

**TONOGOLD RESOURCES, INC. AND SUBSIDIARY**

**Financial Statements  
(Unaudited)**

**For the three months ended March 31, 2011 and 2010**

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**Tonogold Resources, Inc. and Subsidiary**

**Consolidated Balance Sheets**

(Unaudited)

	<b>March 31, 2011</b>	<b>December 31, 2010</b>
<b>ASSETS</b>		
<b>Current Assets</b>		
Cash	\$ 47,014	\$ 17,317
<b>Total Current Assets</b>	47,014	17,317
Property, plant and equipment, net	954	954
Project investments	42,289	42,289
Loans to NPV Energy, Inc.	1,620	1,620
Investment in American Energy Fields, Inc.	1,825,750	-
Investment in TNR Stock	21,250	21,250
Investment in Secure Energy LLC	-	284,599
<b>Total Assets</b>	\$ 1,938,877	\$ 368,029
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
<b>Current Liabilities</b>		
Accounts payable	\$ 14,079	\$ 47,197
Accrued interest	21,934	21,934
Accrued payroll taxes	7,510	614
Deferred consulting fees	63,334	101,334
Notes payable	1,500	54,000
Shareholder loans	28,650	5,150
<b>Total Current Liabilities</b>	137,007	230,229
<b>Stockholders' Equity</b>		
Preferred stock series A, 1,000,000 authorized: None issued	-	-
Preferred stock series B, 1,000,000 authorized: None issued	-	-
Preferred stock series C, 1,000,000 authorized: Issued	200,000.00	200,000.00
Common stock, \$0.001 par value: 100,000,000 shares authorized, 88,183,453 shares issued and outstanding at March, 31, 2011 and 87,438,453 at December 31, 2010, respectively	88,182	87,438
Additional paid-in capital	8,573,122	8,539,866
Deficit accumulated	(10,437,485)	(11,087,726)
<b>Total Stockholders' Equity</b>	(1,576,181)	(2,260,422)
<b>Minority interest</b>	3,378,051	2,398,222
<b>Total Liabilities and Stockholder's Equity</b>	\$ 1,938,877	\$ 368,029

See accompanying notes to Consolidated Financial Statements

**Tonogold Resources, Inc. and Subsidiary**

**Consolidated Statement of Operations**  
(Unaudited)

	<b>For the Three Months ended</b>	<b>For the Three Months ended</b>
	<b>March 31,</b>	<b>March 31,</b>
	<b>2011</b>	<b>2010</b>
<b>Net Revenues</b>	\$ 1,721,315	\$ 2,000
<b>Cost of Revenue</b>	-	-
<b>Gross Profit</b>	1,721,315	2,000
<b>Operating Expenses</b>		
Mineral Property Costs	4,233	45,785
General and Administrative expenses	85,513	111,347
<b>Total Operating Expenses</b>	89,746	157,132
<b>Gain ( loss) from Operations</b>	1,631,569	(155,132)
<b>Other Income (Expense)</b>		
Interest Expense	(1,500)	(2,931)
<b>Gain (loss) before Minority interest</b>	1,630,069	(158,063)
<b>Minority interest before provision for income taxes</b>	(1,015,570)	4,282
<b>Net loss before provision for income taxes</b>	614,499	(153,781)
<b>Provision for income taxes</b>	-	-
<b>Net Loss</b>	\$ 614,499	\$ (153,781)
<b>Net Gain (Loss) Per Share - Basic and Fully Diluted</b>	\$ 0.01	\$ (0.00)
Weighted average number of Common shares outstanding, basic and fully diluted	87,808,231	76,930,563

