# Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines BONANZA GOLDFIELDS CORP.

A Nevada Corporation

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Annual Report
For the Period Ending: 12/31/2018
(the "Reporting Period")

As of December 31, 2018, the number of shares outstanding of our Common Stock was:

649,917,054

As of December 31, 2017, the number of shares outstanding of our Common Stock was:

431,805,943

Indicate by check mark whether the company is a shell	company (as defined in Rule 405 of the Securities Act
of 1933 and Rule 12b-2 of the Exchange Act of 1934):	

Yes: 🔲	No: ⊠ (Double-click and select "Default Value" to check)

Indicate by check mark whether the company's shell status has changed since the previous reporting period:

Yes: ☐ No: ☒

Indicate by check mark whether a Change in Control<sup>1</sup> of the company has occurred over this reporting period:

Yes: ☐ No: ⊠

#### 1) Name of the issuer and its predecessors (if any)

<sup>1 &</sup>quot;Change in Control" shall mean any events resulting in:

<sup>(</sup>i) Any "person" (as such term is used in Sections 13(d) and 14(d) of the Exchange Act) becoming the "beneficial owner" (as defined in Rule 13d-3 of the Exchange Act), directly or indirectly, of securities of the Company representing fifty percent (50%) or more of the total voting power represented by the Company's then outstanding voting securities;

<sup>(</sup>ii) The consummation of the sale or disposition by the Company of all or substantially all of the Company's assets;

<sup>(</sup>iii) A change in the composition of the Board occurring within a two (2)-year period, as a result of which fewer than a majority of the directors are directors immediately prior to such change; or

<sup>(</sup>iv) The consummation of a merger or consolidation of the Company with any other corporation, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or its parent) at least fifty percent (50%) of the total voting power represented by the voting securities of the Company or such surviving entity or its parent outstanding immediately after such merger or consolidation.

In answering this item, please also provide any names used by predecessor entities in the past five years and the dates of the name changes.

#### Bonanza Goldfields Corp.

Date and state (or jurisdiction) of incorporation (also describe any changes to incorporation since inception, if applicable) Please also include the issuer's current standing in its state of incorporation (e.g. active, default, inactive):

#### March 6, 2008 - Nevada - Active

Has the issuer or any of its predecessors ever been in bankruptcy, receivership, or any similar proceeding in the past five years?

Yes: ☐ No: ⊠

#### 2) Security Information

Trading symbol:

Exact title and class of securities outstanding:

CUŞIP:

Par or stated value:

BONZ

Common

097824 106

.0001

Total shares authorized: 2,000,000,000 as of date: 12/31/2018
Total shares outstanding: 649,917,054 as of date: 12/31/2018
Number of shares in the Public Float<sup>2</sup>: 551,285,004 as of date: 03/13/2019
Total number of shareholders of record: 41 as of date: 03/22/2019

Additional class of securities (if any):

Trading symbol: None

Exact title and class of securities outstanding: Series A Preferred Stock

CUSIP: None Par or stated value: 0,0001

Total shares authorized: 10,000,000 as of date: <u>12/31/2018</u>
Total shares outstanding: 10,000,000 as of date: <u>12/31/2018</u>

Trading symbol: None

Exact title and class of securities outstanding: Series B Preferred Stock

CUSIP: None
Par or stated value: 0.0001

Total shares authorized: 1,000,000 as of date: 12/31/2018
Total shares outstanding: 36,999 as of date: 12/31/2018

Trading symbol: None

Exact title and class of securities outstanding: Series C Preferred Stock

CUSIP: None Par or stated value: 0.0001

Total shares authorized: 1 as of date: 12/31/2018
Total shares outstanding: 1 as of date: 12/31/2018

<sup>&</sup>lt;sup>2</sup> "Public Float" shall mean the total number of unrestricted shares not held directly or indirectly by an officer, director, any person who is the beneficial owner of more than 10 percent of the total shares outstanding (a "control person"), or any affiliates thereof, or any immediate family members of officers, directors and control persons.

#### **Transfer Agent**

Name:

Transfer Online

Phone:

(503) 227-2950

Email:

info@transferonline.com

Is the Transfer Agent registered under the Exchange Act?<sup>3</sup> Yes:

No:

Describe any trading suspension orders issued by the SEC concerning the issuer or its predecessors:

#### None

List any stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization either currently anticipated or that occurred within the past 12 months:

There have been no Corporate Actions within the past 12 months.

The Company acquires and divests mining claims in the oridinary course of its business.

Our acquisition of TMTN, LLC (holds an option to acquire the Thunder Mountain Gold Project) closed during the past 12 months. Hondo Minerals Corporation, a related party, received 1 share of the Company's Series C Preferred Stock as the purchase price for TMTN LLC. The Series C Preferred share is convertible into 9.99% of the Company's outstanding common stock (less the number of shares of common stock already owned by Hondo Minerals Corporation).

#### 3) Issuance History

The goal of this section is to provide disclosure with respect to each event that resulted in any direct changes to the total shares outstanding of any class of the issuer's securities in the past two completed fiscal years and any subsequent interim period.

Disclosure under this item shall include, in chronological order, all offerings and issuances of securities, including debt convertible into equity securities, whether private or public, and all shares or any other securities or options to acquire such securities issued for services. Using the tabular format below, please describe these events.

