
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of report (date of earliest event reported): **January 7, 2021**

BULLFROG GOLD CORP.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction
of incorporation)

000-54653

(Commission
File Number)

41-2252162

(IRS Employer
Identification No.)

Suite 555 – 999 Canada Place, Vancouver, BC, Canada

(Address of principal executive offices)

V6C 3E1

(Zip Code)

Registrant's telephone number, including area code: **(604) 687-1717**

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act: None

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

On January 7, 2021, David Beling resigned as a director of Bullfrog Gold Corp. (the “**Corporation**”). Mr. Beling’s resignation was not the result of any disagreement with the Company or its management regarding any matter relating to the Company’s operations, policies or practices.

On January 7, 2021, the Corporation’s board of directors (the “**Board**”) expanded the size of the Board to seven (7) directors and appointed Mr. Richard Warke, Ms. Poonam Puri and Mr. John Boehner as directors of the Corporation to fill vacancies on the Board. Each director shall serve until their successor is duly elected and qualified or until their earlier resignation or removal from office.

Mr. Warke is a Canadian business executive with more than 35 years of experience in the mining sector. Mr. Warke founded the Augusta Group and led a number of successful precious and base metal exploration and development companies from the initial discovery through the exploration, permitting and feasibility stages to their ultimate acquisitions, totaling over C\$4.5 billion in the last ten years. Recently, Mr. Warke cofounded Equinox Gold Corp. (acting as Director, President and CEO of Catalyst Copper Corp. from August 2014 to December 2017, which merged with NewCastle Gold Ltd., and Director and Executive Chairman of NewCastle Gold Ltd. from May 2016 until its merger to form Equinox Gold Corp. in December 2017) and founded and serves as Executive Chair of Solaris Resources Inc. (January 2020 to present) and Titan Mining Corporation (June 2017 to present).

Ms. Puri is an experienced corporate director and professor of business law at Osgoode Hall Law School in Toronto. She is also a practicing lawyer and affiliated scholar at Davies Ward Phillips & Vineberg LLP from 2015 to present. Ms. Puri currently serves on the boards of Canadian Apartment Properties Real Estate Investment Trust, the Canada Infrastructure Bank and Holland Bloorview Kids Rehabilitation Hospital. Ms. Puri has been recognized as one of the top 25 most influential lawyers in Canada by Canadian Lawyer Magazine. She has been named one of the 100 Most Powerful Women in Canada, and she is a past recipient of Canada’s Top 40 under 40 Award. Ms. Puri earned her Bachelor of Laws degree from the University of Toronto, and she holds a Master of Laws degree from Harvard Law School.

Mr. Boehner served as the 53rd Speaker of the United States House of Representatives from 2011 to 2015. A member of the Republican Party, Mr. Boehner was the U.S. Representative from Ohio’s 8th congressional district, serving from 1991 to 2015. He previously served as the House Minority Leader from 2007 until 2011, and House Majority Leader from 2006 until 2007. Following his career in government service from 2016 to present, Mr. Boehner joined Squire Patton Boggs, a global law and public policy firm.

None of the above appointed directors have a family relationship with any other member of the Board or any executive officer of the Corporation, and, except as disclosed below in relation to Mr. Warke, none have been a participant or had any interest in any transaction with the Corporation that is reportable under Item 404(a) of Regulation S-K. Except as disclosed below in relation to Mr. Warke, there is no arrangement or understanding between any of the Corporation’s officers and directors and Mr. Warke, Ms. Puri and Mr. Boehner pursuant to which they were selected to serve as a director.

Mr. Warke is the sole officer and director of Augusta Investments Inc. (“**Augusta**”), the Corporation’s largest stockholder. On October 26, 2020, the Corporation closed a private placement of units with Augusta pursuant to which Augusta gained control of the Corporation and a number of current officers and directors of the Corporation were appointed. Augusta controls 110,750,000 shares of common stock with the right to acquire an additional 104,250,000 shares underlying warrants representing 46.60% of the issued and outstanding voting shares (common and preferred) of the Corporation on a partially diluted basis as of January 12, 2021.

Bullfrog has not yet determined director compensation.

In connection with their appointment, none of the directors were appointed to serve on any committees of the Board.