See accompanying notes to Consolidated Financial Statements

**Tonogold Resources, Inc. and Subsidiary**  
**Consolidated Statement of Cash Flows**  
(Unaudited)

	<b>For the Three months</b>	
	<b>Ended</b>	
	<b>March 31,</b>	<b>March 31,</b>
	<b>2011</b>	<b>2010</b>
<b>Cash Flows from Operating Activities</b>		
Net gain or (loss)	\$ 614,499	\$ (153,781)
Adjustment to reconcile net loss to net cash provided by operations:		
Non cash proceeds on net gain on sale of Secure Energy, LLC	(1,681,815)	-
Stock issued for expenses	1,000	30,000
Deferred consulting fees	(38,000)	-
Minority share of loss	1,015,570	4,282
Changes in operating working capital:		
(Increase)/decrease in accounts payable	(2,455)	25,245
Accrued liabilities	6,896	5,733
	-	-
Net change in operating working capital	(698,804)	65,260
<b>Net Cash Provided Used in Operations</b>	<b>(84,305)</b>	<b>(88,521)</b>
<b>Cash Flows From Investing Activities</b>		
Cash received on sales of Secure Energy LLC	60,000	60
Investment in projects	-	(5,582)
(Acquisition) disposition of fixed assets	-	(294)
<b>Net Cash Provided by (Used in) Investments Activities</b>	<b>60,000</b>	<b>(5,816)</b>
<b>Cash Flows from Financing Activities</b>		
Shareholder loans advanced	23,500	17,500
Common stock issued for cash	33,000	20,000
Notes payable (paid)	(2,500)	-
Nyac	-	(2,000)
Minority interest in consolidated subsidiary	(98)	(20,131)
<b>Net Cash Provided by Financing Activities</b>	<b>53,902</b>	<b>15,369</b>
<b>Net (Decrease) Increase in Cash</b>	<b>29,597</b>	<b>(78,968)</b>
<b>Cash--Beginning of Period</b>	<b>17,417</b>	<b>86,857</b>
<b>Cash - Ending of Period</b>	<b>\$ 47,014</b>	<b>\$ 7,889</b>
<b>Supplemental Disclosure of Non-Cash Investing and Financing Activities:</b>		
Issuance of common stock for expenses	\$ 1,000	\$ 30,000
Income taxes paid	\$ -	\$ -
Interest paid	\$ 1,500	\$ 2,932

See accompanying notes to Consolidated Financial Statements

**Tonogold Resources, Inc. and Subsidiary**  
**Statement of Stockholders' Equity**  
(Unaudited)

	<b>COMMON SHARES</b>		<b>ADDITIONAL</b>	<b>PREFERRED</b>	<b>PREFERRED</b>	<b>INCOME</b>	<b>STOCKHOLDERS'</b>
	<b>Shares</b>	<b>Par Value \$0.001</b>	<b>PAID-IN CAPITAL</b>	<b>SHARES PAID IN C</b>	<b>SHARES PAR C</b>		<b>(DEFICIT)</b>
Balance December 31, 2009	76,337,819	76,337	8,134,952	199,200	800	(10,531,196)	(259,931)
Common stock issued for cash	9,085,634	9,085	315,035				324,120
Common stock issued for services	1,165,000	1,165	48,835				50,000
Common stock issued for note payable	850,000	850	41,045				41,895
Net loss						(520,788)	(520,788)
Balance December 31, 2010	87,438,453	\$ 87,437	\$ 8,539,867	\$ 199,200	\$ 800	\$ (11,051,984)	\$ (364,704)
Common stock issued for cash	740,000	740	32,260				33,000
Common stock issued for servcies	5,000	5	995				1,000
Net gain						614,499	614,499
Balance March 31,2011	88,183,453	88,182	8,573,122	199,200	800	(10,437,485)	283,795

See accompanying notes to Financial Statements

**Tonogold Resources, Inc. and Subsidiary**  
**Footnotes to Consolidated Financial Statements**  
**For the Three Months Ended March 31, 2011 and 2010**

**(Unaudited)**

**Note 1. Organization and Significant Accounting Policies**

Organization and Line of Business

Tonogold Resources, Inc., a Delaware corporation, is a result of the Acquisition of Point Loma Partners, Inc. "PLP" by Gamesboro .Com, Inc. "GB" (formerly Alliance Trophy Club, Inc.) as of May 1, 2002. The Company changed its name to Tonogold Resources, Inc. in 2004.

In May of 2005 the Company formed a subsidiary, Prospect Uranium, Inc. which is in the uranium exploration business. Tonogold owns approximately 39.1% of Prospect Uranium at March 31, 2011.

Tonogold has been primarily engaged in the acquisition, exploration and development of mining properties, however in 2008 the company reviewed its business plans for the future. The Company will now focus on obtaining and proving out mining leases for sale to other mining development companies in order to generate income from the sale of mining claims for cash, joint venture interests and for royalties. In addition, the Company will do consulting with mining development companies on acquisition of leases.

