0.10/sh	Namdar Family Holdings LLC (Igal Namdar)	CLN3 Investment
3-May-19	\$ 100,582	\$ 50,000	\$ 50,582	30-Apr-22	Convertible into shares at \$0.10/sh	Nikita Demetrio Kyriakis Georgouses	CLN3 Investment
3-May-19	\$ 100,582	\$ 50,000	\$ 50,582	30-Apr-22	Convertible into shares at \$0.10/sh	Nikita Demetrio Kyriakis Corella	CLN3 Investment
7-May-19	\$ 100,449	\$ 50,000	\$ 50,449	30-Apr-22	Convertible into shares at \$0.10/sh	Luis Manuel Laborin	CLN3 Investment
22-May-19	\$ 100,244	\$ 50,000	\$ 50,244	30-Apr-22	Convertible into shares at \$0.18/sh	Haywood Securities in trust for Bryan Hyde	CLN4 Investment
11-Jun-19	\$ 99,290	\$ 50,000	\$ 49,290	30-Apr-22	Convertible into shares at \$0.18/sh	Bryan Hyde	CLN4 Investment
8-Jul-19	\$ 787,238	\$ 400,000	\$ 387,238	31-Dec-21	Convertible into shares at \$0.10/sh	Namdar Family Holdings LLC (Igal Namdar)	CLN3 Investment
24-Sep-19	\$ 383,566	\$ 200,000	\$ 183,566	31-Jan-22	Convertible into shares at \$0.18/sh	Emilio Califa Carranza	CLN4 Investment
3-Oct-19	\$ 191,148	\$ 100,000	\$ 91,148	31-Jan-22	Convertible into shares at \$0.18/sh	Felipe de Jesus Benavides Perez	CLN4 Investment
31-Oct-19	\$ 18,951	\$ 10,000	\$ 8,951	30-Jun-22	Convertible into shares at \$0.18/sh	Rafahel Villasana Pants	CLN4 Investment
6-Nov-19	\$ 71,723	\$ 37,935	\$ 33,788	30-Jun-22	Convertible into shares at \$0.18/sh	Rafahel Villasana Pants	CLN4 Investment
1-Nov-19	\$ 3,911	\$ 2,065	\$ 1,846	30-Jun-22	Convertible into shares at \$0.18/sh	Rafahel Villasana Pants	CLN4 Investment
6-Nov-19	\$ 37,814	\$ 20,000	\$ 17,814	30-Apr-22	Convertible into shares at \$0.18/sh	Jeffrey Mueller	CLN4 Investment
12-Dec-19	\$ 186,825	\$ 100,000	\$ 86,825	31-Jan-22	Convertible into shares at \$0.18/sh	Emilio Califa Carranza	CLN4 Investment
18-Dec-19	\$ 50,342	\$ 27,000	\$ 23,342	31-Jan-22	Convertible into shares at \$0.18/sh	Marshall G Berol	CLN4 Investment
21-Jan-20	\$ 55,309	\$ 30,000	\$ 25,309	30-Apr-22	Convertible into shares at \$0.18/sh	Paul Borchardt Chuan Gao JTWROS	CLN4 Investment
24-Jan-20	\$ 55,254	\$ 30,000	\$ 25,254	31-Dec-21	Convertible into shares at \$0.18/sh	Oculus Holdings (Sebastian Zepeda)	CLN4 Investment
21-Jan-20	\$ 59,918	\$ 32,500	\$ 27,418	31-Jan-22	Convertible into shares at \$0.18/sh	Emilio Califa Carranza	CLN4 Investment
5-Feb-20	\$ 91,724	\$ 50,000	\$ 41,724	30-Apr-22	Convertible into shares at \$0.18/sh	Henry Polkinghorne	CLN4 Investment
11-Feb-20	\$ 19,773	\$ 10,800	\$ 8,973	31-Dec-21	Convertible into shares at \$0.18/sh	Richard Barth	CLN4 Investment
13-May-20	\$ 53,274	\$ 30,000	\$ 23,274	30-Apr-22	Convertible into shares at \$0.18/sh	Pieter Busscher	CLN4 Investment
14-Apr-20	\$ 35,859	\$ 20,000	\$ 15,859	30-Apr-22	Convertible into shares at \$0.18/sh	Jorge Zaided Corella	CLN4 Investment
20-May-20	\$ 177,169	\$ 100,000	\$ 77,169	31-Dec-21	Convertible into shares at \$0.18/sh	Espectaculos Costa Del Pacifico SA DE C.V. (Jose Antonio Toledo Ortiz)	CLN4 Investment
26-May-20	\$ 354,516	\$ 200,500	\$ 154,016	31-Jan-22	Convertible into shares at \$0.18/sh	Dist de Aves y Carnes Fiqui (Daniel Quintana) #	CLN4 Investment
3-Jun-20	\$ 264,521	\$ 150,000	\$ 114,521	31-Dec-21	Convertible into shares at \$0.18/sh	Ema Gard Fund L.P. (Lawrence Lepard)	CLN4 Investment
9-Jun-20	\$ 263,996	\$ 150,000	\$ 113,996	31-Dec-21	Convertible into shares at \$0.18/sh	Myrmikan Gold Fund LLC (Daniel Oliver Jr)	CLN4 Investment
18-Jun-20	\$ 17,547	\$ 10,000	\$ 7,547	31-Dec-21	Convertible into shares at \$0.18/sh	Stephan George Timler	CLN4 Investment
2-Jul-20	\$ 87,329	\$ 50,000	\$ 37,329	30-Apr-22	Convertible into shares at \$0.18/sh	Marc Kieler	CLN4 Investment
