

BONANZA GOLD CORP.

FORM DEF 14C

(Information Statement - All Other (definitive))

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

SCHEDULE 14C INFORMATION

Information Statement Pursuant to Section 14(c) of the
Securities Exchange Act of 1934

Check the appropriate box:

- Preliminary Information Statement
 Confidential, for Use of the Commission Only (as permitted by Rule
14c-5(d)(2))
 Definitive Information Statement

BONANZA GOLD CORP.

(Name of Registrant As Specified In Its Charter)

Payment of Filing Fee (Check the Appropriate Box):

- No fee required
 Fee computed on table below per Exchange Act Rules 14c-5(g) and 0-11

1. Title of each class of securities to which transaction applies:
2. Aggregate number of securities to which transaction applies:
3. Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11
4. Proposed maximum aggregate value of transaction
5. Total fee paid

Check box if any party of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

BONANZA GOLD CORP.
2415 East Camelback Road, Suite 700
Phoenix, AZ 85016
(602) 553-1190

NOTICE OF STOCKHOLDER ACTION BY WRITTEN CONSENT

To the Stockholders of Bonanza Gold Corp.:

This Information Statement is furnished to the stockholders of Bonanza Gold Corp., a Nevada corporation (“Bonanza Gold”), in connection with our prior receipt of approval by written consents, in lieu of a special meeting, of the holders of a majority of our common stock authorizing the board of directors of Bonanza Gold, to effectuate the reverse stock split (the “Stock Split”) of the issued and outstanding shares of common stock on a basis of up to 1 for 150. On January 5, 2011, Bonanza Gold obtained the approval of the Stock Split by written consent of stockholders that are the record owner of 129,000,000 shares of common stock which represent over 50% of the voting power as of January 5, 2011. The Stock Split cannot be effectuated until 20 days after the mailing of this Information Statement and the filing of an amendment to the articles of incorporation with the Secretary of State of the State of Nevada.

BONANZA GOLD IS NOT ASKING YOU FOR A PROXY AND YOU ARE REQUESTED TO NOT SEND A PROXY.

Because the written consent of the holders of a majority of our voting power satisfies all applicable stockholder voting requirements, we are not asking for a proxy: please do not send us one.

Only stockholders of record at the close of business on January 25, 2011 (the “Record Date”) shall be given a copy of the Information Statement. The date on which this Information Statement will be sent to stockholders will be on or about February 9, 2011.

The accompanying information statement is for information purposes only. Please read it carefully.

By Order of the Board of Directors

/s/ Lynn Harrison
Lynn Harrison
President

February 8, 2011

This information statement is being furnished to all holders of the common stock of Bonanza Gold in connection with the proposed action by Written Consent to authorize the board of directors to carry out the reverse stock split of the common stock of the Corporation.

ITEM 1.

INFORMATION STATEMENT

This information statement is being furnished to all holders of the common stock of Bonanza Gold, in connection with resolutions of the Board of Directors and the written consent of the holder in excess of 50% of the voting rights of the stockholders of Bonanza Gold. The board of directors, as approved by the written consent of the holders of in excess of 50% of the voting rights of the stockholders of Bonanza Gold, provides public notice of the approval and authorization to effectuate the reverse stock split of the common stock of the Corporation.

The Board of Directors has unanimously approved the Stock Split and a person owning a majority of the outstanding voting securities of Bonanza Gold, has adopted, ratified and approved the proposed actions. No other votes are required or necessary to effectuate the proposed actions. See the caption "Vote Required for Approval" below. Such action by our stockholders will be effective 20 calendar days after the date this Information Statement is first mailed to our stockholders and after the filing of required amendment to the articles of incorporation with the Nevada Secretary of State's office.

The Quarterly Report on Form 10-Q for quarterly periods ended March 31, 2010, June 30, 2010 and September 30, 2010 and the Annual Report on Form 10-K for the year ended December 31, 2009, and any reports on Form 8-K filed by Bonanza Gold during the past year with the Securities and Exchange Commission may be viewed on the Securities and Exchange Commission's website at www.sec.gov in the Edgar Archives. Bonanza Gold is presently current in the filing of all reports required to be filed by it. See the caption Additional Information below.