During 2009 and continuing into 2011 the Company has generated revenues from the sale of mining properties taking stock, cash and royalty percentages.

Therefore, the company has ceased to continue as an Exploration company (subject to Development Stage reporting principles) and has started reporting as an operating company.

Principles of Consolidation

The accompanying consolidated financial statements include the accounts of the Company and its 39.1% owned subsidiary Prospect Uranium, Inc., of which the Company has the ability to exercise control and direct operations. All significant inter-company transactions and balances have been eliminated in consolidation.

Basis of Preparation

The accompanying unaudited consolidated financial statements have been prepared in accordance with generally accepted accounting principles for financial reporting and pursuant to the rules and regulations of the Securities and Exchange Commission ("Commission").

Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities on the date of the financial statements and the reported amounts of revenues and expenses during the period. Actual results could differ from those estimates.

Revenue Recognition

The Company recognizes revenue from the sale of leases at the time the lease is sold and income from consulting agreements as earned. Royalty income recognized as received.

Property, Plant and Equipment

Property, plant and equipment is stated at cost and depreciated using the straight-line method over the estimated useful life of the assets, which is three to ten years.

Long-Lived Assets

The Company accounts for intangible assets in accordance with Statement of Financial Accounting Standards (SFAS) No.144 " Accounting For The Impairment or Disposal of Long-Lived Assets" and Statement of Financial Accounting Standards (SFAS )No. 142 "Goodwill and Other Intangible".

## Income Taxes

The Company follows SFAS No. 109 "Accounting for Income Taxes" (SFAS No. 109) for recording the provision for income taxes. Deferred tax assets and liabilities are computed based upon the differences between the financial statement and income tax basis of assets and liabilities using the enacted marginal tax rate applicable when the related asset or liability is expected to be realized or settled. Deferred income tax expense or benefit is based on the change in the asset or liability each period. If available evidence suggests that it is more likely than not that some portion or all of the deferred tax assets will not be realized, a valuation allowance is required to reduce the deferred tax asset to the amount that is more likely than not to be realized. Future changes in such valuation allowance are included in the provision for deferred income taxes in the period of change.

Deferred income taxes may arise from temporary differences resulting from income and expense items reported for financial accounting and tax purposes in different periods. Deferred taxes are classified as current or non-current, depending on the classification of assets and liabilities to which they relate. Deferred taxes arising from temporary differences that are not related to an asset or liability are classified as current or non-current depending on the periods in which the temporary differences are expected to reverse.

Minimum State income taxes are recorded as paid.

## Reclassifications

Certain prior period amounts have been reclassified to conform to the current period's presentation.

## Going Concern

The consolidated financial statements have been prepared assuming that the Company will continue as a going concern. As of March 31, 2011 the Company had cash of \$47,014 and negative working capital of \$82,493. The Company had net income from continuing operations of \$614,499 for the three months ended March 31, 2011 and a loss of \$153,781 for the three months ended March 31, 2010.

The accompanying financial statements do not include any adjustments relating to the recoverability and classification of asset carrying amounts or the amount and classification of liabilities that might result should the Company be unable to continue as a going concern.

## Mining Property costs

The Company incurs costs on activities that relate to the securing of mining leases. The costs are capitalized as investments in projects until the lease can be sold or until the lease proves to be of no value and expensed .

## Stock-Based Compensation

Statement of Financial Accounting Standards No. 123 (Revised 2004), "Share-Based Payment" ("SFAS 123R"). SFAS 123R requires that compensation cost related to share-based payment transactions be recognized in the financial statements. Share-based payment transactions within the scope of SFAS 123R include stock options, restricted stock plans, performance-based awards, stock appreciation rights, and employee share purchase plans. The provisions of SFAS 123R, as amended, are effective for small business issuers beginning as of the next interim period after December 15, 2005.

The Company has elected to use the modified-prospective approach method. Stock-based compensation expense for all awards granted is based on the grant-date fair values estimated in accordance with the provisions of FAS 123R. The Company recognizes these compensation costs, net of an estimated forfeiture rate, on a pro rata basis over the requisite service period of each vesting tranches of each award.

The Company considers voluntary termination behavior as well as trends of actual option forfeitures when estimating the forfeiture rate.