#### A. Changes to the Number of Outstanding Shares

Check this box to indicate there were no changes to the number of outstanding shares within the past two completed fiscal years and any subsequent periods:

Number of Shares outstanding as of 01/01/2017	Common	ng Balance: : 409,982,943 ferred: <u>0</u>	*Right-click the rows below and select "Insert" to add rows as needed.						
Date of Transaction	Transaction type (e.g. new issuance, cancellation , shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the share s issue d at a disco unt to mark et	Individual/ Entity Shares were issued to (entities must have individual with voting / investment control disclosed).	Reason for share issuance (e.g. for cash or debt conversion) OR Nature of Services Provided (if applicable)	Restricted or Unrestricted as of this filing?	Exempti on or Registrat ion Type?

<sup>&</sup>lt;sup>3</sup> To be included in the Pink Current Information tier, the transfer agent must be registered under the Exchange Act.

OTC Markets Group Inc.

OTC Pink Basic Disclosure Guidelines (v2.0 February 2019)

					price at the time of issua nce? (Yes/ No)				
04/03/2017	New issuance	10,000,000	Series A Preferred	0.031	no	Riverbrook Industries Corp	Forbearance agreement / commitment fee	restricted	<u>4a2</u>
05/22/2017	New issuance	24,999	Series B Preferred	<u>\$1.00</u>	<u>no</u>	Michael Stojsavljevich	Completion bonus	restricted	<u>4a2</u>
05/26/2017	New issuance	10,000,000	common	0.0016	<u>no</u>	Michael Stojsavljevich	Completion bonus	restricted	<u>4a2</u>
06/21/2017	New issuance	11,823,000	common	0.0017	no	Hondo Minerals Corporation	Mine acquisition	restricted	<u>4a2</u>
09/26/2017	New issuance	7,500	Series B Preferred	<u>\$1.00</u>	no	Hondo Minerals Corporation	Mine acquisition	restricted	<u>4a2</u>
10/10/2017	New issuance	4,500	Series B Preferred	\$1.00	no	Hondo Minerals Corporation	Mine acquisition	restricted	<u>4a2</u>
03/12/2018	New issuance	43,000,000	common	.0022	<u>yes</u>	GPL Ventures LLC	Settle trade debt	unrestricted	<u>3a10</u>
03/14/2018	New issuance	43,000,000	common	.0014	<u>yes</u>	GPL Ventures LLC	Settle trade debt	unrestricted	<u>3a10</u>
03/17/2018	New issuance	1	Series C Preferred	\$1.00	no	Hondo Minerals Corporation	Mine acquisition	restricted	<u>4a2</u>
03/19/2018	New issuance	46,000,000	common	,0012	<u>yes</u>	GPL Ventures LLC	Settle trade debt	unrestricted	<u>3a10</u>
03/23/2018	New issuance	55,000,000	common	.0012	<u>yes</u>	GPL Ventures LLC	Settle trade debt	unrestricted	<u>3a10</u>
03/26/2019	New issuance	31,111,111	common	.0011	<u>yes</u>	GPL Ventures LLC	Settle trade debt	unrestricted	<u>3a10</u>
					_				

Shares Outstanding on

12/31/2018:

Ending Balance:

Common: <u>649,917,054</u>

Preferred: 10,037,000

*Example:* A company with a fiscal year end of December 31<sup>st</sup>, in addressing this item for its quarter ended September 30, 2018, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2016 through September 30, 2018 pursuant to the tabular format above.

Use the space below to provide any additional details, including footnotes to the table above:

Michael Stojsavljevich is the former CEO of the company.

Riverbrook Industries Corp is controlled by Frederick C. Bauman, General Counsel of the company and husband of Barbara McIntyre Bauman, the Company's CEO.

Hondo Minerals Corporation is a related party. Barbara McIntyre Bauman is also President of Hondo Minerals Corporation. The Bauman Family is a significant shareholder of Hondo Minerals Corporation.

GPL Ventures LLC is a client of Bauman & Associates, the law firm of Frederick C. Bauman.

Value of shares is OTCMarkets closing price on date of issuance.

#### B. Debt Securities, Including Promissory and Convertible Notes

Use the chart and additional space below to list and describe any issuance of promissory notes, convertible notes or convertible debentures in the past two completed fiscal years and any subsequent interim period.

Check this box if there are no outstanding promissory, convertible notes or debt arrangements:

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversio n Terms (e.g. pricing mechanis m for determinin g conversion of instrument to shares)	Name of Noteholder	Reason for Issuance (e.g. Loan, Services, etc.)
02/28/2017	19,488.28	15,974	3,514.28	demand	None	Riverbrook Industries Corp.	Fund operating expenses
03/31/2017	12,817.53	10,593	2,224.53	demand	None	Riverbrook Industries Corp.	Fund operating expenses
04/30/2017	12,170.40	10,142	2,028.40	demand	None	Riverbrook Industries Corp.	Fund operating expenses