GRANT AUTHORITY TO THE BOARD OF DIRECTORS TO CONDUCT A 1 FOR 150 SHARE REVERSE STOCK SPLIT OF BONANZA GOLD'S COMMON STOCK.

Purpose: Bonanza Gold's board has unanimously adopted a resolution seeking stockholder approval to authorize the Board to effectuate a reverse stock split. The Stock Split would reduce the number of outstanding shares of our common stock. The board has determined that it would be in the Corporation's best interest to conduct a reverse split of its common stock on up to a 1 for 150 basis and has received the consent of the holder of a majority of the voting power of the Corporation's securities to authorize the board to conduct such a reverse split. In December 2010, we effectuated a reincorporation merger in which we were redomiciled from the State of Delaware to the State of Nevada and each share of the common stock of the Delaware company was exchanged for 150 shares of the Nevada corporation. Since the effectuation of the merger, the trading activity with respect to our stock was not what we expected. Several potential sources of financing have suggested that the Company engage in a reverse split in an effort to stabilize the trading market. In an effort to stabilize the trading activity, the board of directors believes that the best course of action is to effectuate a reverse split in the hope of returning the trading activity to its premerger status and attracting potential financing sources.

In addition, the Stock Split are to accomplish the following:

- a) increase the per share price of the common stock to help maintain the interest of the markets;
- b) reduce the number of outstanding shares of common stock to a level more consistent with other public companies with a similar anticipated market capitalization; and
- c) provide the management of the Corporation with additional flexibility to issue shares to facilitate future stock acquisitions and financing for the Corporation.

For the above reasons, the board believes that the Stock Split is in the best interest of the Corporation and its stockholders. There can be no assurance, however, that the reverse stock split will have the desired benefits.

The board believes that the Stock Split would provide for the combination of the presently issued and outstanding shares of common stock into a smaller number of shares of identical common stock. The Stock Split would affect all common stockholders uniformly. This process, that is known as a reverse split, would take 150 shares of the presently issued and outstanding common stock on the effective date of the amendment to the articles of incorporation that would carry out the reverse split and convert those shares into one share of the post-reverse stock split common stock. The conversion rate of all securities convertible into common stock would be proportionately adjusted.

The board has indicated that fractional shares will not be issued. Instead, Bonanza Gold will issue one full share of the post-reverse stock split common stock to any stockholder who would have been entitled to receive a fractional share as a result of the process. Each stockholder will

hold the same percentage of the outstanding common stock immediately following the Stock Split as that stockholder did immediately prior to the Stock Split, except for minor adjustment as a result of the additional shares that will need to be issued a result of the treatment of fractional shares.

For the above reasons, the board believes that the Stock Split is in the best interest of Bonanza Gold and its stockholders. There can be no assurance, however, that the reverse stock split will have the desired benefits.

Effects: The Stock Split will be effected by filing an amendment to the Corporation's Articles of Incorporation with the Nevada Secretary of State's office and will become effective upon such filing and final approval of the board of directors of the Corporation. The actual timing of any such filing will be made by the board of directors based upon its evaluation as to when the filing will be most advantageous to the Corporation and its stockholders.

Bonanza Gold is currently authorized to issue 250,000,000 shares of its common stock of which 204,000,000 shares are currently issued and outstanding. No shares of preferred stock are authorized at this time. Currently, stockholder holding votes in excess of 63.24% of the voting rights have consented in writing to the proposal. A reverse split on a 1 for 150 basis would reduce the number of issued and outstanding shares of common stock to approximately 1,360,000 but will not reduce the number of authorized shares of common stock. The Stock Split will not have any effect on the stated par value of the common stock.

The effect of the Stock Split upon existing stockholders of the common stock will be that the total number of shares of Bonanza Gold's common stock held by each stockholder will automatically convert into the number of whole shares of common stock equal to the number of shares of common stock owned immediately prior to the Stock Split divided by 150, with an adjustment for any fractional shares. (Fractional shares will be rounded up into a whole share).