The Company measures compensation expense for its non-employee stock-based compensation under the Financial Accounting Standards Board (FASB) Emerging Issues Task Force (EITF) Issue No. 96-18, "Accounting for Equity Instruments that are Issued to Other Than Employees for Acquiring, or in Conjunction with Selling, Goods or Services". The fair value of the option issued is used to measure the transaction, as this is more reliable than the fair value of the services received. The fair value is measured at the value of the Company's common stock on the date that the commitment for performance by the counterparty has been reached or the counterparty's performance is complete. The fair value of the equity instrument is charged directly to compensation expense and additional paid-in capital.

## Basics and Diluted Net Loss Per Common Share

The Company computes per share amounts in accordance with SFAS No. 128, "Earnings per Share". SFAS No. 128 requires presentation of basis and diluted EPS. Basic EPS is computed by dividing the income (loss) available to Common Shareholders by the weighted-average number of common shares outstanding for the period. Diluted EPS is based on the weighted-average number of shares of common stock and common stock equivalents outstanding during the periods.

### **Note 2. Notes Payable**

The following notes were payable at March 31, 2011

	<u>Date</u>	<u>Interest %</u>	<u>Due</u>	<u>Amount</u>
Winters	September 2009	12%	On demand	\$ 1,500

The Edwards note of \$50,000 was assumed by AEFI when it acquired Secure Energy LLC in March 2011. Interest expense was \$1,500 and \$2,931 for the three months ended March 31, 2011 and 2010, respectively.

### **Note 3. Shareholder loans**

Loans from shareholders \$28,650 at March 31, 2011 were non-interest bearing and due on demand.

### **Note 4. Income taxes**

The components of the deferred tax asset are as follows:

	<u>March 31, 2011</u>	<u>December 31, 2010</u>
Deferred tax assets		
Net operating loss carry-forward	\$ 3,628,000	\$ 3,612,000
Valuation allowance	<u>(3,628,000)</u>	<u>(3,612,000)</u>
Net deferred tax assets	\$ <u>-</u>	\$ <u>-</u>

The Company had available approximately \$8,010,000 at December 31, 2010 and \$8,849,000 at March 31, 2011 of unused Federal and California net operating loss carry-forwards that may be applied against future taxable income. These net operating loss carry-forwards expire through 2030 and 2020 for Federal and State purposes, respectively. There is no assurance that the Company will realize the benefit of the net operating loss carry-forwards.

SFAS No. 109 requires a valuation allowance to be recorded when it is more likely than not that some or all of the deferred tax assets will not be realized.

Reconciliation of the differences between the statutory tax rate and the effective income tax rate is as follows at March 31, 2011 and December 31, 2010 respectively:

Statutory rate	35%
State taxes, net of Federal tax benefit	6%
Net operating loss carryforward	41%
Effective tax rate	0%

## Note 5. Project investments

The Company is now leasing and exploring properties, not for in-house development, but for sale or joint venture to mining development companies. The Company accumulates the expenses on these leases until sold or, if they do not prove out, then the exploration costs are written off.

The projects initiated thus far are as follows:

	Date started	Invested December 31 2010	Invested March 31, 2011
Arizona project	September 2009	\$ 22,909	\$ 22,909
Coors project	December 2009	19,380	19,380
		\$ 42,289	\$ 42,289

## Note 6. Mineral Properties

TONOGOLD RESOURCES, INC.

	Property	Status	Date Signed
1.	King Tonopah East	Active	2/18/05
2.	Tonopah Divide	Active	3/1/06
3.	Goldstrike (OV, D)	Active	8/05/09
4.	Goldstrike (W)	Active	8/05/09
5.	Arizona Claims	Active	10/01/09

### 1) King Tonopah East Lease

On February 18, 2005 the Company obtained a mining lease from Royce L. Hackworth and Belva Tomany, with option to purchase, to develop and operate mining properties in the Tonopah mining district, Nye County, Nevada. The agreement required an \$11,000 payment at signing. The lease was amended on November 2, 2010 to include a revised schedule of annual payments listed below.

The Company will pay a royalty of 3% of all mineral sales that may be reduced to 1.5% upon payment of \$150,000 during the first ten years.

