

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

**FORM 10-QSB**

(Mark one)

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

For the quarterly period ended June 30, 2005

☐ [ ] 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 ☒ [X] No ☐ [ ]

At August 2, 2005, 7, 378, 815, shares of the registrant's common stock were outstanding.

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**BONANZA GOLD, INC.****Balance Sheet at June 30, 2005 (unaudited)**

## ASSETS

	<u>2005</u>
Current assets:	
Cash	\$ <u>13,546</u>
Total assets	\$ <u>13,546</u>

## LIABILITIES AND STOCKHOLDERS' EQUITY

Current liabilities:	
Accounts payable	\$ <u>7,135</u>
Total liabilities	<u>7,135</u>
Stockholders' equity:	
Common stock, \$.001 par value;	
200,000,000 shares authorized; 7,378,815 shares	
issued and outstanding	7,379
Preferred stock; 10,000,000 authorized	-
Additional paid-in capital	587,523
Accumulated deficit	<u>(588,491)</u>
Total stockholders' equity	<u>6,411</u>
Total liabilities and stockholders' equity	\$ <u>13,546</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, 2005 and 2004 (unaudited)**

	<u>2005</u>	<u>2004</u>
Operating expenses:		
Legal and accounting	\$ 11,135	\$ 13,030
General and administrative	<u>190</u>	<u>197</u>
Total operating expenses	<u>11,325</u>	<u>13,227</u>
Other income:		
Interest	<u>27</u>	<u>34</u>
Total other income	<u>27</u>	<u>34</u>
Net loss	\$ <u>(11,298)</u>	\$ <u>(13,193)</u>
Net loss per share-basic	\$ <u>Nil</u>	\$ <u>Nil</u>
Weighted average common shares outstanding	<u>7,378,815</u>	<u>7,378,815</u>

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

**BONANZA GOLD, INC****Statements of Cash Flows****For the Three Months Ended June 30, 2005 and 2004 (unaudited)**

	<u>2005</u>	<u>2004</u>
Cash flows from operating activities:		
Net loss	\$ (11,298)	\$ (13,193)
Adjustment to reconcile net loss to net cash used by operating activities:		
Change in:		
Accounts payable	<u>6,317</u>	<u>6,675</u>
Net cash used by operating activities	<u>(4,981)</u>	<u>(6,518)</u>
Net change in cash	(4,981)	(6,518)
Cash, beginning of period	<u>18,527</u>	<u>38,320</u>
Cash, ending of period	<u>\$ 13,546</u>	<u>\$ 31,802</u>

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

Bonanza Gold, Inc.  
Notes to Financial Statements

1. Basis of Presentation:

These unaudited financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America for interim financial information, as well as the instructions to Form 10-QSB. Accordingly, they do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements. 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, 2006.

These financial statements should be read in conjunction with the financial statements and notes thereto for the fiscal year ended March 31, 2005, included in the registrant's Annual Report on Form 10-KSB.

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, 2005 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 AND 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.

### *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 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, 2005, 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, 2005, the Company used \$4,981 of cash for operating activities, compared to \$6,518 used for operating activities in the first fiscal quarter of 2005. The Company has no recurring revenue from operating activities. As of June 30, 2005, the Company had a cash balance of \$13,546 and accounts payable of \$7,135. Management believes that the Company will have to raise additional funds to meet operating expenses for the remainder of the fiscal year ended March 31, 2006.

## **ITEM 3. CONTROLS AND PROCEDURES**

An evaluation was performed by the Company's principal executive officer (also its principal financial officer) of the effectiveness of the design and operation of the Company's disclosure controls and procedures. And on that evaluation, the Company's principal executive officer concluded that disclosure controls and procedures were effective as of June 30, 2005, in ensuring that all material information required to be filed in this quarterly report has been made known to them in a timely fashion.

During the preparation of the Company's financial statements, as of March 31, 2005, the Company concluded that the system of disclosure controls and procedures was not effective because of internal control weaknesses surrounding accruing accounts payable. As a result, the Company initiated a change in internal control during the quarter ended June 30, 2005 to ensure payables are properly recognized.

It should be noted that any system of controls, however well designed and operated, can provide only reasonable, and not absolute, assurance that the objectives of the system will be met. In addition, the design of any control system is based in part upon certain assumptions about the likelihood of future events.

## **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**

(a) Exhibits.

Exhibit 31.1 – Certification required by Rule 13a-14(a) or Rule 15d-14(a),

Exhibit 32.1 – Certification Required by Rule 13a-14(b) or Rule 15d-14(b) and section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350



## **SIGNATURE**

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 12, 2005  
Date

## Certification

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 quarterly 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 quarterly report;
3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of and for the periods presented in this quarterly report.
4. I am responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and have:
  - a. designed such disclosure controls and procedures to ensure that material information relating to the registrant is made known to us by others within the entity, particularly during the period in which this quarterly report is being prepared;
  - b. evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this quarterly report (the "Evaluation Date"); and
  - c. presented in this quarterly report our conclusions about the effectiveness of disclosure controls and procedures based on our evaluation as of the Evaluation Date;
5. I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions);
  - a. all significant deficiencies in the design or operations of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the Registrant's auditors any material weaknesses in internal controls; and
  - b. any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and
6. I have indicated in this quarterly report whether there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: August 12, 2005

/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, 2005, 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 12, 2005

/s/ Robert Kistler

Robert Kistler

President, Treasurer,

Chief Executive Officer and

Principal Accounting Officer