SEC

02)

Potential persons who are to respond to the collection of information 1972 (6- contained in this form are not required to respond unless the form displays a currently valid OMB control number.

RECEIVED

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption state exemption unless such exemption is predicated on the filing of a federal notice.

**UNITED STATES** SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL OMB Number: 3235-0076 Expires: May 31, 2005 Estimated average burden

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FORM D

DEC 1 5 2005

**PROCESSED** 

THOMSON

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, **SECTION 4(6), AND/OR** UNIFORM LIMITED OFFERING EXEMPTION

SEC USE ONLY									
Prefix	Serial								
DATE RECEIVED									
DATERE	DELVED								

		1	220342	)
Name of Offering ([] check if this is an amend change.) Private Placement of Units	dment and name	has changed, a	nd indicate	NG-damenovic
Filing Under (Check box(es) that apply):	04 [] Rule 505	[ √ ] <u>Rule 506</u>	[ ] Section 4(6)	[]ULOE
Type of Filing: [√] New Filing [ ] Amenda	nent			
A. BASIC IDE	NTIFICATION D	АТА		Addresse
1. Enter the information requested about the	issuer			
Name of Issuer ([ ] check if this is an amend Bonanza Resources Corporation	ment and name	has changed, ar	nd indicate change	3.)

Address of Executive Offices (Number and Street, City, State, Zip Code)
Telephone Number (Including Area Code)

Bonanza Resources Corporation 1255 West Pender Street Vancouver, BC V6E 2V1 Canada

ations (Number and Street, City, S Code) <b>Same as above</b>	State, Zip	Code)	от подпородня в по
opment			The state of the s
] limited partnership, already forme	ed	[ ] other (ple	ase specify):
] limited partnership, to be formed	I		
Month	Year	## \$1000000 \$ <b>184</b> 000000000000000000000000000000000000	interest auchiente des com + 1.
ration or Organization: [0]5]	6]7]	[√] Actual	[] Estimated
	Code) Same as above  opment  Ilimited partnership, already form Ilimited partnership, to be formed  Month ration or Organization: [0]5]	Code) Same as above  opment  Ilimited partnership, already formed Ilimited partnership, to be formed  Month Year ration or Organization: [0]5] [6]7] nization: (Enter two-letter U.S. Postal Servi	opment  Ilimited partnership, already formed  Ilimited partnership, to be formed

# **GENERAL INSTRUCTIONS**

## Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

### State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

A.	<b>BASIC</b>	IDENT	TIFICA	TION	DATA

- 2. Enter the information requested for the following:
  - Each promoter of the issuer, if the issuer has been organized within the past five years;
  - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
  - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
  - Each general and managing partner of partnership issuers.

Check Box(es) that Apply:	[ ] Promoter [ ]	Beneficial Owner	[ \[ ]	Executive Officer	[√]	Director [	١	General and/or Managing Partner
Coulthard, Bryon								
Full Name (Last nam 15380 – 24A Avenue Business or Residence	e, Surrey, BC V4	A 1R9 Canada		, State, Zip Code	∋)			endentis d'Alcanorus.
Check Box(es) that Apply:	[ ] Promoter [	Beneficial Owner	[]	Executive Officer	[√]	Director [	١.	General and/or Managing Partner
McCue, David J. Full Name (Last nam 5841 Alma Street, V Business or Residence	ancouver, BC V	6N 1Y3 Canada		, State, Zip Cod	e)			
Check Box(es) that Apply:	[ ] Promoter [ ]	Beneficial Owner	[]	Executive Officer	[√]	Director [	1	General and/or Managing Partner
Atkinson, Michael J Full Name (Last nam 1801 – 1033 Marinas Business or Residence	e first, if individua side Crescent, V	ancouver, BC			e)			

Check Box(es) that [ ] Promoter Apply:	[ ] Beneficial Owner	[ ] Executive Officer		Seneral and/or Managing Partner
Gallie, Ian E. Full Name (Last name first, if indivi 757 Transit Road, Victoria, BC V Business or Residence Address (N	8S 4Z7 Canada	r, City, State, Zìp Co	de)	
Check Box(es) that [ ] Promoter Apply:	[ ] Beneficial Owner	[ ] Executive Officer		General and/or Managing Partner
Noonan, Michael Full Name (Last name first, if indivi 8230 Spicewood Springs Road, A Business or Residence Address (N	Austin, Texas 78'		ode)	
Check Box(es) that [ ] Promoter Apply:	[ ] Beneficial Owner	[ ] Executive Officer		General and/or Managing Partner
Mey, Mark Full Name (Last name first, if indivi 4501 Beech Street, Bellaire, Texa Business or Residence Address (N	as 77401	t, City, State, Zip Co	ode)	
Check Box(es) that [ ] Promoter Apply:	r [ ] Beneficial Owner	[ ] Executive Officer	1	General and/or Managing Partner
Full Name (Last name first, if indivi	idual)	agfird Activisms are they a Professionation consequent for the filther way as you also already proper sequence, approximations	and the second second series of the second	energy and the control of the contro
Business or Residence Address (N	lumber and Stree	t, City, State, Zip Co	ode)	marketing confidence of the second of the se
(Use blank sheet, or copy a	ind use additiona	al copies of this sh	neet, as necessary.)	www.weelen.com
B. INI	FORMATION ABO	OUT OFFERING	осилиства выполняется осня постановурия <del>Пото</del> ченну удерження выполняет и дей оневы	nakaka, ayan danan da ini naka.
Has the issuer sold, or does the offering?				Yes No [ ] [ √ ]
	. ,	Column 2, if filing un		
2. What is the minimum investmen	t that will be acce	pted from any indivi	duar7	\$ <u>N/A</u> Yes No
3. Does the offering permit joint ow	nership of a singl	e unit?	i	[ \[ \] [ ]
4. Enter the information requested directly or indirectly, any commissi connection with sales of securities person or agent of a broker or dealist the name of the broker or dealer persons of such a broker or dealer dealer only. <b>Not Applicable</b>	on or similar remuing the offering. If a ler registered with er. If more than fiver	uneration for solicita a person to be listed the SEC and/or wit e (5) persons to be	tion of purchasers in d is an associated th a state or states, listed are associated	

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Name	of Asso	ciated E	Broker or	Dealer								
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ZEROZELENEJ <del>SONO FERNÍNS</del>	(Use bla	ınk she	et, or co	py and	use add	ditional	copies o	of this sl	neet, as	necessa	ary.)	es.

