



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



06026569

Name of Offering (check if this is an amendment and name has changed, and indicate change.)
New Guinea Gold Corporation February 2006 Private Placement

Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6) ULOE

Type of Filing New Filing Amendment No. 1

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

Name of Issuer (check if this is an amendment and name has changed, and indicate change.)
New Guinea Gold Corporation

Address of Executive Offices Suite 422 – 470 Granville Street, Vancouver, British Columbia V6C 1V5	(Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code) (604) 662-3598
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Address of Principal Business Operations (if different from Executive Offices)	(Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
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Brief Description of Business
Junior Natural Resource – Mining

Type of Business Organization

corporation limited partnership, already formed LLC, already formed other (please specify)

business trust limited partnership, to be formed LLC, to be formed

Actual or Estimated Date of Incorporation or Organization: Month **02** Year **08 0** Actual Estimated

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: CN for Canada; FN for other foreign jurisdiction) **CN**

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 the 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.

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 unless such exemption is predicated on the filing of a federal notice.

A. BASIC IDENTIFICATION 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 General Partner
Managing Partner

Full Name (Last name first, if individual)

McNeil, Robert D.

Business or Residence Address (Number and Street, City, State, Zip Code)

2 Village High Road, Benowa Waters, Qld., 4217, Australia

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General Partner
Managing Partner

Full Name (Last name first, if individual)

O'Quinn, Judith

Business or Residence Address (Number and Street, City, State, Zip Code)

8 - 121 West 13 Street, North Vancouver, British Columbia V7N 1N5

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General Partner
Managing Partner

Full Name (Last name first, if individual)

McNeil, Peter A.

Business or Residence Address (Number and Street, City, State, Zip Code)

1380 La Grange Road, Stoneville, WA, 6081, Australia

Check Box(es) that Apply: Promoter Beneficial Owner Officer Director General Partner
Managing Partner

Full Name (Last name first, if individual)

Berar, Ab

Business or Residence Address (Number and Street, City, State, Zip Code)

7088 Cypress Street, Vancouver, British Columbia V6P 5M3

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General Partner
Managing Partner

Full Name (Last name first, if individual)

Iewago, Ces

Business or Residence Address (Number and Street, City, State, Zip Code)

Port Moresby, Papua New Guinea

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General Partner
Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General Partner
Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

B. INFORMATION ABOUT OFFERING

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? Yes No
 Answer also in Appendix, Column 2, if filing under ULOE.
2. What is the minimum investment that will be accepted from any individual?..... \$ **N/A**
Yes No
3. Does the offering permit joint ownership of a single unit?..... Yes No
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.

PLEASE SEE EXHIBIT "A" ON BACK OF THIS FORM D.

Full Name (Last name first, if individual)

N/A

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)..... All States

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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
Debt.....	\$ _____	\$ _____
Equity	\$ _____	\$ _____
	<input type="checkbox"/> Common <input type="checkbox"/> Preferred	
Convertible Securities (including warrants).....	\$ _____	\$ _____
Partnership Interests	\$ _____	\$ _____
Other (Specify).... UNITS – PLEASE SEE EXHIBIT “A” ON BACK OF THIS FORM D.	\$ 6,034,483	\$ 6,034,483
Total	\$ 6,034,483	\$ 6,034,483

Answer also in Appendix, Column 3, if filing under ULOE.

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 of Investors	Aggregate Dollar Amount of Purchases
Accredited Investors..... PLEASE SEE EXHIBIT “A” ON BACK OF THIS FORM D.	\$ 1	\$ 344,828
Non-accredited Investors.....	\$ 0	\$ 0
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 Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in 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 offering	Type of Security	Dollar Amount 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 the box to the left of the estimate.

Transfer Agent's Fees	<input checked="" type="checkbox"/> \$	2,500
Printing and Engraving Costs	<input type="checkbox"/> \$	-
Legal Fees	<input checked="" type="checkbox"/> \$	47,500
Accounting Fees.....	<input type="checkbox"/> \$	-
Engineering Fees.....	<input type="checkbox"/> \$	-
Sales Commissions (specify finders' fees separately)	<input checked="" type="checkbox"/> \$	372,350
Other Expenses (identify) - Regulatory Filings	<input checked="" type="checkbox"/> \$	27,500
Total	<input checked="" type="checkbox"/> \$	449,850

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

b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer."

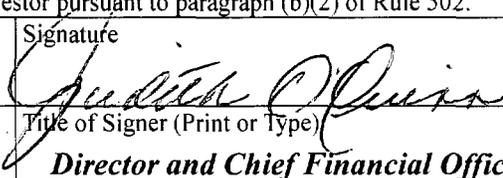
\$ 5,584,633

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

	Payments to Officers, Directors, & Affiliates	Payments To Others
Salaries and fees.....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Purchase of real estate	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Purchase, rental or leasing and installation of machinery and equipment.....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Construction or leasing of plant buildings and facilities.....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ <u>4,000,000</u>
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)	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Repayment of indebtedness	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Working capital	<input type="checkbox"/> \$ _____	<input checked="" type="checkbox"/> \$ <u>584,633</u>
Other (specify) <u>Mineral Exploration Costs</u>	<input type="checkbox"/> \$ _____	<input checked="" type="checkbox"/> \$ <u>1,000,000</u>
.....
.....
Column Totals	<input type="checkbox"/> \$ <u>-</u>	<input checked="" type="checkbox"/> \$ <u>5,584,633</u>
Total Payments Listed (column totals added).....	<input checked="" type="checkbox"/> \$ <u>5,584,633</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.

Issuer (Print or Type) New Guinea Gold Corporation	Signature 	Date March 1, 2006
Name of Signer (Print or Type) Judith O'Quinn	Title of Signer (Print or Type) Director and Chief Financial Officer	

ATTENTION

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

NEW GUINEA GOLD CORPORATION
EXHIBIT A TO FORM D

“Item B.4” of Form D

The offering referred to herein closed on February 17, 2006 and was effected in the United States pursuant to Rule 506 of Regulation D and outside the United States pursuant to Rule 903 of Regulation S.

The Units were offered and sold within the United States only by the Issuer to an investment fund company headquartered in the State of New York, such investor being an “Accredited Investor,” as defined in Rule 501(a) of Regulation D, in accordance with Rule 506 thereof. No commissions or similar fees were payable with respect to this portion of the Offering.

“Item C.1” of Form D

The Issuer has sold 35,000,000 of its Units (the “Units”), each Unit consisting of one common share (“Share”) and one common share purchase warrant (“Warrant”), at an average price of \$0.1724 USD [\$0.20 CAD] per Unit for total Unit proceeds of \$6,034,483 USD [\$7,000,000 CAD].

“Item C.2” of Form D

Of the Units sold, 2,000,000 Units were sold in the United States for proceeds of \$344,828 US [\$400,000 CAD].

All amounts on this Form D were converted to U.S. dollars from Canadian dollars using an exchange rate of \$1.16 as of February 17, 2006, the closing date of this offering.