If acted upon by the Corporation's board of directors, the consent by the majority of the common stock stockholder reported herein, would result in each stockholder's percentage ownership interest in the Corporation and proportional voting power will remain virtually unchanged on the date that the split is effectuated, except for minor changes and adjustments that will result from rounding fractional shares into whole shares. The rights and privileges of the holders of shares of common stock will be substantially unaffected by the Stock Split. All issued and outstanding options, warrants, and convertible securities would be appropriately adjusted for the Stock Split automatically on the effective date of the Stock Split. All shares, options, warrants or convertible securities that the Corporation has agreed to issue (or agrees to issue prior to the effective date of the Stock Split) also will be appropriately adjusted for the Stock Split.

The Stock Split may also result in some stockholders holding "odd lots" of less than 100 shares of common stock. Brokerage commissions and other costs of transactions in odd lots may be higher, particularly on a per-share basis, than the cost of transactions in even multiples of 100 shares.

As a result of the proposal to conduct a Stock Split, Bonanza Gold will have more authorized shares available for issuance than it currently has available and therefore, there is a significant risk of stockholder value represented by the common stock being diluted. The proposed Stock Split creates a risk that current stockholders of the common stock will see the value of those shares diluted through the issuance of additional authorized but currently unissued shares. The current net tangible book value per share would be diluted if additional shares are issued without an increase taking place in the net book value of the assets of the Corporation. The current book value of shares held by existing stockholders would not be maintained in the event additional shares are issued. The Stock Split will reduce the number of outstanding shares of common stock to approximately 1,360,000 however the authorized shares will remain at 250,000,000 and the issuance of the remaining the remaining 248,640,000 would have a material dilutive effect upon existing stockholders.

After the taking of any action to conduct the Stock Split there is not a requirement that stockholders obtain new or replacement share certificates. Each of the holders of record of shares of the Corporation's common stock that is outstanding on the effective date of the Stock Split may contact the Corporation's transfer agent to exchange the certificates for new certificates representing the number of whole shares of post-reverse stock split common shares into which the existing shares have been converted as a result of the Stock Split.

EXISTING CERTIFICATES SHOULD NOT BE SENT TO THE CORPORATION OR THE TRANSFER AGENT BEFORE THE EFFECTIVE DATE OF THE FILING OF THE PROPOSED MOVE.

Unless and until the stockholder forwards a completed letter of transmittal, together with certificates representing such stockholder's shares of Nevada common stock to the transfer agent and receives in return a new certificate representing shares of Nevada common stock, such stockholder's existing common stock shall be deemed equal to the number of shares of Nevada common shares to which such stockholder is entitled as a result of the move.

CERTAIN FEDERAL INCOME TAX CONSIDERATIONS

The following discussion describes certain material federal income tax considerations relating to the proposed Stock Split. This discussion is based upon the Internal Revenue Code, existing and proposed regulations thereunder, legislative history, judicial decisions, and current administrative rulings and practices, all as amended and in effect on the date hereof. Any of these authorities could be repealed, overruled, or modified at any time. Any such change could be retroactive and, accordingly, could cause the tax consequences to vary substantially from the consequences described herein. No ruling from the Internal Revenue Service (the "IRS") with respect to the matters discussed herein has been requested, and there is no assurance that the IRS would agree with the conclusions set forth in this discussion.

This discussion may not address federal income tax consequences that may be relevant to particular stockholders in light of their personal circumstances or to stockholders who may be subject to special treatment under the federal income tax laws. This discussion also does not address any tax consequences under state, local or foreign laws.

STOCKHOLDERS ARE URGED TO CONSULT THEIR TAX ADVISORS AS TO THE PARTICULAR TAX CONSEQUENCE OF THE MOVE FOR THEM, INCLUDING THE APPLICABILITY OF ANY STATE, LOCAL OR FOREIGN TAX LAWS, CHANGES IN APPLICABLE TAX LAWS AND ANY PENDING OR PROPOSED LEGISLATION.

