

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 10-QSB

(Mark one)

☒ QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE
SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended June 30, 2004

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE
SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission file number 000-50603

BONANZA GOLD, INC.

(Exact name of small business issuer as specified in its charter)

Washington

(State or other jurisdiction of
incorporation or organization)

91-0745418

(IRS Employer Identification Number)

26505 N. Bruce Road, Chattaroy, Wa. 99003-7720

(Address of principal executive offices)

Registrant's Telephone Number, Including Area Code: (509) 238-6613

Common Stock

Title of each class

None

Name and exchange on which registered

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(D) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period as the registrant was required to file such reports), and (2) has been subject to filing requirements for the past 90 days.

Yes ☒ No ☐

At July 27, 2004, 7, 378, 815, shares of the registrant's common stock were outstanding.

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BONANZA GOLD, INC.
Balance Sheets
June 30, 2004 and March 31, 2004

ASSETS

	June 30, 2004	(Unaudited) March 31, 2004
CURRENT ASSETS:		
Cash	\$ <u>31,802</u>	\$ <u>38,320</u>
Total assets	\$ <u><u>31,802</u></u>	\$ <u><u>38,320</u></u>

LIABILITIES AND STOCKHOLDERS' EQUITY

CURRENT LIABILITIES:		
Accounts payable	\$ <u>6,675</u>	<u>-</u>
Total liabilities	<u>6,675</u>	<u>-</u>
STOCKHOLDERS' EQUITY:		
Common stock; \$0.001 par value; 200,000,000 shares authorized; 7,378,815 shares issued and outstanding	7,379	\$ 7,379
Preferred stock; 10,000,000 authorized	-	-
Additional paid-in capital	587,523	587,523
Accumulated deficit	<u>(569,775)</u>	<u>(556,582)</u>
Total stockholders' equity	<u>25,127</u>	<u>38,320</u>
Total liabilities and stockholders' equity	\$ <u><u>31,802</u></u>	\$ <u><u>38,320</u></u>

The accompanying notes are an integral part of these financial statements.

BONANZA GOLD, INC.**Statements of Operations****For the Three Months Ended June 30, 2004 and 2003 (unaudited)**

	<u>2004</u>	<u>2003</u>
OPERATING EXPENSES:		
Legal and accounting expense	\$ 13,030	-
Environmental statement	-	\$ 1,400
General and administrative	197	113
Total operating expenses	<u>13,227</u>	<u>1,513</u>
OTHER INCOME (LOSS):		
Interest	34	24
Total other (loss)	<u>34</u>	<u>24</u>
NET INCOME (LOSS)	\$ <u>(13,193)</u>	\$ <u>(1,489)</u>
NET INCOME (LOSS) PER SHARE	\$ <u>Nil</u>	\$ <u>Nil</u>
WEIGHTED AVERAGE COMMON SHARES OUTSTANDING	\$ <u>7,378,815</u>	\$ <u>4,248,815</u>

The accompanying notes are an integral part of these financial statements.

BONANZA GOLD, INC**Statements of Cash Flow****For the Three Months Ended June 30, 2004 and 2003 (unaudited)**

	<u>2004</u>	<u>2003</u>
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net loss	\$ (13,193)	\$ (1,489)
Adjustments to reconcile net loss to net cash used by operating activities:		
Change in:		
Accounts payable	<u>6,675</u>	<u>-</u>
Net cash flows used by operating activities	<u>(6,518)</u>	<u>(1,489)</u>
NET CHANGE IN CASH	(6,518)	(1,489)
CASH AT BEGINNING OF PERIOD	<u>38,320</u>	<u>14,316</u>
CASH AT END OF PERIOD	\$ <u>31,802</u>	\$ <u>12,827</u>

The accompanying notes are an integral part of these financial statements.

1. Basis of Presentation:

The financial statements of Bonanza Gold, Inc. included herein have been prepared without audit, pursuant to the rules and regulations of the Securities and Exchange Commission. Although certain information normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America has been condensed or omitted, Bonanza Gold, Inc. believes that the disclosures are adequate to make the information presented not misleading. These financial statements should be read in conjunction with the financial statements and notes thereto for the fiscal year ended March 31, 2004 included in the registrant's filing of Form 10-KSB.

The financial statements included herein reflect all normal recurring adjustments that, in the opinion of management, are necessary for a fair presentation. The results for interim periods are not necessarily indicative of trends or of results to be expected for the full year ending March 31, 2005.

2. Nature of Business and Plan of Operation:

The objectives of the Company are to seek, investigate and, if such investigation warrants, acquire an interest in business opportunities presented to it by persons or firms who or which desire to seek the perceived advantages of a publicly registered corporation. The Company has no recurring source of revenue and has incurred operating losses since inception. These conditions raise substantial doubt about the Company's ability to continue as a going concern as expressed by the Company's independent accountants in their report on the Company's March 31, 2004 financial statements. The interim financial statements do not contain any adjustments which might be necessary if the Company is unable to continue as a going concern.

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ITEM 2 MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION OR PLAN OF OPERATION

General

This report contains both historical and prospective statements concerning the Company and its operations. Prospective statements (known as "forward-looking statements") may or may not prove true with the passage of time because of future risks and uncertainties. The Company cannot predict what factors might cause actual results to differ materially from those indicated by prospective statements.