05/31/2017	2,019.43	1,697	322.43	demand	None	Riverbrook Industries Corp.	Fund operating expenses
06/30/2017	1,770	1,500	270	demand	None	Riverbrook Industries Corp.	Fund operating expenses
07/31/2017	4,479.93	3,829	650.93	demand	None	Riverbrook Industries Corp.	Fund operating expenses
08/31/2017	2,499.80	<u>2,155</u>	344.80	demand	None	Riverbrook Industries Corp.	Fund operating expenses
09/30/2017	12,178.50	10,590	1,588.50	demand	None	Riverbrook Industries Corp.	Fund operating expenses
10/31/2017	601.92	<u>528</u>	73.92	demand	None	Riverbrook Industries Corp.	Fund operating expenses
11/30/2017	1,603.68	1,418.83	<u>184.85</u>	demand	None	Riverbrook Industries Corp.	Fund operating expenses
12/31/2017	6,886.87	6,148.99	737.88	demand	None	Riverbrook Industries Corp.	Fund operating expenses
02/28/2018	<u>5,765.95</u>	5,241.77	<u>524.18</u>	demand	None	Riverbrook Industries Corp.	Fund operating expenses
03/31/2018	9,368.04	<u>8,594.53</u>	773.51	demand	None	Riverbrook Industries Corp.	Fund operating expenses
04/30/2018	4,923.57	4,558.86	364.71	demand	None	Riverbrook Industries Corp.	Fund operating expenses
05/31/2018	4,340.81	4,056.83	283.98	demand	None	Riverbrook Industries Corp.	Fund operating expenses
06/30/2018	9,412.21	8,879.44	532.77	demand	None	Riverbrook Industries Corp.	Fund operating expenses

07/31/2018	7,471.38	7,115.60	355.78	demand	None	Riverbrook Industries Corp.	Fund operating expenses
08/31/2018	1,945.94	1,871.10	74.84	demand	None	Riverbrook Industries Corp.	Fund operating expenses
09/30/2018	5,800.18	5,631.24	168.94	demand	None	Riverbrook Industries Corp.	Fund operating expenses
10/31/2018	2,452.40	2,404.31	48.09	demand	None	Riverbrook Industries Corp.	Fund operating expenses
11/30/2018	5,394.14	5,340.73	53.41	demand	None	Riverbrook Industries Corp.	Fund operating expenses
12/31/2018	44,629.72	44,629.72	<u>0</u>	demand	<u>None</u>	Riverbrook Industries Corp.	Fund operating expenses; refinance Freedom Boat Loan
					-		

Use the space below to provide any additional details, including footnotes to the table above:

Riverbrook Industries Corp is controlled by Frederick C. Bauman, General Counsel of the company and husband of Barbara McIntyre Bauman, the Company's CEO. All notes were issued under the Riverbrook line of credit and bear interest of 12% per annum (1% per month).

#### 4) Financial Statements

A.	The following financial statements were prepared in accordance with:								
	☑ U.S. GAAP ☐ IFRS								
B.	The financial statements for this reporting period were prepared by (name of individual)4:								
	Name: Title: Relationship to Issuer:	Frederick C. Bauman <u>General Counsel</u> <u>Control person</u>							

<sup>&</sup>lt;sup>4</sup> The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS by persons with sufficient financial skills.

OTC Markets Group Inc.

## BONANZA GOLDFIELDS CORP.

### **Financial Statements**

For the Years Ended December 31, 2018 and 2017

# BONANZA GOLDFIELDS CORP. CONSOLIDATED BALANCE SHEETS

	December 31, I 2018	December 31, 2017
<u>ASSETS</u>		
Current Assets:		
Cash	500	_
Prepaid expenses	-	3,750
Total current assets		3,750
Property and Equipment:		
Investment in Gold Star Resources LLC f/k/a Gunner Gold LLC	-	38,763
Mining claims	340,801	300,000
Total Assets	340,801	342,513
LIABILITIES AND SHAREHOLDERS' EQUITY (DEFICIT)		
Current Liabilities:		
Accounts payable	26,334	27,022
Notes payable (Freedom Boat)		250,000
Total Current Liabilities	26,334	277,022
Long-Term Liabilities		
Due to affiliate (Riverbrook Industries)	178,021	31,507
Total Long-Term Liabilities	178,021	31,507
Total Liabilities	204,355	308,529
Shareholders' Equity (Deficit):  Preferred stock - Series A – authorized, 10,000,000 shares of \$.0001 par value; issued and outstanding,		
10,000,000 and 10,000,000, respectively	1,000	1,000
Preferred stock - Series B – authorized, 1,000,000		
shares of \$.0001 par value; issued and outstanding,	4	2
36,999 and 24,999, respectively		
Preferred stock – Series C – authorized, 1 and -0- share of \$0.0001 par value; issued and outstanding, 1 and -0- Share respectively	1	_
	1	
Common stock – authorized, 1,970,000,000 shares at \$0.0001 par value; issued and outstanding 649,917,054		
and 431,805,943, respectively	64,992	43,181
Additional paid in capital	6,729,505	6,654,015
Accumulated Earnings	(6,659,056)	(6,664,214)
Stockholders' Equity (Deficit)	136,446	33,984
Total Liabilities and Shareholders' Deficit	340,801	342,513

These accompanying notes are an integral part of these financial statements

#### BONANZA GOLDFIELDS CORP. CONSOLIDATED STATEMENTS OF OPERATIONS FOR THE YEAR ENDED DECEMBER 31, 2018 AND 2017

	For the 12 mos ended Dec 31,					
		2018		2017		
Expenses:						
General and Administrative Expenses	\$	14,871	\$	102,530		
Exploration expense		7,229		÷		
Land Payments		39,162		42,142		
Operating loss		(61,266)		(144,672)		)
Total income (loss) from operations	and the same of th	(61,266)		(144,672)		)
Other (Income) Expenses:						
Gain on debt / accounts payable extinguishment	\$	(205,000)	\$	(46,477)		
Writeoff investment in Gold Star		and the second		38,763		
Interest Expense		30,967		1,440		
Net Income (Loss) before Taxes		112,767		(138,398)		)
Income tax				-		
Net Income (Loss)		112,767		(138,398)		)
Weighted average number of						
common shares outstanding	_	595,389,276	_	426,350,193		
Gain (loss) per share, basic and diluted	\$	(0.00)	\$	(0.00)		

