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

**FORM 6-K**

**Report of Foreign Private Issuer  
Pursuant to Rule 13a-16 or 15d-16  
of the Securities Exchange Act of 1934**

For the month of August 2006

Commission File Number: 0-30150



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(Translation of registrant's name into English)

**24<sup>th</sup> Floor - 1111 W. Georgia Street, Vancouver, B.C. V6E 4M3**

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(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F.

Form 20-F [ ☒ ]      Form 40-F [ ☐ ]

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1): \_\_\_\_

**Note:** Regulation S-T Rule 101(b)(1) only permits the submission in paper of a Form 6-K if submitted solely to provide an attached annual report to security holders.

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7): \_\_\_\_

**Note:** Regulation S-T Rule 101(b)(7) only permits the submission in paper of a Form 6-K if submitted to furnish a report or other document that the registrant foreign private issuer must furnish and make public under the laws of the jurisdiction in which the registrant is incorporated, domiciled or legally organized

(the registrant's "home country"), or under the rules of the home country exchange on which the registrant's securities are traded, as long as the report or other document is not a press release, is not required to be and has not been distributed to the registrant's security holders, and, if discussing a material event, has already been the subject of a Form 6-K submission or other Commission filing on EDGAR.

Indicate by check mark whether by furnishing the information contained in this Form, the registrant is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes [ ]

No [X]

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82- \_\_\_\_\_

Documents Included as Part of this Report

**Exhibit No.   Document**

- |   |   |
|---|---|
| 1 | <a href="#"><u>News Release dated August 30, 2006</u></a>           |
| 2 | <a href="#"><u>Material Change Report dated August 30, 2006</u></a> |

## Signatures

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**BUFFALO GOLD LTD.**

Date: August 30, 2006

By: ***Damien Reynolds***

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Name: **Damien Reynolds,**  
Title: **Chairman of the Board**

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NOT FOR DISTRIBUTION TO U.S. NEWSWIRE SERVICES OR FOR DISSEMINATION IN THE UNITED STATES



24<sup>TH</sup> Floor - 1111 W. Georgia St.  
Vancouver, BC, Canada V6E 4M3  
Phone: 604.685.5492 Fax: 604.685.2536  
[www.buffalogold.ca](http://www.buffalogold.ca)

Trading Symbol: TSXV – BUF.U

## NEWS RELEASE

### BUFFALO ARRANGES USD\$15 MILLION BROKERED PRIVATE PLACEMENT

Vancouver, B.C., August 30, 2006 - Buffalo Gold Ltd. (TSX-V: BUF.U) is pleased to announce that it has entered into an agreement with a syndicate of Agents led by Canaccord Adams for a private placement, on a commercially reasonable efforts basis, of up to 8,571,500 units at a price of USD\$1.75 per unit for gross proceeds of USD\$15,000,125. Each unit will consist of one share and one half share purchase warrant, with every whole warrant entitling the purchase of one additional share of Buffalo at an exercise price of USD\$2.25 per share for a period of two years from the closing date.

Buffalo has also granted the Agents an option to increase the offering by up to 2,857,200 Units or US\$5,000,100 up to 48 hours prior to closing. This placement is subject to regulatory approval.

As consideration for acting as Agents, Buffalo has agreed pay a commission of 6.5 percent of the total proceeds on closing in cash, and issue Agents' Warrants exercisable for common shares of Buffalo representing 10 percent of the total Offering sold, at an exercise price of \$2.10 per common share for a period of two years from the closing date.

The proceeds from the offering will be used primarily to fund exploration and feasibility study work on Buffalo's Mt. Kare Property in Papua New Guinea. The balance of the proceeds will be used to fund exploration of Buffalo's Australian gold, uranium and nickel/copper/PGE properties and for general working capital.

*To find out more about Buffalo Gold Ltd. (TSX-V: BUF.U), please visit the company website at [www.buffalogold.ca](http://www.buffalogold.ca).*

**On behalf of the Board of Directors of  
BUFFALO GOLD LTD.**

***"Damien Reynolds"***

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**Damien Reynolds,  
Chair of the Board of Directors  
and Chief Executive Officer**

For further information please contact:  
Julie Hajduk, Investor Relations

E-mail: [julie@buffalogold.ca](mailto:julie@buffalogold.ca)

Phone: 604.685.5492 or T.F. 1.888.685.5492

THE TSX VENTURE EXCHANGE HAS NOT REVIEWED AND DOES NOT ACCEPT RESPONSIBILITY  
FOR THE ACCURACY OF THIS PRESS RELEASE

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# Form 51-102F3

## MATERIAL CHANGE REPORT

**Item 1 Name and Address of Company**

**Buffalo Gold Ltd. ("Buffalo" or the "Company")**  
24<sup>th</sup> Floor, 1111 West Georgia Street  
Vancouver, BC V6E 4M3

**Item 2 Date of Material Change**

August 30, 2006

**Item 3 News Release**

A press release was issued on August 30, 2006, at Vancouver, B.C.

**Item 4 Summary of Material Change**

Buffalo has entered into an agreement with a syndicate of Agents led by Canaccord Adams for a private placement.

**Item 5 Full Description of Material Change**

Vancouver, B.C., August 30, 2006 - Buffalo Gold Ltd. (TSX-V: BUF.U) is pleased to announce that it has entered into an agreement with a syndicate of Agents led by Canaccord Adams for a private placement, on a commercially reasonable efforts basis, of up to 8,571,500 units at a price of USD\$1.75 per unit for gross proceeds of USD\$15,000,125. Each unit will consist of one share and one half share purchase warrant, with every whole warrant entitling the purchase of one additional share of Buffalo at an exercise price of USD\$2.25 per share for a period of two years from the closing date.

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**Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102**

Not applicable.

**Item 7 Omitted Information**

Not applicable.

**Item 8 Executive Officer**

**Damien Reynolds**, Chairman of the Board at (604) 685-5492.

**Item 9 Date of Report**

August 30, 2006

**BUFFALO GOLD LTD.**

Per: **"Damien Reynolds"**

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**Damien Reynolds**  
**Chair of the Board of Directors**  
**and Chief Executive Officer**

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