JAN 0 9 2006

SEC 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 02) displays a currently valid OMB control number.

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.

PROCESSE S JAN 1 2 2006 THOMSON FINANCIAL

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

OMB APPROVAL
OMB Number: 3235-0076
Expires: May 31, 2005
Estimated average burden hours per response... 1

FORM D

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



06020648

	SEC USE ONLY						
	Prefix	Serial					
	DATE REC	EIVED					
-							

Name of Offering ([] check if this is an amendment and name has changed, and indicate change.) Private Placement of Units								
Filing Under (Check box(es) that apply): [] Rule 504 [] Rule 505 [√] Rule 506 [] Section 4(6) [] ULO								
Type of Filing: [√] New Filing [] Amendment								
A. BASIC IDENTIFICATION DATA								
Enter the information requested about the issuer								
Name of Issuer ([] check if this is an amendment and name has changed, and indicate change.) Bonanza Resources Corporation								

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

Telephone: (604) 340-4	853
Telephone Number (Inclu	ness Operations (Number and Street, City, State, Zip Code) iding Area Code) e Offices) Same as above
Brief Description of Busin Oil and gas exploration	
Type of Business Organiz	zation
[√] corporation	[] limited partnership, already formed [] other (please specify):
[] business trust	[] limited partnership, to be formed
The Control of the Co	Month Year
Actual or Estimated Date	of Incorporation or Organization: [0]5] [6]7] [√] Actual [] Estimated
Jurisdiction of Incorporati	on or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: CN for Canada; FN for other foreign jurisdiction) [C] [N]

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.

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- 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 [] Promoter [] Apply:	Beneficial Owner	[√] Executive Officer	[√]	Director	[]	General and/or Managing Partner
Coulthard, Bryon						
Full Name (Last name first, if individual 15380 – 24A Avenue, Surrey, BC V4 Business or Residence Address (Num	IA 1R9 Canada		e)			
Check Box(es) that [] Promoter [] Apply:	Beneficial Owner	[√] Executive Officer	[]	Director	[]	General and/or Managing Partner
McCue, David J. Full Name (Last name first, if individu: 5841 Alma Street, Vancouver, BC V Business or Residence Address (Nun	'6N 1Y3 Canada		e)			
Check Box(es) that [] Promoter [Apply:] Beneficial Owner	[] Executive Officer	[√]	Director]	General and/or Managing Partner
Atkinson, Michael J. Full Name (Last name first, if individu 1801 – 1033 Marinaside Crescent, N Business or Residence Address (Num	/ancouver, BC		e)			

Check Box(es) that [] Promoter [Apply:] Beneficial Owner	[] Executive Officer	[√] Director []	General and/or Managing Partner
Gallie, Ian E. Full Name (Last name first, if individu 757 Transit Road, Victoria, BC V88 Business or Residence Address (Nur	3 4Z7 Canada	City, State, Zip Cod	e)	
Check Box(es) that [] Promoter [Apply:] Beneficial Owner	[] Executive Officer	[√] Director []	General and/or Managing Partner
Noonan, Michael Full Name (Last name first, if individu 8230 Spicewood Springs Road, Au Business or Residence Address (Nur	stin, Texas 787		e)	
Check Box(es) that [] Promoter [Apply:] Beneficial Owner	[] Executive Officer	[√] Director []	General and/or Managing Partner
Mey, Mark Full Name (Last name first, if individu 4501 Beech Street, Bellaire, Texas Business or Residence Address (Nur	77401	City, State, Zip Cod	e)	
Check Box(es) that [] Promoter [Apply:] Beneficial Owner	[] Executive Officer	[√] Director []	General and/or Managing Partner
Full Name (Last name first, if individu	al)			
Business or Residence Address (Nur	nber and Street,	City, State, Zip Code	e)	
(Use blank sheet, or copy and	l use additional	copies of this she	et, as necessary.)
B. INFO	RMATION ABO	UT OFFERING	alternationale content and the content of the conte	nodul module program (nem menemer)
Has the issuer sold, or does the iss offering?				Yes No [] [√]
		olumn 2, if filing unde		
2. What is the minimum investment the	nat will be accept	ted from any individu	al?	
3. Does the offering permit joint owner	rship of a single	unit?		Yes No [√][]
4. Enter the information requested for directly or indirectly, any commission connection with sales of securities in person or agent of a broker or dealer list the name of the broker or dealer, it persons of such a broker or dealer, yo dealer only. Not Applicable	or similar remun the offering. If a registered with t If more than five	eration for solicitatio person to be listed is he SEC and/or with (5) persons to be lis	n of purchasers ir s an associated a state or states, ted are associated	