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year

On January 11, 2021, the Corporation filed a Certificate of Amendment to its Certificate of Incorporation to change the name of the Corporation to “Augusta Gold Corp.” and effect a reverse stock split of the Corporation’s shares of common stock on the basis of one (1) post-split share for every six (6) pre-split shares. The Certificate of Amendment has an effective time of 12:01 a.m. Eastern Standard Time on January 26, 2021. The name change and reverse stock split were previously disclosed in the Corporation’s definitive information statement on Schedule 14C as filed with the Commission on January 4, 2021.

The above description of the Certificate of Amendment is qualified in its entirety by the Certificate of Amendment which is filed herewith as Exhibit 3.1 and is incorporated herein by reference.

Item 7.01 Regulation FD

On January 7, 2021, the Corporation issued a press release that announced that the appointment of directors and management and its proposed name change and reverse stock split.

A copy of the press release is attached to this report as Exhibit 99.1. In accordance with General Instruction B.2 of Form 8-K, the information set forth herein and in the press release is deemed to be “furnished” and shall not be deemed to be “filed” for purposes of the Securities Exchange Act of 1934, as amended and shall not be incorporated by reference into any registration statement or other document filed under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing. The information set forth in Item 7.01 of this report shall not be deemed an admission as to the materiality of any information in this report on Form 8-K that is required to be disclosed solely to satisfy the requirements of Regulation FD.

Item 9.01 Exhibits

Exhibit No.	Name
3.1	Certificate of Amendment
99.1	Press Release dated January 7, 2021*

*The Exhibit relating to Item 7.01 is intended to be furnished to, not filed with, the SEC pursuant to Regulation FD.

SIGNATURE

Pursuant to the requirement of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

BULLFROG GOLD CORP.

Date: January 13, 2021

By: /s/ Maryse Bélanger
Name: Maryse Bélanger
Title: President and Chief Executive Officer

CERTIFICATE OF AMENDMENT
TO THE
AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
BULLFROG GOLD CORP.

Bullfrog Gold Corp. (the "Corporation"), a corporation duly organized and existing under the General Corporation Law of the State of Delaware (the "DGCL"), does hereby certify that:

FIRST. The amendments to the Corporation's Amended and Restated Certificate of Incorporation, as amended, as set forth below, were duly adopted by the Board of Directors by written consent in accordance with the provisions of Sections 141 and 242 of the DGCL, declaring said amendments to be advisable and directing that said amendments be considered for approval by the stockholders of the Corporation by written consent.

SECOND. That the amendments set forth below were approved by the stockholders of the Corporation by written consent in accordance with Sections 228 and 242 of the DGCL, which written consent was signed by holders representing the necessary number of shares, as required by the DGCL, to vote in favor of the amendment and that the said amendments were duly adopted in accordance with the provisions of Section 242 of the DGCL.

THIRD. That upon the Effective Time of this Certificate of Amendment, Article I of the Amended and Restated Certificate of Incorporation, as amended, is hereby amended to read in its entirety as follows:

"FIRST: The name of the Corporation is Augusta Gold Corp."

FOURTH. That upon the Effective Time of this Certificate of Amendment, the Amended and Restated Certificate of Incorporation, as amended, is hereby amended by adding the following to the end of Article IV.A:

"Upon the effectiveness of this Certificate of Amendment to the Certificate of Incorporation of the Corporation, every six (6) shares of the Corporation's issued and outstanding Common Stock, par value \$0.0001 per share, that are issued and outstanding or held by the Corporation in treasury stock immediately prior to 12:01 a.m. Eastern Standard Time on January 26, 2021 shall, automatically and without any further action on the part of the Corporation or the holder thereof, be combined into one (1) validly issued, fully paid and non-assessable share of the Corporation's Common Stock, par value \$0.0001 per share, provided that in the event a stockholder would otherwise be entitled to a fraction of a share of Common Stock pursuant to the provisions of this Article (taking into consideration all shares of Common Stock owned by such stockholder), such stockholder shall receive one whole share of Common Stock in lieu of such fractional share and no fractional shares shall be issued."

FIFTH. Except as herein amended, the Corporation's Amended and Restated Certificate of Incorporation, as amended, shall remain in full force and effect.

SIXTH. The Effective Time of this Certificate of Amendment will be January 26, 2021 at 12:01 a.m. Eastern Standard Time.

[Signature Page Follows]

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be executed by a duly authorized officer on this 11th day of January, 2021.

BULLFROG GOLD CORP.

By: (signed) Tom Ladner

Its: Vice President, Legal