These accompanying notes are an integral part of these financial statements

#### BONANZA GOLDFIELDS CORP. CONSOLIDATED STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2018 AND 2017

	2018	2017
CASH FLOWS FROM OPERATIONS:		
Net income (loss) for the period	\$ 112,767	\$ (138,398)
Stock based settlement of claim		44,999
Adjustments required to reconcile net loss to net cash		
consumed by operating activities:		
Changes in assets and liabilities:		
Gain on settlement of notes / accounts payable	(205,000)	(46,477)
Paid by Gold Star Resources / 3 <sup>rd</sup> party	_	1,028
Increase (decrease) in Freedom Boat loan payable	(45,000)	
Increase (decrease) in accounts payable / 3a10	(68,300)	78,135
Increase (decrease) in due to affiliate	128,862	49,159
Writeoff investment in Gold Star		38,763
Decrease (increase) in prepaid assets		
Noncash liability assumption	-	(54,654)
Other non-cash adjustments	(7,871)	17,445
Net Cash Provided (Used) in Operating Activities		(10,000)
CASH FLOWS FROM FINANCING ACTIVITIES: Sale of Preferred Stock to Affiliate		10,000
3a10 settlement of accounts payable for stock	68,300	
Net Cash Provided (Used) by Financing Activities	68,300	10,000
Cash balance, beginning of period		
Cash balance, end of period	\$ 500	\$ -

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

BONANZA
GOLDFIELDS CORP.
NOTES TO
FINANCIAL
STATEMENTS
December
31, 2018 and
2017
(Unaudited)

#### **NOTE 1 - ORGANIZATION AND OPERATIONS**

Bonanza Goldfields Corp. was incorporated in the State of Nevada on March 6, 2008. Since its inception, the Company has acquired mineral rights to mining properties in the United States and explored for minerals. The Company's activities through 2013 centered on the Tarantula Gold Project, located near Congress in Yavapai County, Arizona.

Following the appointment of new management in February, 2017, the Company entered into an agreement with a related party to acquire four subsidiaries owning mineral properties located in Virginia City and Goldfield, Nevada, as well as Chloride, Arizona. The agreement contained a number of closing conditions, all but one of which were ultimately satisfied. In September, 2017, an initial closing was held under this agreement resulting in our acquiring three (3) unpatented mining claims in the Oatman Mining District, Mohave County, Arizona, comprising the historic Tom Reed Jr. and Argo Mines.

On March 15, 2018, the February 2017 agreement was amended for the Company to acquire TMTN, LLC, owner of the Thunder Mountain Gold Project, located between Tonopah and Round Mountain, Nye County, Nevada. The Company has separate agreements to acquire Comstock Goldfields, LLC, which owns the Virginia City property and Mizpah Mines LLC, which owns another property in Tonopah, Nevada known as the Mizpah Extension. The February 2017 agreement was terminated as to the Goldfield property and renegotiated as to the Chloride properties, during the first half of 2018.

#### NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

#### Basis of presentation

The Company's financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GMP"). The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the

financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Management further acknowledges that it is solely responsible for adopting sound accounting practices, establishing and maintaining a system of internal accounting control and preventing and detecting fraud. The Company's system of internal accounting control is designed to assure, among other items, that 1) recorded transactions are valid; 2) valid transactions are recorded; and transactions are recorded in the proper period in a timely manner to produce financial statements which present fairly the financial condition, results of operations and cash flows of the Company for the respective periods being presented.

#### Use of estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reported period.

The Company's significant estimates include income taxes provision and valuation allowance of deferred tax assets; the fair value of financial instruments; the carrying value and recoverability of long-lived assets, including the values assigned to an estimated useful lives of computer equipment; and the assumption that the Company will continue as a going concern. Those significant accounting estimates or assumptions bear the risk of change due to the fact that there are uncertainties attached to those estimates or assumptions, and certain estimates or assumptions are difficult to measure or value. Management bases its estimates on historical experience and on various assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources.

Management regularly reviews its estimates utilizing currently available information, changes in facts and circumstances, historical experience and reasonable assumptions. After such reviews, and if deemed appropriate, those estimates are adjusted accordingly. Actual results could differ from those estimates.

#### Carrying value, recoverability and impairment of long-lived assets

The Company has adopted paragraph 360-10-35-17 of the FASB Accounting Standards Codification for its long-lived assets. The Company's long-lived assets, which include computer equipment are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable.

The Company assesses the recoverability of its long-lived assets by comparing the projected undiscounted net cash flows associated with the related long-lived asset or group of long-lived assets over their remaining estimated useful lives against their respective carrying amounts. Impairment, if any, is based on the excess of the carrying amount over the fair value of those assets. Fair value is generally determined using the asset's expected future discounted cash flows or market value.

if readily determinable. If long-lived assets are determined to be recoverable, but the newly determined remaining estimated useful lives are shorter than originally estimated, the net book values of the long-lived assets are depreciated over the newly determined remaining estimated useful lives.