Rentals are payable and investment required in exploration, development and mining as follows:

Year Ended	Rents Required
February 18, 2011	\$4,000
February 18, 2012	\$4,000
February 18, 2013	\$4,500
February 18, 2014	\$5,000
Subsequent years	\$10,000

### 2) Tonopah Divide Lease

On March 1, 2006, the Company obtained a ten year mining lease from Tonopah Divide Mining Company, with option to renew as long as the property is in production, to develop and operate mining properties in the Divide Mining District, Esmeralda County, Nevada. The agreement required a \$30,000 payment at signing and a rental payment of \$10,000 per month starting April 1, 2006.

On March 14, 2008, the Company signed an Exploration and Option Agreement with Centerra (U.S.), Inc., a subsidiary of Centerra Gold, Inc.

The Exploration and Option Agreement required Centerra to spend \$2,700,000 in exploration expenditures within five years in order to earn a 60% interest in the Tonopah Divide lease. On March 31, 2010, Centerra notified the Company that it had completed its earn-in requirement. In May 2010 the Company and Centerra formed a mining venture with initial equity interests of 40% and 60% respectively. The Company elected not to contribute to the 2010 exploration programs and its ownership interest was reduced to 30%.

The mining venture's formal operating agreement was signed on March 17, 2011.

Concurrent with the signing of the Exploration and Option Agreement, the terms of the mining lease with Tonopah Divide Mining Company have been amended per the following terms. Advance minimum royalties, investment required in exploration, development and mining are as follows:

Years Ended	Investment Required	Royalty
March 1, 2012	\$500,000	\$60,000
March 1, 2013	\$450,000	\$60,000
March 1, 2014	\$200,000	\$75,000
March 1, 2015	\$200,000	\$75,000
March 1, 2016	\$200,000	\$75,000
Subsequent Years	\$300,000	\$75,000

According to the terms of the Exploration and Option Agreement Centerra is responsible for the above investments until their earn-in percentage is met then the expenses and royalties shall be paid according to each party's ownership percentage.

Prior advance minimum royalty payments can be offset against production royalty payments.

Upon commencement of commercial production a maximum of 4% net smelter royalty will be paid to the Tonopah Divide Mining Company or its associated lessors.

### 3) Goldstrike - Oro Vista Claims

On August 5, 2009, the Company obtained a mining lease from Oro Vista, LLC., to develop and operate mining properties in the Goldstrike mining district, Washington County, Utah. The agreement required the issuance of 150,000 restricted common shares and payment of \$16,800 in claim maintenance fees upon signing. The Company is required to invest \$25,000 in exploration expenditures on the property each year. The Company is current on its work commitment obligations.

The Company paid a bonus of \$30,000 in cash and \$10,000 in stock by August 5, 2010, as required by the lease.

Beginning on August 5, 2011, and each year thereafter, the Company is required to pay an advance minimum royalty of \$30,000.

The Company will pay a net smelter royalty upon the commencement of commercial production based on the price of gold at the time of sale as follows:

Price of Gold	Royalty %
Below \$700	3.0
\$700-\$899	3.5
\$900 or above	4.0

Prior advance minimum royalty payments can be offset against production royalty payments.

The term of the lease is ten years or perpetual upon commercial production or upon payment of an advance minimum royalty equal to 150% of the amount paid in year ten of the lease.

### 4) Goldstrike - W Claims

On August 5, 2009, the Company obtained a mining lease from Ray Hunter, to develop and operate mining properties in the Goldstrike mining district, Washington County, Utah. The agreement required the issuance of 50,000 restricted common shares and payment of \$1,200 in claim maintenance fees upon signing. The Company is required to invest \$25,000 in exploration expenditures on the property each year. The Company is current on its work commitment obligations.

The Company paid a bonus of \$10,000 by August 5, 2010, as required by the lease.

Beginning on August 5, 2011, and each year thereafter, the Company is required to pay an advance minimum royalty of \$10,000.

The Company will pay a net smelter royalty upon the commencement of commercial production based on the price of gold at the time of sale as follows:

Price of Gold	Royalty %
Below \$700	3.0
\$700-\$899	3.5
\$900 or above	4.0

Prior advance minimum royalty payments can be offset against production royalty payments.

The term of the lease is ten years or perpetual upon commercial production or upon payment of an advance minimum royalty equal to 150% of the amount paid in year ten of the lease.

#### 5) Arizona Claims

In October 2009 we staked six mining claims in Yavapai County, Arizona. In October 2010 we staked an additional 24 unpatented mining claims in Yavapai and Mohave Counties, Arizona.