The Stock Split is intended to be a tax-free recapitalization to the Corporation and its stockholders. Stockholders will not recognize any gain or loss for federal income tax purposes as a result of the Stock Split. The holding period for shares of common stock after the move will include the holding period of shares of common stock before the Stock Split, provided, that such shares of common stock are held as a capital asset at the effective date of the amendment. The aggregate adjusted basis of the shares of common stock after the move will be the same as the adjusted basis of the shares of common stock before the Stock Split.

Bonanza Gold believes that the foregoing addresses the material United States federal income tax consequences of the Stock Split to stockholders. The opinion is based upon the Code, applicable Treasury Regulations, judicial decisions and current administrative rulings, all of which are subject to change with retroactive effect. The tax consequences to stockholders of the Stock Split may be affected by their particular circumstances and by the applicability to them of one or more special rules like those which apply to dealers in securities, foreign persons, mutual funds, insurance companies and persons who do not hold their shares as capital assets. Therefore, Bonanza Gold urges stockholders to consult their own tax advisors concerning the effect of the Stock Split upon them, including the effect of any state, local or other tax to which they may be subject. An opinion of tax counsel will not be provided to stockholders.

QUESTIONS AND ANSWERS REGARDING THE PROPOSAL AUTHORIZING THE BOARD TO CONDUCT THE PROPOSED MERGER.

Q. WHY IS APPROVAL SOUGHT FOR THE PROPOSED STOCK SPLIT OF THE COMMON STOCK ON A 1 FOR 150 BASIS?

A. The Board seeks approval of the Stock Split. It is the expectation of the Board that the Stock Split would stabilize the trading market, increase the market price of the resulting common stock and thus maintain a higher level of market interest in the shares, provide additional flexibility to management with regard to the issuance of shares and maintaining the proper market capitalization of the Company. The Board believes that the Stock Split will enhance the Company's flexibility with regard to the ability to issue common stock for — proper corporate purposes that may be identified from time to time, such as financing, acquisitions, compensation of employees, the establishment of strategic business relationships with other companies or the expansion of Bonanza Gold's business through the acquisition of other businesses.

Q. HAS THE BOARD OF DIRECTORS APPROVED THE PROPOSAL TO CONDUCT THE PROPOSED STOCK SPLIT?

A. All members of the Board of Directors have approved the proposal to authorize the board to effectuate the Stock Split of the common stock as is in the best interest of Bonanza Gold and the best interest of the current stockholders of Bonanza Gold.

Q. WILL THE PROPOSED STOCK SPLIT RESULT IN ANY TAX LIABILITY TO ME?

A. The proposed Stock Split is intended to be tax free for federal income tax purposes.

Q. WHAT VOTE OF THE STOCKHOLDER WILL RESULT IN THE PROPOSAL BEING PASSED?

A. To approve the proposals, the affirmative vote of a majority of the voting rights of the common stock and other shares holding voting rights is required. Consents in favor of the proposal have already been received from stockholders holding a majority of the voting securities of Bonanza Gold.

Q. WHO IS PAYING FOR THIS INFORMATION STATEMENT?

A. Bonanza Gold will pay for the delivery of this information statement.

Q. WHOM SHOULD I CONTACT IF I HAVE ADDITIONAL QUESTIONS?

A: Lynn Harrison, President of Bonanza Gold Corp., 2415 East Camelback Road, Suite 700, Phoenix, AZ 85016, telephone: (602) 448-1861.

VOTE REQUIRED FOR APPROVAL

The Board of Directors of Bonanza Gold have adopted, ratified and approved the proposal to authorize the Stock Split and stockholders of the Corporation holding a majority of the voting power on the Record Date have approved the proposed Stock Split to the stockholders for their approval.

DISSENTER'S RIGHTS OF APPRAISAL

The Nevada Revised Statutes (the Nevada Law) do not provide for dissenter's rights in connection with the proposed amendment of the Articles of Incorporation to effectuate a reverse stock split.

VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF

The Board of Directors fixed the close of business on January 25, 2011 as the record date for the determination of the common stockholders entitled to notice of the action by written consent.