The Company considers the following to be some examples of important indicators that may trigger an impairment review: (i) significant under-performance or losses of assets relative to expected historical or projected future operating results; (ii) significant changes in the manner or use of assets or in the Company's overall strategy with respect to the manner or use of the acquired assets or changes in the Company's overall business strategy; (iii) significant negative industry or economic trends; (iv) increased competitive pressures; (v) a significant decline in the Company's stock price for a sustained period of time; and (vi) regulatory changes. The Company evaluates acquired assets for potential impairment indicators at least annually and more frequently upon the occurrence of such events.

The impairment charges, if any, is included in operating expenses in the accompanying consolidated statements of operations.

During the year ended December 31, 2017, we fully impaired our investment in Gold Star Resources LLC f/k/a Gunner Gold LLC.

#### Cash equivalents

The Company considers all highly liquid investments with a maturity of three months or less when purchased to be cash equivalents.

#### Related parties

The Company follows subtopic 850-10 of the FASB Accounting Standards Codification for the identification of related parties and disclosure of related party transactions.

Pursuant to Section 850-10-20 the Related parties include a) affiliates of the Company; b) Entities for which investments in their equity securities would be required, absent the election of the fair value option under the Fair Value Option Subsection of Section 825-10-15, to be accounted for by the equity method by the investing entity; c) trusts for the benefit of employees, such as pension and profit-sharing trusts that are managed by or under the trusteeship of management; d) principal owners of the Company; e) management of the Company; f) other parties with which the Company may deal if one party controls or can significantly influence the management or operating policies of the other to an extent that one of the transacting parties that can significantly influence the management or operating policies of the transacting parties or that have an ownership interest in one of the transacting parties and can significantly influence the other to an extent that one or more of the transacting parties might be prevented from fully pursuing its own separate interests.

The financial statements shall include disclosures of material related party transactions, other than compensation arrangements, expense allowances, and other similar items in the ordinary course of business. However, disclosure of transactions that are eliminated in the preparation of consolidated or combined

financial statements is not required in those statements. The disclosures shall include: a. the nature of the relationship(s) involved description of the transactions, including transactions to which no amounts or nominal amounts were ascribed, for each of the periods for which income statements are presented, and such other information deemed necessary to an understanding of the effects of the transactions on the financial statements; c. the dollar amounts of transactions for each of the periods for which income statements are presented and the effects of any change in the method of establishing the terms from that used in the preceding period; amounts due from or to related parties as of the date of each balance sheet presented and, if not otherwise apparent, the terms and manner of settlement.

#### Commitments and contingencies

The Company follows subtopic 450-20 of the FASB Accounting Standards Codification to report accounting for contingencies. Certain conditions may exist as of the date the consolidated financial statements are issued, which may result in a loss to the Company but which will only be resolved when one or more future events occur or fail to occur. The Company assesses such contingent liabilities, and such assessment inherently involves an exercise of judgment. In assessing loss contingencies related to legal proceedings that are pending against the Company or unasserted claims that may result in such proceedings, the Company evaluates the perceived merits of any legal proceedings or unasserted claims as well as the perceived merits of the amount of relief sought or expected to be sought therein.

If the assessment of a contingency indicates that it is probable that a material loss has been incurred and the amount of the liability can be estimated, then the estimated liability would be accrued in the Company's consolidated financial statements. If the assessment indicates that a potential material loss contingency is not probable but is reasonably possible, or is probable but cannot be estimated, then the nature of the contingent liability, and an estimate of the range of possible losses, if determinable and material, would be disclosed.

Loss contingencies considered remote are generally not disclosed unless they involve guarantees, in which case the guarantees would be disclosed. Management does not believe, based upon information available at this time, that these matters will have a material adverse effect on the Company's consolidated financial position, results of operations or cash flows. However, there is no assurance that such matters will not materially and adversely affect the Company's business, financial position, and results of operations or cash flows.

#### Revenue recognition

The Company follows paragraph 605-10-S99-1 of the FASB Accounting Standards Codification for revenue recognition. The Company will recognize revenue when it is realized or realizable and earned. The Company considers revenue realized or realizable and earned when all of the following criteria are met: (i) persuasive evidence of an arrangement exists, (ii) the product has been shipped or the services have been rendered to the customer, (iii) the sales price is fixed or determinable, and (iv) collectability is reasonably assured.

#### Income Tax Provisions

The Company follows Section 740-10-30 of the FASS Accounting Standards Codification, which requires recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been included in the financial statements or tax returns. Under this method, deferred tax assets and liabilities are based on the differences between the financial statement and tax bases of assets and liabilities using enacted tax rates in effect for the fiscal year in which the differences are expected to reverse. Deferred tax assets are reduced by a valuation allowance to the extent management concludes it is more likely than not that the assets will not be realized. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the fiscal years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in the Statements of Income and Comprehensive Income in the period that includes the enactment date.

The Company adopted section 740-10-25 of the FASB Accounting Standards Codification ("Section 740-10-25") with regards to uncertainty income taxes. Section 740-10-25 addresses the determination of whether tax benefits claimed or expected to be claimed on a tax return should be recorded in the financial statements. Under Section 740-10-25, the Company may recognize the tax benefit from an uncertain tax position only if it is more likely than not that the tax position will be sustained on examination by the taxing authorities, based on the technical merits of the position. The tax benefits recognized in the financial statements from such a position should be measured based on the largest benefit that has a greater than fifty percent (50%) likelihood of being realized upon ultimate settlement. Section 740-10-25 also provides guidance on de-recognition, classification, interest and penalties on income taxes, accounting in interim periods and requires increased disclosures.