#### PROSPECT URANIUM, INC.

The following leases are owned by Secure Energy, LLC. Prospect Uranium, Inc. was the managing member of Secure Energy and owned a 51.35% interest in Secure Energy as of December 31, 2010. Prospect sold its interest in Secure Energy on March 17, 2011 (see Note 7: Subsequent Events).

##### 1) Slope County, North Dakota, Lease 1

On June 28, 2007 the Secure Energy, LLC (Prospect Uranium, Inc. is the managing partner) signed a 20 year mining lease with Robert Petri and Dorothy Petri to develop and operate 472.8 acres of uranium mining properties in the Slope County, North Dakota. The company prepaid the annual payment of \$10 per net acre for eight years (\$20,744.75) at the date of signing.

The Company will pay a production royalty of \$0.75 per pound of all uranium sales.

##### 2) Slope County, North Dakota, Lease 2

On June 28, 2007 the Secure Energy, LLC (Prospect Uranium, Inc. is the managing partner) signed a 20 year mining lease with Robert Petri, Jr. and Michelle Petri to develop and operate 472.8 acres of uranium mining properties in the Slope County, North Dakota. The company prepaid the annual payment of \$10 per net acre for eight years (\$15,972) at the date of signing.

The Company will pay a production royalty of \$0.75 per pound of all uranium sales.

##### 3) Slope County, North Dakota, Lease 3

On November 23, 2007 the Secure Energy, LLC (Prospect Uranium, Inc. is the managing partner) signed a 10 year mining lease, with right to extend an additional 10 years, with Mark E. Schmidt to develop and operate 554.24 acres of uranium mining properties in the Slope County, North Dakota. The company prepaid the annual payment of \$10 per net acre for ten years (\$53,775.25) at the date of signing.

The Company will pay a production royalty of \$0.75 per pound of all uranium sales or 5% of net proceeds from the sale of uranium bearing ores.

**Note 7. TNR Gold Corp. Investment**

On October 30, 2009, the Company agreed to give TNR Gold Corp. the exclusive option to acquire 100% interest in Sarcobatus Flats property located in Nye County, Nevada for \$130,000 and 675,000 shares of TNR Gold Corp. common stock.

In 2009 the Company received \$25,000 and 75,000 shares of common stock valued at \$0.30 per share (\$22,500) based on the per share value on the TSX Venture Stock Exchange, which the Company recorded as income. These shares were sold in 2010.

In 2010 the Company received 125,000 shares valued at \$0.17 per share (\$21,250) and \$10,000 in cash. On April 13, 2011, the Company agreed to extend the April 15, 2011 payment to June 15, 2011 in exchange for a \$2,000 late fee.

The Company is to receive the remaining payments if TNR Gold Corp. exercises its option:

	Cash	Shares
June 15, 2011	\$ 24,000	-
December 15, 2011	35,000	200,000
December 15, 2012	40,000	275,000
Totals	\$ 95,000	475,000

**Note 8. Sale of Secure Energy LLC**

On March 17, 2010, Prospect Uranium, Inc. sold its joint venture interest in Secure Energy, LLC. to American Energy Fields, Inc. ("AEFI") for \$60,000 and 2,725,000 restricted common shares of AEFI. The shares of AEFI received by Prospect are subject to a lockup agreement whereby Prospect may sell up to 340,625 shares per quarter. Additionally, AEFI assumed \$80,664 in debt of Prospect Uranium. Secure Energy, LLC was the owner of three uranium mining leases .

## PART 2 MANAGEMENT'S DISCUSSION AND ANALYSIS

The Company was organized to engage in the acquisition, exploration and development of mining properties. However, in 2008 the Company changed its focus to engage in the acquisition and exploration of mining properties with the objective to sell those properties that proved out to companies that focused on the development and operation of mining properties.

### Revenues

During the three months ended March 31, 2011 the Company had revenue from property consulting of \$38,000 as compared to \$2,000 in revenue from property consulting in three months ended March 31, 2010.

Prospect Uranium, Inc. had income of \$1,683,315 from the sale of its interest in Secure Energy LLC (Cost \$284,599). Prospect received \$1,825,750 in American Energy Field, Inc. (AEFI) stock and \$60,000 in cash. In addition, AEFI assumed a loan of \$50,000 and accounts payable in the amount of \$30,664.