The objectives of the company are to seek, investigate and, if such investigation warrants, acquire an interest in business opportunities presented to it by persons or firms who or which desired to seek the perceived advantages of a publicly registered corporation. The company has no recurring source of revenue and has incurred operating losses since inception. These conditions raise substantial doubt about the Company's ability to continue as a going concern as expressed by the Company's independent accountants in their report on the Company's March 31, 2004 financial statements. The interim financial statements do not contain any adjustments which might be necessary if the Company is unable to continue as a going concern.

Financial Condition and Liquidity

During the three month period ended June 30, 2004, the Company used \$6,518 of cash for operating activities, compared to \$1,489 used for operating activities in the first fiscal quarter of 2004. The Company has no recurring revenue from operating activities. As of June 30, 2004, the Company had a cash balance of \$31,802 and accounts payable of \$6,675. Management believes that the company has sufficient cash to meet operating expenses for the next twelve month period.

ITEM 3. CONTROLS AND PROCEDURES

Based on their most recent evaluation, which was completed within 90 days of the filing of this Form 10-QSB, the Company's president and principal financial officer believe the Company's disclosure controls and procedures (as defined in Exchange Act Rules 13a - 14 and 15d -14) are effective to ensure that information required to be disclosed by the Company in this report is accumulated and communicated to the Company's Management, as appropriate, to allow timely decisions regarding required disclosure. There were no significant changes in the Company's internal controls or other factors that could significantly affect these controls subsequent to the date of their evaluation and there were no corrective actions with regard to significant deficiencies and material weaknesses.

PART II

ITEM 1. LEGAL PROCEEDINGS

NONE

ITEM 2. CHANGES IN SECURITIES

NONE

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

NONE

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

NONE

ITEM 5. OTHER INFORMATION

NONE

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

NONE

SIGNATURES

Pursuant to the requirements of Section 13 or 15(b) of the Securities and Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Bonanza Gold, Inc.
(Registrant)

By: /s/ Robert Kistler
Robert Kistler
President, Treasurer, and Director

August 9, 2004
Date

By: /s/ Hobart Teneff
Hobart Teneff
Vice President and Director

August 9, 2004
Date

Certifications

I, Hobart Teneff certify that:

1. I have reviewed this quarterly report on Form 10-QSB of Bonanza Gold, Inc.
- (2) Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
- (3) Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the small business issuer as of, and for, the periods presented in this report;
- (4) The small business issuer's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the small business issuer and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the small business issuer, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the small business issuer's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the small business issuer's internal control over financial reporting that occurred during the small business issuer's most recent fiscal quarter (the small business issuer's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the small business issuer's internal control over financial reporting; and
- (5) The small business issuer's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the small business issuer's auditors and the audit committee of the small business issuer's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the small business issuer's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the small business issuer's internal control over financial reporting.

Date: August 9, 2004

/s/ Hobart Teneff
Hobart Teneff
Vice President

Certifications

I, Robert Kistler, certify that:

1. I have reviewed this quarterly report on Form 10-QSB of Bonanza Gold, Inc.
- (2) Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
- (3) Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the small business issuer as of, and for, the periods presented in this report;
- (4) The small business issuer's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the small business issuer and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the small business issuer, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the small business issuer's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the small business issuer's internal control over financial reporting that occurred during the small business issuer's most recent fiscal quarter (the small business issuer's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the small business issuer's internal control over financial reporting; and
- (5) The small business issuer's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the small business issuer's auditors and the audit committee of the small business issuer's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the small business issuer's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the small business issuer's internal control over financial reporting.

Date: August 9, 2004

/s/ Robert Kistler

Robert Kistler
President, Treasurer,
Chief Executive Officer and
Principal Accounting Officer

CERTIFICATION PURSUANT TO THE SARBANES-OXLEY ACT
18 U.S.C. SECTION 1350
AS ADOPTED PURSUANT TO SECTION 906
OF THE SARBANES-OXLEY ACT OF 2002

I, Robert Kistler, President and Chief Executive Officer of Bonanza Gold, Inc. (“the “Registrant”) do hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to my knowledge:

1. This Quarterly Report on Form 10-QSB of the Registrant for the period ended June 30, 2004, as filed with the Securities and Exchange Commission (the “report”), fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in the report fairly presents, in all material respects, the financial condition and results of operations of the Registrant.

Date: August 9, 2004

/s/ Robert Kistler

Robert Kistler
President, Treasurer,
Chief Executive Officer and
Principal Accounting Officer

CERTIFICATION PURSUANT TO THE SARBANES-OXLEY ACT
18 U.S.C. SECTION 1350
AS ADOPTED PURSUANT TO SECTION 906
OF THE SARBANES-OXLEY ACT OF 2002

I, Hobart Teneff, Vice President of Bonanza Gold, Inc. (“the “Registrant”) do hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to my knowledge:

1. This Quarterly Report on Form 10-QSB of the Registrant for the period ended June 30, 2004, as filed with the Securities and Exchange Commission (the “report”), fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in the report fairly presents, in all material respects, the financial condition and results of operations of the Registrant.

Date: August 9, 2004

/s/ Hobart Teneff
Hobart Teneff
Vice President