#### Net income (loss) per common share

Net income (loss) per common share is computed pursuant to section 260-10-45 of the FASS Accounting Standards Codification. Basic net income (loss) per common share is computed by dividing net income (loss) by the weighted average number of shares of common stock outstanding during the period. Diluted net income (loss) per common share is computed by dividing net income (loss) by the weighted average number of shares of common stock and potentially outstanding shares of common stock during the period. The weighted average number of common shares outstanding and potentially outstanding common shares assumes that the Company incorporated as of the beginning of the first period presented.

There were no potentially dilutive shares outstanding for the years ended December 31, 2018 or 2017.

#### Cash flows reporting

The Company adopted paragraph 230-10-45-24 of the FASB Accounting Standards Codification for cash flows reporting, classifies cash receipts and payments according to whether they stem from operating, investing, or financing activities and provides definitions of each category, and uses the indirect or reconciliation method ("Indirect method") as defined by paragraph 230-10-45-25 of the FASB Accounting Standards Codification to report net cash flow from operating activities by adjusting net income to reconcile it to net cash flow from operating activities by removing

the effects of (a) all deferrals of past operating cash receipts and payments and all accruals of expected future operating cash receipts and payments and (b) all items that are included in net income that do not affect operating cash receipts and payments. The Company reports the reporting currency equivalent of foreign currency cash flows, using the current exchange rate at the time of the cash flows and the effect of exchange rate changes on cash held in foreign currencies is reported as a separate item in the reconciliation of beginning and ending balances of cash and cash equivalents and separately provides information about investing and financing activities not resulting in cash receipts or payments in the period pursuant to paragraph 830-230-45-1 of the FASS Accounting Standards Codification.

#### **NOTE 3 - GOING CONCERN**

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern, which contemplates continuity of operations, realization of assets, and liquidation of liabilities in the normal course of business.

As reflected in the accompanying financial statements, the Company had an accumulated deficit at December 31, 2018 of \$6,659,056. This factor among others raises substantial doubt about the Company's ability to continue as a going concern.

While the Company is attempting to commence operations and generate revenues, the Company's cash position may not be significant enough to support the Company's daily operations. Management intends to raise additional funds by way of a public or private offering. Management believes that the actions presently being taken to further implement its business plan and generate revenues provide the opportunity for the Company to continue as a going concern. While the Company believes in the viability of its strategy to generate revenues and in its ability to raise additional funds, there can be no assurances to that effect. The ability of the Company to continue as a going concern is dependent upon the Company's ability to further implement its business plan and generate revenues.

The financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern.

#### NOTE 4 - STOCKHOLDERS' EQUITY (DEFICIT)

#### Shares authorized

As of December 31, 2018 and 2017, the Company was authorized to issue 1,970,000,000 shares of common stock with a par value of \$0.0001 per share.

As of December 31, 2018 and 2017, there were 649,917,054 and 431,805,943 shares of common stock issued and outstanding.

As of December 31, 2018 and 2017, the Company was authorized to issue 30,000,000 shares of preferred stock with a par value of \$0.0001 per share.

As of December 31, 2018 and 2017, there were 10,000,000 and 10,000,000 shares of Series A preferred stock issued and outstanding, respectively.

As of December 31, 2018 and 2017, there were 36,999 and 36,999 shares of Series B preferred stock issued and outstanding, respectively.

As of December 31, 2018 and 2017, there were 1 and -0- shares of Series C preferred stock issued and outstanding, respectively.

#### Shares Issued

During the years ended December 31, 2018 and 2017 the Company issued 218,111,111 shares of common stock and 21,823,000 shares of common stock, respectively.

During the years ended December 31, 2018 and 2017 the Company issued -0-shares and 10,000,000 shares of Series A Preferred Stock, respectively.

During the years ended December 31, 2018 and 2017 the Company issued -0-shares and 7,500 shares of Series B Preferred Stock, respectively.

During the years ended December 31, 2018 and 2017 the Company issued -1-share and -0-shares of Series C Preferred Stock, respectively.

#### NOTE 5 - ACCOUNTS PAYABLE

At December 31, 2018, accounts payable consisted of \$26,334 of liabilities for security services allegedly provided to Hondo Minerals Corporation in 2013 that we assumed in connection with our acquisition of the Oatman mining claims.

#### NOTE 6 - POSSIBLE ACCOUNT RECEIVABLE

Former management of the Company has indicated that there is an account receivable from Gold Star Resources, LLC f/k/a Gunner Gold, LLC in the amount of approximately \$90,000. This is the amount that Gunner Gold agreed to pay to former professionals of the Company but allegedly did not pay, resulting in our right to indemnity from Gunner Gold if we are required to pay these former professionals. No asset has been recorded for this item.

## NOTE 7 - POSSIBLE ACCOUNTS PAYABLE TO FORMER PROFESSIONALS

Former management of the Company has indicated that there are additional accounts payable dating from 2012 and 2013 to certain of the Company's former professionals in the total amount of approximately \$60,000 that Gunner Gold agreed to pay but allegedly did not pay. No liabilities have been recorded for these items as the claims appear to be barred by the statute of limitations.

#### **NOTE 8 - SUBSEQUENT EVENTS**

Subsequent events were evaluated through March 19, 2019. It is the view of management that there are no material subsequent events.

Provide the financial statements described below for the most recent fiscal year or quarter. For the initial disclosure statement (qualifying for Pink Current Information for the first time) please provide reports for the two previous fiscal years and any subsequent interim periods.