### Cost of revenues

The acquisition and exploration costs of the Nyac property in prior years were expensed. Because of the Company's knowledge with regard to the property we are able to earn consulting fees

### Mineral property costs

Mineral property costs decreased to \$45,785 for the three months ended March 31, 2010 to \$33,366 in the three months ended March 31, 2011. These costs are incurred to keep the evaluating the viability of the mining properties controlled by the Company.

### General and administrative expenses

General and administrative expenses

	<u>March 31, 2011</u>	<u>March 31, 2010</u>
Wages	\$ 34,642	\$ 42,149
Office	7,044	10,523
Advertising	610	6,775
Insurance	4,417	966
Rent	-	12,180
Travel	6,679	3,781
Telephone	3,872	3,946
Professional fees	11,560	2,750
Other	16,688	28,277
	<u>\$ 85,512</u>	<u>\$ 111,347</u>

Wages and office expenses were reduced because of a reduction in activity. The Company has reduced its advertising substantially. The Company moved from its offices in La Jolla last year and was able to acquire office at no charge in Chula Vista. Travel expenses were up due to our development of new leases. Professional fees were up due to the sale of Secure Energy LLC to American Energy Fields, Inc.

### Working capital

The Company had \$47,014 in the bank and a negative working capital of \$212,812 at March 31, 2011. The Company raised \$33,000 through the sale of stock during the quarter.

The Company will need to raise additional funds during the next twelve months in order to sustain our business. Additional funds may not be available and we cannot predict what revenues and cash flow from operations we can expect during the next twelve months.

## PINK OTC MARKETS QUARTERLY REPORTING REQUIREMENTS:

### Item 1. Name of Issuer and Address of Issuer's Principal Offices.

The Issuer is Tonogold Resources, Inc., and the Issuer's principal offices are located at 1872 Nirvana Blvd., Chula Vista, Ca. 91911.

### Item 2. Shares Outstanding.

#### Common Stock

	Latest Fiscal Quarter	Last Fiscal Year	Previous to Last Fiscal Year
(i) Period End Date	3/31/2011	12/31/10	12/31/09
(ii) Number of Shares Authorized;	100,000,000	100,000,000	100,000,000
(iii) Number of Shares Outstanding;	88,183,453	87,438,453	76,446,119
(iv) Freely Tradable Shares (public float);	19,970,225	18,570,225	16,547,725
(v) Total number of beneficial shareholders; and	Not Available	Not available	Not available
(vi) Total number of shareholders of record.	479	479	482

#### Preferred Stock

	Latest Fiscal Quarter	Last Fiscal Year	Previous to Last Fiscal Year
(i) Period End Date	3/31/11	12/31/10	12/31/09
(ii) Number of Shares Authorized;	20,000,000	20,000,000	20,000,000
(iii) Number of Shares Outstanding;	800,000	800,000	800,000
(iv) Freely Tradable Shares (public float);	0	0	0
(v) Total number of beneficial shareholders; and	15	15	15
(vi) Total number of shareholders of record.	15	15	15

### Item 3. Interim Financial Statements.

Financial Statements for the period ending March 31, 2011 and 2010 are attached.

### Item 4. Management's Discussion and Analysis.

Management's Discussion and Analysis is attached.

Item 5. Legal Proceedings.

There are not any current, past, pending or threatened legal proceedings or administrative actions either by or against the issuer that could have a material effect on the issuer's business, financial condition, or operations and there are not any current, past or pending trading suspensions by a securities regulator.

Item 6. Defaults Upon Senior Securities.

There has not been any material default in the payment of principal, interest, a sinking or purchase fund installment, or any other material default not cured within 30 days, with respect to any indebtedness of the issuer exceeding 5% of the total assets of the issuer.

Item 7. Other Information.

There are no additional material developments or contracts to disclose.

Item 8. Exhibits.

There are no additional exhibits to this quarterly disclosure.

Item 9. Certifications.

I, Jeffrey J. Janda, certify that:

1. I have reviewed this quarterly disclosure statement of 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.

Certified May 13, 2011 by:

A handwritten signature in black ink, appearing to read 'Jeffrey J. Janda', written over a horizontal line.

Jeffrey J. Janda, President  
Tonogold Resources, Inc.