As of January 25, 2011, Bonanza Gold had issued and outstanding 204,000,000 shares of common stock. A Stockholder holding a controlling interest equaling not less than fifty percent (50%) of voting rights of the securities of Bonanza Gold, as of the record date have consented to the action required to carry the proposed Stock Split.

SECURITY OWNERSHIP OF EXECUTIVE OFFICERS, DIRECTORS AND FIVE PERCENT STOCKHOLDERS

The following table sets forth certain information concerning the ownership of the Corporation's common stock as of January 25, 2011, with respect to: (i) each person known to the Corporation to be the beneficial owner of more than five percent of the Corporation's common stock; (ii) all directors; and (iii) directors and executive officers of the Corporation as a group. The notes accompanying the information in the table below are necessary for a complete understanding of the figures provided below. As of January 25, 2011, there were 204,000,000 shares of common stock issued and outstanding.

| <u>Title of Class</u> | <u>Name and Address of Beneficial Owner</u> | <u>Amount and Nature of Beneficial Owner</u> | <u>Percent of Class</u> |
|-----------------------|--|--|-------------------------|
| Common Stock | Lynn Harrison c/o Bonanza Gold Corp. 2415 East Camelback Road, Suite 700 Phoenix, AZ 85016 | 129,000,000 | 63.24% |

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

No director, executive officer, nominee for election as a director, associate of any director, executive officer or nominee or any other person has any substantial interest, direct or indirect, by security holdings or otherwise, in the proposed move or in any action covered by the related resolutions adopted by the Board of Directors, which is not shared by all other stockholders.

Nevada Anti-Takeover Provisions

The anti-takeover provisions of Sections 78.411 through 78.445 of the Nevada Corporation Law will apply to us. Section 78.438 of the Nevada law prohibits a company from merging with or selling more than 5% of our assets or stock to any stockholder who owns or owned more than 10% of any stock or any entity related to a 10% stockholder for three years after the date on which the stockholder acquired our shares, unless the transaction is approved by our Board of Directors. The provisions also prohibit us from completing any of the transactions described in the preceding sentence with a 10% stockholder who has held the shares more than three years and its related entities unless the transaction is approved by our Board of Directors or a majority of our shares, other than shares owned by that 10% stockholder or any related entity. These provisions could delay, defer or prevent a change in control of the surviving Company.

FORWARD-LOOKING STATEMENTS

This information statement may contain certain "forward-looking" statements (as that term is defined in the Private Securities Litigation Reform Act of 1995 or by the U.S. Securities and Exchange Commission in its rules, regulations and releases) representing our expectations or beliefs regarding our company. These forward-looking statements include, but are not limited to, statements concerning our operations, economic performance, financial condition, and prospects and opportunities. For this purpose, any statements contained herein that are not statements of historical fact may be deemed to be forward-looking statements. Without limiting the generality of the foregoing, words such as "may," "will," "expect," "believe," "anticipate," "intend," "could," "estimate," "might," or "continue" or the negative or other variations thereof or comparable terminology are intended to identify forward-looking statements. These statements, by their nature, involve substantial risks and uncertainties, certain of which are beyond our control, and actual results may differ materially depending on a variety of important factors, including factors discussed in this and other of our filings with the U.S. Securities and Exchange Commission.

WHERE YOU CAN FIND MORE INFORMATION

We are subject to the information and reporting requirements of the Securities Exchange Act of 1934, as amended, and in accordance with the Securities Exchange Act, we file periodic reports, documents, and other information with the Securities and Exchange Commission relating to our business, financial statements, and other matters. These reports and other information may be inspected and are available for copying at the offices of the Securities and Exchange Commission, 100 F Street, N.E., Washington, DC 20549. Our SEC filings are also available to the public on the SEC's website at <http://www.sec.gov>.