- C. Balance sheet:
- D. Statement of income;
- E. Statement of cash flows:
- F. Financial notes; and
- G. Audit letter, if audited

You may either (i) attach/append the financial statements to this disclosure statement or (ii) file the financial statements through OTCIQ as a separate report using the appropriate report name for the applicable period end. ("Annual Report," "Quarterly Report" or "Interim Report").

If you choose to publish the financial statements in a separate report as described above, you must state in the accompanying disclosure statement that such financial statements are incorporated by reference. You may reference the document(s) containing the required financial statements by indicating the document name, period end date, and the date that it was posted to OTCIQ in the field below.

Financial statement information is considered current until the due date for the subsequent report (as set forth in the qualifications section above). To remain qualified for Current Information, a company must post its Annual Report within 90 days from its fiscal year-end date and Quarterly Reports within 45 days of each fiscal quarter-end date.

#### 5) Issuer's Business, Products and Services

The purpose of this section is to provide a clear description of the issuer's current operations. In answering this item, please include the following:

A. Summarize the issuer's business operations (If the issuer does not have current operations, state "no operations")

**Bonanza Goldfields Corp**. was incorporated in the State of Nevada on March 6, 2008. Since its inception, the Company has acquired mineral rights to mining properties in the United States and explored for minerals.

#### **Thunder Mountain**

During the quarter ended March 31, 2018, the Company acquired an option to purchase the Thunder Mountain Gold Project (49 unpatented lode mining claims – approx. 1,012 acres) located between Tonopah and Round Mountain in Nye County, Nevada. This property has previously been drilled by Newmont, Kinross and Midway Gold. The Company plans to commission an NI 34101 report on Thunder Mountain during 2019.

#### Chloride

The Company has a contract to acquire an option on over 500 acres of mining claims (including 15 named historic gold and silver mines) in the vicinity of Chloride, Arizona. Chloride is in Mohave County, Arizona, 15 miles north of Kingman. This includes the 66 acre "Tuxedo Park" property in and adjoining the Town of Chloride. A joint venture is planned to develop a research facility or research park on the 66 acres which, at December 31, 2018, had not yet been implemented.

#### Comstock

The Company has a pending agreement to acquire an option on the Keyes Mine and a 50% interest in the Monte Cristo Mine in the Comstock Mining District, Virginia City, Nevada.

#### Mizpah Extension

During the quarter ended June 30, 2018, the Company entered into an agreement to acquire an option on the Mizpah Extension Mine in Tonopah, Nevada, including the mine tailings pile.

#### **Oatman**

The Company owns three (3) unpatented mining claims in the Oatman Mining District, Mohave County, Arizona, comprising the historic Tom Reed Jr. and Argo Gold Mines.

#### Congress

The Company's Congress Gold Project (f/k/a Tarantula Gold) is located at Congress in Yavapai County, Arizona, which is near the town of Wickenburg. This legacy project is comprised of the Hull patented mining claim, eight of the original Tarantula unpatented claims and the six recently added Golden Horseshoe unpatented claims.

B. Describe any subsidiaries, parents, or affiliated companies, if applicable, and a description of their business contact information for the business, officers, directors, managers or control persons. Subsidiary information may be included by reference

#### Present Subsidiary

The Company presently has one subsidiary, **TMTN LLC**, a Nevada limited liability company. TMTN LLC holds an option to acquire the Thunder Mountain Gold Project.

#### Subsidiaries to be acquired under Share Exchange Agreements

The Company plans to acquire the following subsidiaries upon closing under two pending share exchange agreements:

Golden Gem Mines, LLC and Hercules Mines LLC, which collectively hold options to acquire the Chloride Project.

Mizpah Mines LLC, which holds an option to acquire the Mizpah Extension Mine at Tonopah, Nevada.

Comstock Goldfields LLC, which holds an option to acquire the Keyes Mine and a 50% interest in the Monte Cristo Mine in the Comstock Mining District.

#### Related Parties controlled by the Bauman Family

The following companies, all of which are 100% owned, directly or indirectly, by Barbara McIntyre Bauman and Frederick C. Bauman, have had ongoing business dealings with the Company:

Riverbrook Industries Corp. - the Company's lender under an unsecured line of credit.

Middle Verde Development Co., LLC; Searchlight Exploration, LLC; Clark Copper Mines, LLC and Clark Gold & Copper, Inc. These companies own the mining claims that have been optioned to the Company's present and planned subsidiaries.

Hondo Minerals Corporation - Hondo sold TMTN LLC (option on Thunder Mountain Project) to the Company.

Onassis Mining Group Inc. – Planned joint venture to develop the Tuxedo Park (66 acres) property, Chloride, Arizona.

The headquarters for all of the above companies is 6228 Dartle Street, Las Vegas, NV 89130; Mailing address: 6440 Sky Pointe Dr., Ste 140-149, Las Vegas, NV 89131. Phone: (702) 533-8372; (702) 533-8369 or (800) 991-8697.

#### C. Describe the issuers' principal products or services, and their markets

In the event that the Company is able to open one or more of its mines and bring it into production, the likely products would be gold, silver, copper, lead and / or zinc. There is a worldwide market for all of these commodities, both physical and on the various commodities options exchanges.

The Company may also sell or joint venture one or more of the mining properties. The likely market would be another junior mining company or, if Thunder Mountain turns out to be an economically viable gold property, another mining company already producing gold in Nevada.

#### 6) Issuer's Facilities

The goal of this section is to provide a potential investor with a clear understanding of all assets, properties or facilities owned, used or leased by the issuer.