6-Jul-20	\$ 17,443	\$ 10,000	\$ 7,443	15-Mar-22	Convertible into shares at \$0.18/sh	Anita Gunderson	CLN4 Investment
6-Jul-20	\$ 17,443	\$ 10,000	\$ 7,443	31-Dec-21	Convertible into shares at \$0.18/sh	Thomas and Julie McDonald	CLN4 Investment
22-Mar-20	\$ 42,867	\$ 39,000	\$ 3,867	3/31/2025	Convertible into shares at \$0.02/sh	Sunset Capital Management PTY LTD (Jason Peterson)	CLN5 Investment
22-Mar-20	\$ 10,991	\$ 10,000	\$ 991	3/31/2025	Convertible into shares at \$0.02/sh	CHAMPAGNE CAPITAL PTY LTD (Jason Peterson)	CLN5 Investment
22-Mar-20	\$ 10,991	\$ 10,000	\$ 991	3/31/2025	Convertible into shares at \$0.02/sh	MR KEITH STUART LIDDELL + MRS SHELAGH JANE LIDDELL,	CLN5 Investment
22-Mar-20	\$ 5,496	\$ 5,000	\$ 496	3/31/2025	Convertible into shares at \$0.02/sh	AJ LOO INVESTMENTS PTY LTD (Jason Peterson)	CLN5 Investment
22-Mar-20	\$ 8,793	\$ 8,000	\$ 793	3/31/2025	Convertible into shares at \$0.02/sh	CHALLENGE AURORA PTY LTD (Jason Peterson)	CLN5 Investment
22-Mar-20	\$ 5,496	\$ 5,000	\$ 496	3/31/2025	Convertible into shares at \$0.02/sh	MR JOHN HARRY LENTHALL + MR LEO MICHAEL FOSTER	CLN5 Investment
22-Mar-20	\$ 38,470	\$ 35,000	\$ 3,470	3/31/2025	Convertible into shares at \$0.02/sh	WILGUS INVESTMENTS PTY LTD (Jason Peterson)	CLN5 Investment
22-Mar-20	\$ 5,496	\$ 5,000	\$ 496	3/31/2025	Convertible into shares at \$0.02/sh	BARNES SUPERANNUATION FUND PTY (Jason Peterson)	CLN5 Investment
22-Mar-20	\$ 10,991	\$ 10,000	\$ 991	3/31/2025	Convertible into shares at \$0.02/sh	SARODAN PTY LTD (Jason Peterson)	CLN5 Investment
22-Mar-20	\$ 10,991	\$ 10,000	\$ 991	3/31/2025	Convertible into shares at \$0.02/sh	MILWAL PTY LTD (Jason Peterson)	CLN5 Investment
22-Mar-20	\$ 10,991	\$ 10,000	\$ 991	3/31/2025	Convertible into shares at \$0.02/sh	JAKORY PTY LTD (Jason Peterson)	CLN5 Investment
22-Mar-20	\$ 3,297	\$ 3,000	\$ 297	3/31/2025	Convertible into shares at \$0.02/sh	RIMOYNE PTY LTD (Jason Peterson)	CLN5 Investment
22-Mar-20	\$ 5,496	\$ 5,000	\$ 496	3/31/2025	Convertible into shares at \$0.02/sh	MR KEVIN COOPER	CLN5 Investment
22-Mar-20	\$ 5,496	\$ 5,000	\$ 496	3/31/2025	Convertible into shares at \$0.02/sh	SCZT PTY LTD (Jason Peterson)	CLN5 Investment
3-Apr-24	\$ 10,948	\$ 10,000	\$ 948	3/31/2025	Convertible into shares at \$0.02/sh	CPS CAPITAL GROUP PTY LTD (Jason Peterson)	CLN5 Investment
15-May-24	\$ 26,991	\$ 25,000	\$ 1,991	3/31/2025	Convertible into shares at \$0.02/sh	AYMON PACIFIC PTY LTD	CLN5 Investment
5-Jun-24	\$ 70,779	\$ 66,000	\$ 4,779	3/31/2025	Convertible into shares at \$0.02/sh	ALEXANDER JOHN PEDEN	CLN5 Investment
9-Jul-24	\$ 17,166	\$ 16,193	\$ 973	3/31/2025	Convertible into shares at \$0.02/sh	GREGORY MARK EGAN	CLN5 Investment
10-Sep-24	\$ 3,634	\$ 3,500	\$ 134	3/31/2025	Convertible into shares at \$0.02/sh	ALAN KESSLER	CLN5 Investment
13-Sep-24	\$ 10,372	\$ 10,000	\$ 372	3/31/2025	Convertible into shares at \$0.02/sh	ALAN KESSLER	CLN5 Investment
13-Sep-24	\$ 5,186	\$ 5,000	\$ 186	3/31/2025	Convertible into shares at \$0.02/sh	ALAN KESSLER	CLN5 Investment
19-Sep-24	\$ 2,588	\$ 2,500	\$ 88	3/31/2025	Convertible into shares at \$0.02/sh	ALAN KESSLER	CLN5 Investment
20-Sep-24	\$ 4,139	\$ 4,000	\$ 139	3/31/2025	Convertible into shares at \$0.02/sh	ALAN KESSLER	CLN5 Investment
14-Nov-24	\$ 101,606	\$ 100,000	\$ 1,606	3/31/2025	Convertible into shares at \$0.02/sh	Lawrence Hershfield Roth	CLN5 Investment
Bal at Dec 31st, 2024	\$ 4,743,994	\$ 2,682,993	\$ 2,061,002				

# denotes Note having been assigned

**Signature:**

Name of Principal Executive Officer or Principal Financial Officer: William Hunter

Title: Acting CEO

Date: April 9<sup>th</sup> 2025

Signature: *"/s/William Hunter*

(Digital Signatures should appear as "/s/ [OFFICER NAME]")