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Name	of Asso	ciated E	roker or	Dealer			ACCES OF THE PROPERTY OF THE P		Second Company Commission (Second Commission			
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(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

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

^{1.} 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
	-	•••••		\$	\$
		••••••			\$
Equity] Common [] Prefer		\$	Ψ
0	•	• •		•	•
		ırities (including warrants) .		\$	\$
	•	ests		\$	\$
	` .	Units – See Exhibit A	,	\$ <u>70,833</u>	\$ <u>70,833</u>
				\$ <u>70,833</u>	\$ <u>70,833</u>
Ans	wer also in	Appendix, Column 3, if filir	ig under ULOE.		
have purch amounts of number of	nased secu f their purch persons wh unt of their	f accredited and non-accre rities in this offering and the nases. For offerings under <u>l</u> no have purchased securitie purchases on the total lines	e aggregate dollar <u>Rule 504,</u> indicate the es and the aggregate		
					Aggregate
				Number Investors	Dollar Amount
Accre	dited Inves	tors (IIS)		Number Investors	Dollar Amount of Purchases
		tors .(U.S.)		1	Dollar Amount of Purchases \$14,167
Non-a	ccredited I	nvestors			Dollar Amount of Purchases \$14,167
Non-a	ccredited I	• •		1	Dollar Amount of Purchases \$14,167
Non-a Total	ccredited I	nvestors		1	Dollar Amount of Purchases \$14,167
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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

the box to the left of the estimate.		
Transfer Agent's Fees] \$ <u>200</u>
Printing and Engraving Costs	[]	\$
Legal Fees	[√] \$ <u>1,000</u>
Accounting Fees	[]	\$
Engineering Fees		\$
Sales Commissions (specify finders' fees separately)	[]	\$
Other Expenses (identify) Filing Fees	۷]] \$ <u>1,000</u>
Total	[]	\$ <u>2,200</u>
b. Enter the difference between the aggregate offering price given in response C - Question 1 and total expenses furnished in response to Part C - Questifference is the "adjusted gross proceeds to the issuer."	tion 4.a. This nt e ed	\$ <u>68,633</u>
above.	Payments to Officers, Directors, & Affiliates	Payments To Others
Salaries and fees	[] \$	[]\$
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	[] \$	[√] \$ <u>68,633</u>
Other (specify):	[] \$	[]\$
	[] \$	[]\$
Column Totals	[] \$	[√] \$ <u>68,633</u>
Total Payments Listed (column totals added)	[] \$ <u>68</u>	

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 Rule 505, 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 Rule 502.

ATTENTION

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

E. STATE SIGNATURE	
Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?	Yes No [] [√]"
provisions of such rule?	

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.

See Appendix, Column 5, for state response.

- 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.

Issuer (Print or Type)	Signature Date
Bonanza Resources Corporation	5- L Jamuary 4, 2006
Name of Signer (Print or Type)	Title (Print or Type)
Byron Coulthard	Director and President

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.

	APPENDIX										
1	Intend to non-ac investors (Part B-I	to sell credited in State			mount pur	investor and rchased in State C-Item 2)		5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)			
State	Yes	No	and an inches and some and the second se	Number of Accredited Investors		Number of Non-Accredited Investors	Amount	Yes	No		
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AK											
AZ											
AR CA		1	Linita \$14.167	1	¢11 167	NT:1	N/A				
CO		<u> </u>	Units-\$14,167	1	\$14,167	Nil	IN/A				
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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 500,000 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 December 28, 2007.

A total of 100,000 of these units were sold in the United States to one accredited investor in the State of California. The remaining 400,000 units were sold in Canada.

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