In responding to this item, please clearly describe the assets, properties or facilities of the issuer, give the location of the principal plants and other property of the issuer and describe the condition of the properties. If the issuer does not have complete ownership or control of the property (for example, if others also own the property or if there is a mortgage on the property), describe the limitations on the ownership.

If the issuer leases any assets, properties or facilities, clearly describe them as above and the terms of their leases.

The Tuxedo Park property at Chloride, Arizona, contains an office building of approximately 800 square feet which is presently under renovation (4732 W. Tennessee Avenue). There is also a freestanding assay lab and garage (4730 W. Tennessee Avenue). These facilities are adequate for support of the Company's current activities in the Chloride, Arizona vicinity. We are permitted to use these facilities rent-free, but are responsible for paying maintenance expenses and property tax.

#### 7) Officers, Directors, and Control Persons

The goal of this section is to provide an investor with a clear understanding of the identity of all the persons or entities that are involved in managing, controlling or advising the operations, business development and disclosure of the issuer, as well as the identity of any significant or beneficial shareholders.

Using the tabular format below, please provide information regarding any person or entity owning 5% of more of the issuer, as well as any officer, and any director of the company, regardless of the number of shares they own. If any listed are corporate shareholders or entities, provide the name and address of the person(s) beneficially owning or controlling such corporate shareholders, or the name and contact information of an individual representing the corporation or entity in the note section.

Name of Officer/Director and Control Person	Affiliation with Company (e.g. Officer/Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Note
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Barbara McIntyre Bauman	CEO, President, Secretary, Treasurer, Director/ more than 5% holder	6440 Sky Pointe Dr., Ste 140-149. Las Vegas, NV 89131	12,128,000 10,000,000 12,000	Series A Preferred Series B Preferred Series C Preferred	1.9% 100% 32.4% 100%	Includes shares owned by Frederick C. Bauman, Hondo Minerals Corporation and Riverbrook Industries Corp.
Frederick C. Bauman	General Counsel / more than 5% holder	6440 Sky Pointe Dr., Ste 140-149. Las Vegas, NV 89131	12,128,000 10,000,000 — 12,000	Common Series A Preferred Series B Preferred Series C Preferred	1.9% 100% 32.4%	Includes shares owned by Barbara McIntyre Bauman, Hondo Minerals Corporation and Riverbrook Industries Corp.
					<u>100%</u>	

#### 8) Legal/Disciplinary History

- A. Please identify whether any of the persons listed above have, in the past 10 years, been the subject of:
  - 1. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);

no

2. The entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities;

<u>no</u>

3. A finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a violation of

		federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated; or
	<u>no</u>	
	4.	The entry of an order by a self-regulatory organization that permanently or temporarily barred, suspended, or otherwise limited such person's involvement in any type of business or securities activities.
	<u>no</u>	
B.	busines Include thereto,	e briefly any material pending legal proceedings, other than ordinary routine litigation incidental to the ss, to which the issuer or any of its subsidiaries is a party or of which any of their property is the subject. the name of the court or agency in which the proceedings are pending, the date instituted, the principal parties a description of the factual basis alleged to underlie the proceeding and the relief sought. Include similar tion as to any such proceedings known to be contemplated by governmental authorities.
	non	<u>e</u>
9)	Thi	rd Party Providers
Ple	ase prov	ide the name, address, telephone number and email address of each of the following outside providers:
Se	curities C	<u>Counsel</u>
Fire Add Add Pho	me: m: dress 1: dress 2: one: aail:	Morgan Scudi Scudi & Ayers, LLP 5440 Morehouse Dr., Ste 4400 San Diego, CA 92121 (858) 558-1001 reception@scudilaw.com
Aco	countant	or Auditor
Fire Add	dress 1: dress 2: one:	None
Inv	estor Rel	ations Consultant
Firr Add Add	dress 1: dress 2: one:	None
<u>Oth</u>	er Servic	<u>ce Providers</u>
pre	pared or	name of any other service provider(s), including, counsel, advisor(s) or consultant(s) <b>that assisted, advised,</b> r <b>provided information with respect to this disclosure statement</b> , or provided assistance or services to the g the reporting period.
Nar Firr		

OTC Markets Group Inc. OTC Pink Basic Disclosure Guidelines (v2.0 February 2019)

nature of Services.	
Address 1:	
Address 2:	
Phone:	
Email:	
Ciliali.	
Name:	
Firm:	
Nature of Services:	
Address 1:	
Address 2:	
Phone:	
Email:	

Moture of Comission

#### 10) Issuer Certification

Principal Executive Officer:

The issuer shall include certifications by the chief executive officer and chief financial officer of the issuer (or any other persons with different titles but having the same responsibilities).

The certifications shall follow the format below:

- I, Barbara McIntyre Bauman certify that:
  - 1. I have reviewed this Annual Report of Bonanza Goldfields Corp.;
  - 2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
  - 3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

#### March 22, 2019

/s/ Barbara McIntyre Bauman [CEO's Signature]

(Digital Signatures should appear as "/s/ [OFFICER NAME]")

#### Principal Financial Officer:

- I, Barbara McIntyre Bauman certify that:
  - 1. I have reviewed this Annual Report of Bonanza Goldfields Corp.:
  - 2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and

3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

March 22, 2019

/s/ Barbara McIntyre Bauman [CFO's Signature]

(Digital Signatures should appear as "/s/ [OFFICER NAME]")