INCORPORATION OF FINANCIAL INFORMATION

We “incorporate by reference” into this Information Statement the information in certain documents we file with the SEC, which means that we can disclose important information to you by referring you to those documents. We incorporate by reference into this information statement the following documents we have previously filed with the SEC: including our Form 10-K annual report for the year ended December 31, 2009 and quarterly reports on Form 10-Q for the past quarters ended March 31, 2010, June 30, 2010 and September 30, 2010, any reports on Form 8-K or other forms which have been filed with the Securities and Exchange Commission are incorporated herein by reference. All of these forms may be accessed through the EDGAR archives, at www.sec.gov.

Only one information statement is being delivered to multiple stockholders sharing an address, unless we have received contrary instructions from one or more of the stockholders. We will undertake to deliver promptly upon written or oral request a separate copy of the information statement to a stockholder at a shared address to which a single copy of the information statement was delivered. You may make a written or oral request by sending a written notification to our principal executive offices at 2415 East Camelback Road, Suite 700, Phoenix, AZ 85016 stating your name, your shared address, and the address to which we should direct the additional copy of the information statement or by calling our principal executive offices. If multiple stockholders sharing an address have received one copy of this information statement and would prefer us to mail each stockholder a separate copy of future mailings, you may send notification to or call our principal executive offices. Additionally, if current stockholders with a shared address received multiple copies of this information statement and would prefer us to mail one copy of future mailings to stockholders at the shared address, notification of that request may also be made by mail or telephone call to our principal executive offices.

Dated: February 8, 2011

By Order of the Board of Directors

/s/ Lynn Harrison

Lynn Harrison, President and Director

APPENDICES

Exhibit A-Written Consent of the Majority Stockholder

Exhibit B- Articles of Amendment



BONANZA GOLD CORP.
WRITTEN CONSENT
OF MAJORITY SHAREHOLDER
OF
BONANZA GOLD CORP.

The undersigned, being the majority shareholder of all of the outstanding shares of common stock of Bonanza Gold Corp., a Nevada corporation (the "Corporation"), and acting by written consent in lieu of a meeting in accordance with Section 78.320 of the Nevada Revised Statutes, resolves as follows:

RESOLVED, that the Corporation be, and hereby is authorized to effectuate a 1 for 150 reverse stock split of the Corporation's common stock.

IN WITNESS WHEREOF, the undersigned has executed this Written Consent as of the 5th day of January, 2011.

/s/ Lynn Harrison

Lynn Harrison

Exhibit B

ROSS MILLER
Secretary of State
204 North Carson Street
Suite 1
Carson City, Nevada 89701-4520 (776) 684-6708
Website: www.nvsos.gov

Certificate of Amendment

(PURSUANT TO NRS 78.385 AND 78.390)

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

Certificate of Amendment to Articles of Incorporation
For Nevada Profit Corporations

(Pursuant to NRS 78.385 and 78.390 - After Issuance of Stock)

1. Name of corporation:

Bonanza Gold Corp.

2.

The articles have been amended as follows: (provide article numbers, if available) Article 3 is by adding at the end thereof the following:

"Effective as of March 1, 2011, each share of common stock of the Corporation issued and outstanding as of the record date set by the Corporation's board of directors will be subject to a 1 for 150 reverse split, with all fractional shares being rounded up to the nearest whole share."

All other aspects of Article 3 shall remain unchanged.

3.

The vote by which the stockholders holding shares in the corporation entitling them to exercise a least a majority of the voting power, or such greater proportion of the voting power as may be required in the case of a vote by classes or series, or as may be required by the provisions of the articles of incorporation* have voted in favor of the amendment is: January 5, 2011

4.

Effective date of filing: (optional) March 1, 2011
(must not be later than 90 days after the certificate is filed)

5.

Signature: (required)

X

Signature of Officer

if any proposed amendment would alter or change any preference or any relative or other right given to any class or series of outstanding shares, then the amendment must be approved by the vote, in addition to the affirmative vote otherwise required, of the holders of shares representing a majority of the voting power of each class or series affected by the amendment regardless to limitations or restrictions on the voting power thereof.

IMPORTANT: Failure to include any of the above information and submit with the proper fees may cause this filing to be rejected.

Nevada Secretary of State Amend Profit-After

This form must be accompanied by appropriate fees.

Revised; 3-6-09