

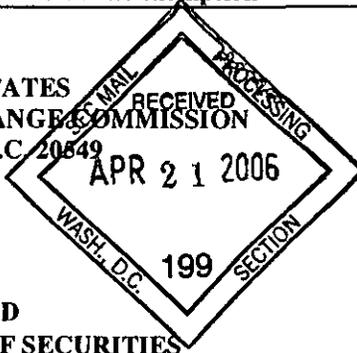
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SEC 1972
(6/99)

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form 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

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



OMB APPROVAL



06034242

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

SEC USE ONLY	
Prefix	Serial
DATE RECEIVED	

Name of Offering (check if this is an amendment and name has changed, and indicate change):
(i) Units, each comprising one common share and one-half of one common share purchase warrant (each whole warrant, a "Warrant"); and (ii) Special Warrants, each automatically exercisable for no further consideration into one Unit, with each Unit having the same terms as referenced in (i).

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

PROCESSED

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

MAY 11 2006

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

THOMSON
FINANCIAL

Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)

906-595 Howe Street, Vancouver, BC V6C 2T5, Canada Tel.: (604) 801-6040

Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)
(if different from Executive Offices) SAME AS ABOVE

Brief Description of Business

The issuer is a mineral exploration company focused on identifying and defining gold deposits in Nevada.

Type of Business Organization

corporation limited partnership, already formed other (please specify):
 business trust limited partnership, to be formed

Actual or Estimated Date of Incorporation or Organization: [05] [02] 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, 100 F Street, N.E., 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.

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 and/or Managing Partner

Full Name (Last name first, if individual)
McInnis, Michael

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Gateway Gold Corp., 906-595 Howe Street, Vancouver, BC V6C 2T5, Canada

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

Full Name (Last name first, if individual)
Nesbitt, Archibald

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Gateway Gold Corp., 906-595 Howe Street, Vancouver, BC V6C 2T5, Canada

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

Full Name (Last name first, if individual)
Robertson, James

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Gateway Gold Corp., 906-595 Howe Street, Vancouver, BC V6C 2T5, Canada

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

Full Name (Last name first, if individual)
Jackson, Alvin

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Gateway Gold Corp., 906-595 Howe Street, Vancouver, BC V6C 2T5, Canada

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

Full Name (Last name first, if individual)
Montpellier, Louis

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Gateway Gold Corp., 906-595 Howe Street, Vancouver, BC V6C 2T5, Canada

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

Full Name (Last name first, if individual)
Friedrich, Roman

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Gateway Gold Corp., 906-595 Howe Street, Vancouver, BC V6C 2T5, Canada

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

Full Name (Last name first, if individual)
Raftery, Michael

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Gateway Gold Corp., 906-595 Howe Street, Vancouver, BC V6C 2T5, Canada

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

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.

Full Name (Last name first, if individual)

Haywood Securities Inc.

Business or Residence Address (Number and Street, City, State, Zip Code)
 2000-400 Burrard Street, Vancouver, BC V6C 3A6, Canada

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

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

(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	\$0	\$0
Equity		
[X] Common ¹ [] Preferred	\$21,669,273	\$5,985,704
Convertible Securities (including warrants)	\$0	\$0
Partnership Interests	\$0	\$0
Other (Specify)	\$0	\$0
Total	\$21,669,273	\$5,985,704

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 ²	Aggr. \$ Amt of Purchases
Accredited Investors	32	\$5,985,704
Non-accredited Investors		--
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 information requested for all securities sold by the issuer, to date, in offerings of the types indicated, 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 Amt. Sold
Rule 505		\$
<u>Regulation A</u>		\$
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"/>	\$ 1,000
Printing and Engraving Costs	<input checked="" type="checkbox"/>	\$ 800
Legal Fees	<input checked="" type="checkbox"/>	\$ 100,000
Accounting Fees	<input checked="" type="checkbox"/>	\$ 1,000
Engineering Fees	<input type="checkbox"/>	
Sales Commissions (cash component only).....	<input checked="" type="checkbox"/>	\$ 305,200
Other Expenses (identify): ³	<input checked="" type="checkbox"/>	\$ 30,762
Total	<input checked="" type="checkbox"/>	\$ 438,762

¹ Issuer offered for sale up to (i) 3,782,672 Units @ \$1.09 (all amounts expressed in US\$ based on Cdn/US \$ exchange rate as of 4/10/06), each Unit comprising one common share and one-half of one common share purchase warrant (each whole warrant, a "Warrant", with each Warrant having a one-year term and exercise price of \$1.39) and (ii) 8,217,328 Special Warrants @ \$1.09. Each Special Warrant, subject to receipt of shareholder approval for issuance of underlying securities, is automatically exercisable for no further consideration into one Unit having the same terms as referenced in (i). Offering includes a non-brokered component as to 4,217,328 Special Warrants and 3,782,672 Units, and a brokered component as to 4,000,000 Special Warrants, including 800,000 issuable upon exercise of Agent's Over-Allotment Option. Amounts sold to date reflect the issuance of 1,745,000 Special Warrants and 3,746,472 Units @ \$1.09. Aggregate offering price assumes sale of all offered Units and Special Warrants and exercise of all Warrants offered including up to 179,333 Warrants comprising portions of Units and Special Warrants issued as commissions to finders (Canada only) and the Agent.

² Includes both U.S. and non-U.S. investors.

³ Includes \$27,112 for listing fees (Toronto Stock Exchange) and \$3,650 for state blue sky filing fees.

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."

\$21,230,511

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"/>	<u>\$0</u>	<input type="checkbox"/>	<u>\$0</u>
Purchase of real estate	<input type="checkbox"/>	<u>\$0</u>	<input type="checkbox"/>	<u>\$0</u>
Purchase, rental or leasing and installation of machinery and equipment	<input type="checkbox"/>	<u>\$0</u>	<input type="checkbox"/>	<u>\$0</u>
Construction or leasing of plant buildings and facilities	<input type="checkbox"/>	<u>\$0</u>	<input type="checkbox"/>	<u>\$0</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"/>	<u>\$0</u>	<input type="checkbox"/>	<u>\$0</u>
Repayment of indebtedness	<input type="checkbox"/>	<u>\$0</u>	<input type="checkbox"/>	<u>\$0</u>
Working capital*	<input type="checkbox"/>	<u>\$0</u>	<input checked="" type="checkbox"/>	<u>\$21,230,511</u>
Other (specify):				
Column Totals	<input type="checkbox"/>	<u>\$0</u>	<input type="checkbox"/>	<u>\$0</u>
Total Payments Listed (column totals added)	<input type="checkbox"/>	<u>\$0</u>	<input checked="" type="checkbox"/>	<u>\$21,230,511</u>
		<u>\$21,230,511</u>		

* Total includes \$8,589,273 that would be raised if all warrants were exercised at \$1.39 including up to 179,333 Warrants comprising portions of Units and Special Warrants issued as commissions to finders (Canada only) and the Agent. The Issuer may receive some, all or no proceeds from warrant exercise.

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) Gateway Gold Corp.	Signature <i>Michael P. Raftery</i>	Date April 18, 2006
Name of Signer (Print or Type) Michael Raftery	Title of Signer (Print or Type) Chief Financial Officer	
ATTENTION		
Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)		

END