

TONOGOLD RESOURCES, INC.

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2007 ANNUAL SHAREHOLDERS' MEETING PROXY STATEMENT,
INCLUDING CONFIDENTIAL DISCLOSURE AND CONSENT SOLICITATION
STATEMENT FOR TONOGOLD RESOURCES, INC., A DELAWARE CORPORATION

February 21, 2007

Tonogold Resources, Inc., a Delaware corporation, formerly PLP Holdings, Inc., a Delaware corporation (the "Company"), is furnishing this Annual Shareholders' Meeting Proxy Statement, including Confidential Disclosure and Consent Solicitation Statement (this "Disclosure Statement"), to the holders of the shares of the issued and outstanding Common Stock of the Company (the "Investors' Voting Shares" or "Investors' Shares") in anticipation of the 2007 Annual Meeting of Shareholders (the "Annual Meeting") in order to describe the business to be conducted at the Annual Meeting. This Disclosure Statement and the enclosed form of proxy and consent (the "Proxy and Consent") are first being mailed or delivered on or about February 23, 2007 to all shareholders of record of the Company (the "Shareholders") as of the close of business on February 21, 2007.

I. ELECTION OF BOARD OF DIRECTORS

The Company proposes to elect, and hereby nominates, the following individuals to serve on the board of directors of the Company until the next duly noticed and held annual meeting of shareholders of the Company:

<u>Name</u>	<u>Age</u>
Jeffrey J. Janda	41
Brian A. Zamudio	40
Donald G. Strachan	65

The biographies of the proposed board members are set forth below:

JEFFREY J. JANDA, CHAIRMAN, PRESIDENT

Mr. Janda, age 41, has served as Chairman and as President of Tonogold Resources, Inc. since its acquisition by Point Loma Partners in May 2002. Mr. Janda is also the Chairman and President of Prospect Uranium, Inc., a company he founded in 2005. Mr. Janda served as the Chairman and Chief Executive Officer of Point Loma Partners, Inc., an investment company based in San Diego, California from 1998 to 2002. Mr. Janda was the President of Janda & Garrington, an NASD licensed investment banking and stock brokerage company he founded in 1996 and sold in 1999. Before founding Janda & Garrington, he served as Managing Director of Corporate Finance at W. B. McKee Securities, Inc. in Phoenix, Arizona from 1994 to 1996. From 1992 to 1994, Mr. Janda was the Director of Corporate Finance with First Affiliated Securities.

Mr. Janda has worked as an advisor on a variety of public and private financings, mergers and acquisitions, including managing several successful initial public offerings such as those of the L.L. Knickerbocker Company, ModaCAD, Inc., and U.S. Laboratories, Inc. Mr. Janda has raised \$45 million for 14 companies. Mr. Janda was educated at the University of Iowa where he received a B.A. degree.

**BRIAN A. ZAMUDIO
EXECUTIVE VICE PRESIDENT, SECRETARY AND DIRECTOR**

Mr. Zamudio, age 40, has served as the Executive Vice President of the Company since May 2003. Mr. Zamudio was the Chief Operating Officer of Point Loma Partners, Inc. from 1999 to 2002. Mr. Zamudio was also the President of Daybreak Apparel LLC, an apparel manufacturer based in San Diego, California, from 1999 to 2004. Prior professional experience includes acting as the Managing Partner of Big Rock Holdings, a real estate development company. While at Big Rock, Mr. Zamudio was responsible for acquisitions and financing. Prior to Big Rock, Mr. Zamudio worked in the mortgage securities department at Sentra Spelman, a brokerage firm based in San Diego, California.

**DONALD G. STRACHAN
VICE PRESIDENT OF EXPLORATION AND DIRECTOR**

Mr. Strachan, age 65 has served as a Director and as Vice President of Exploration of the Company since 2005. He is a senior professional geologist with over 30 years of experience in mineral exploration in the western United States and eastern Africa. From 1986 to the present time, Mr. Strachan has been based in the Reno, Nevada area and has worked as an independent geologist evaluating gold and silver properties. From 1984 to 1986, he worked as a geologist for St. Joe Minerals involved in precious metal exploration in the western United States. From 1976 to 1979, he was an economic geologist for Houston Oil and Minerals, working in uranium and base metals, and from 1980 to 1983 focused on gold and silver exploration and development projects in western Nevada. He holds a B.A. degree in Geology from California State University in Fresno, California and a M.S. degree in Geology from the New Mexico Institute of Mining and Technology. Mr. Strachan is a Certified Professional Geologist and a member of the Geologic Society of Nevada, the Geologic Association of Canada, and the Society of Economic Geologists.

II. RECOMMENDATION OF THE BOARD

The Board of Directors recommends and requests that the Shareholders approve this slate of directors as detailed in this Disclosure Statement. Please be advised that the decision to propose these particular directors has been or shall be made and for the Company by its Board of Directors, and that the holders of the Investors' Shares will not have any right to vote on or approve such decision, except as provided hereby.

III. CONSENT PROCEDURES

Vote Required

Each proposed member of the Board of Directors cannot be elected without the approval of holders of at least 51 percent in interest of the outstanding Investors' Shares. To this end, the Company is holding its 2007 Annual Meeting of Shareholders (the "Annual Meeting") on March 23, 2007 at 2:00 p.m., Pacific Standard Time, at the Sunrise Room, Stratosphere Tower at the Stratosphere Hotel in Las Vegas, Nevada.