# C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

<sup>1.</sup> Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box

and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt	\$	\$
Equity	\$	\$
[ ] Common [ ] Preferred	Ψ	Ψ
Convertible Securities (including warrants)	\$	\$
Partnership Interests	Φ	φ
Other (Specify Units - See Exhibit A ).	\$425,000	\$425,000
Total	\$425,000 \$425,000	\$ <u>425,000</u>
Answer also in Appendix, Column 3, if filing under ULOE.	ψ <del>423,000</del>	\$ <del>425,000</del>
Answer also in Appendix, Column 5, it ming under OLOE.		
2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."		
	Number Investors	
Accredited Investors .(U.S.)	4	\$ <u>141,667</u>
Non-accredited Investors	0	\$ <u>0</u>
Total (for filings under Rule 504 only)		\$
Answer also in Appendix, Column 4, if filing under ULOE.		
3. If this filing is for an offering under <u>Rule 504</u> or <u>505</u> , enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.		
	Type of Conviety	Dollar Amount
Type of offering	Type of Security	Sold
Rule 505	· · · · · · · · · · · · · · · · · · ·	\$
Regulation A		\$
Rule 504		\$
Total		\$
4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check		

Transfer Agent's Fees	1	√]\$ <b>200</b>
Printing and Engraving Costs	· ·	γ j φ <u>200</u> ] \$
Legal Fees	•	√] \$ <u>8,000</u>
Accounting Fees	•	•
Engineering Fees	•	) \$
Sales Commissions (specify finders' fees separately)	•	] \$ <u>2,000</u>
Other Expenses (identify) Filing Fees	•	√]\$ <u>4,000</u>
Total	-	\$14,200
	·	
Enter the difference between the aggregate offering price given in - Question 1 and total expenses furnished in response to Part C - Onis difference is the "adjusted gross proceeds to the issuer."	Question 4.a.	\$ <u>410,800</u>
Indicate below the amount of the adjusted gross proceeds to the is sed or proposed to be used for each of the purposes shown. If the mount for any purpose is not known, furnish an estimate and check ex to the left of the estimate. The total of the payments listed must be adjusted gross proceeds to the issuer set forth in response to Paluestion 4.b above.	the equal	
	Payments to	0
	Officers,	Payments To Others
Salaries and fees	[]	[]\$
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Purchase of real estate  Purchase, rental or leasing and installation of machinery and equipment	[] \$ [] \$ []	_ []\$
Purchase of real estate  Purchase, rental or leasing and installation of machinery and equipment  Construction or leasing of plant buildings and facilities.  Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer	[] \$ [] \$ []	_ []\$ _ []\$
Purchase of real estate  Purchase, rental or leasing and installation of machinery and equipment  Construction or leasing of plant buildings and facilities.  Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	[] \$ [] \$ [] \$	[]\$ _[]\$ _[]\$
Purchase of real estate  Purchase, rental or leasing and installation of machinery and equipment  Construction or leasing of plant buildings and facilities.  Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)  Repayment of indebtedness	[] \$ [] \$ [] \$	[]\$
Purchase of real estate  Purchase, rental or leasing and installation of machinery and equipment  Construction or leasing of plant buildings and facilities.  Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)  Repayment of indebtedness  Working capital	[] \$	[]\$ []\$ []\$ []\$ []\$ [\delta]] \$410,800

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### D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under <u>Rule 505</u>, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of <u>Rule 502</u>.

**ATTENTION** 

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

E. STATE SIGNATURE	
	Yes No [ ] [√]"
See Appendix, Column 5, for state response.	

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239,500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Byron Coulthard	Director and Pr	esident
Name of Signer (Print or Type)	Title (Print or Typ	pe)
Bonanza Resources Corporation	migration of the control of the cont	November, 2005
Issuer (Print or Type)	Signature	Date

### Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

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1	1 2 3  Intend to sell to non-accredited investors in State (Part B-Item 1)  Type of security and aggregate offering price offered in state (Part C-Item 1)				Type of ii mount purc (Part (	5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)			
State	Yes	No.		Number of Accredited Investors		Number of Non-Accredited Investors	Amount	Yes	No
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http://www.sec.gov/divisions/corpfin/forms/formd.htm Last update: 06/06/2002

## Exhibit A to the Form D of Bonanza Resources Corporation

A total of 3,000,000 units were sold in the offering at a price of \$0.17 CDN (\$0.1417 U.S.) per unit. Each unit consists of one common share and one share purchase warrant, with each warrant entitling the holder to purchase one additional common share at a price of \$0.20 CDN (\$0.1667 U.S.) until November 16, 2007.

A total of 1,000,000 of these units were sold in the United States to four accredited investors, one in the State of Connecticut and three in the State of Florida. The remaining 2,000,000 units were sold in Canada. A cash commission of \$2,380 was paid in respect of one of the Canadian placees.

The offering was effected in the United States pursuant to Regulation D and outside of the United States pursuant to Regulation S.