Proxy and Consent Solicitation

Proxies and Consents will be solicited until the commencement of the Annual Meeting, but may be requested by the Company subsequent thereto. The Proxies and Consents are being solicited by the Board of Directors. Except as otherwise described herein, all expenses of the Proxy and Consent Solicitation, including the cost of preparing and mailing this Disclosure Statement, will be borne by the Company. In addition to solicitation by the use of the mails, Proxies and Consents may be solicited by directors, officers, employees and affiliates of the Company in person or by telephone, fax, e-mail or other means of communication. Such persons will not be additionally compensated for such solicitation, but may be reimbursed for out-of-pocket expenses arising from such solicitation. Arrangements will be made with custodians, nominees and fiduciaries for forwarding the consent solicitation materials to beneficial owners of shares held of record by such custodians, nominees and fiduciaries, and the Company will reimburse such custodians, nominees and fiduciaries for reasonable expenses thereby incurred.

Effectiveness, Acceptance and Revocation of Proxy and Consents

Shareholders who elect to approve or disapprove of the proposed directors should so indicate by marking the appropriate box on, and signing and dating the form of Proxy and Consent included herewith, and either (i) mailing it in the self-addressed, stamped envelope provided, to the Company as follows: TONOGOLD RESOURCES, INC., 5771 LA JOLLA BOULEVARD, LA JOLLA, California 92037, Attention Jeff Janda, President; (ii) delivering it in person at the Meeting; or (iii) faxing it to Jeff Janda at (858) 456-2540. If no box on the Proxy and Consent is checked but the Proxy and Consent is otherwise properly completed and signed, the Shareholder will be deemed to have approved the proposed slate of directors. All questions as to the validity and acceptance of a returned Proxy and Consent, unless revoked as provided below, shall be determined by the Board of

Directors in its sole and absolute discretion, which determination shall be final and binding.

All Proxies and Consents received by the Company shall be revocable until the vote with respect to approval of the proposed directors is taken at the Annual Meeting. A Proxy and Consent may be revoked by a Shareholder by the subsequent delivery of a new, properly-completed and signed Proxy and Consent by delivery to the Company, in care of Jeffrey Janda as provided above, of a notice of revocation or by the Shareholder attending the Annual Meeting and therein personally revoking a previously-delivered Proxy and Consent. Any revocation of a previously-delivered Proxy and Consent shall be effective only as to those shares identified in the revocation.

YOUR VOTE IS IMPORTANT. Each Shareholder's vote is important to the Company. The Board of Directors requests that you carefully review this Disclosure Statement and either return the enclosed Proxy and Consent to the Company or attend the Annual Meeting.

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Questions may also be addressed to Blair Krueger, Esq., The Krueger Group, LLP at 5771 La Jolla Boulevard, Suite B, La Jolla, California 92037, or by telephone at (858) 729-9997, or by fax at (858)729-9995.

PROXY AND CONSENT

TONOGOLD RESOURCES, INC.

ANNUAL MEETING OF SHAREHOLDERS — March 23, 2007

The undersigned holder(s) of Common Stock (collectively, the “Shares”) of Tonogold Resources, Inc., a Delaware corporation (the “Company”), hereby nominates, constitutes and appoints Mr. Jeffrey Janda and/or Mr. Brian Zamudio, each a California resident, the attorney, agent and proxy of the undersigned, with full power of substitution, to vote all Shares of the Company which the undersigned is entitled to vote at the 2007 Annual Meeting of Shareholders of the Company to be held on March 23, 2007 at the Sunrise Room, Stratosphere Tower at the Stratosphere Hotel in Las Vegas, Nevada., and any and all adjournments or postponements thereof, with respect to the matters described in the accompanying Confidential Disclosure and Consent Solicitation Statement, and in his discretion, on such other matters which properly come before the meeting, as fully and with the same force and effect as the undersigned might or could do if personally present thereat, as follows:

1. Voting for the Board of Directors

Jeffrey Janda	FOR	WITHHOLD	ABSTAIN
Brian Zamudio	FOR	WITHHOLD	ABSTAIN
Donald G. Strachan	FOR	WITHHOLD	ABSTAIN

2. To transact such other business as may properly come before the Annual Meeting and any adjournment or adjournments or postponements thereof. Management presently knows of no other business to be presented by or on behalf of the Company or its Board of Directors at the Annual Meeting.

THIS PROXY AND CONSENT IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS AND MAY BE REVOKED PRIOR TO ITS EXERCISE. PLEASE SIGN AND DATE BELOW.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE OF “**FOR**” JEFFREY JANDA, BRIAN ZAMUDIO AND DONALD G. STRACHAN TO SERVE AS DIRECTORS, UNLESS OTHER INSTRUCTIONS ARE INDICATED, IN WHICH CASE THE PROXY SHALL BE VOTED IN ACCORDANCE WITH SUCH INSTRUCTIONS. IF ANY OTHER BUSINESS IS PRESENTED AT THE MEETING, THIS PROXY SHALL BE VOTED IN ACCORDANCE WITH THE RECOMMENDATIONS OF THE BOARD OF DIRECTORS.

**Confidential Disclosure
and Consent Solicitation**

Dated: _____

(Please print name)

(Signature of Shareholder)

Dated: _____

(Please print name of co- or joint owner, if any)

(Signature of co- or joint Shareholder, if any)

(Please date this Proxy and Consent and sign your name as it appears on your stock certificates. Executors, administrators, trustees, etc., should give their full titles. All joint owners should sign).

I do do not expect to attend the Meeting. Number of Persons _____

The undersigned's Purchaser Representative, if any, represents as follows:

I have reviewed and discussed this Proxy Statement with the undersigned whose signature appears above, with a view toward determining whether the undersigned's approval of the matters presented by the board of directors is appropriate in light of the undersigned's circumstances, as such circumstances have been disclosed to me by the undersigned.

Signature of Purchaser Representative (if any)

Signature of Purchaser Representative (if any)