

Tornado Gold International Corp  
Form PRE 14A  
December 05, 2006

**8600 TECHNOLOGY WAY  
SUITE 118  
RENO NV 89521**

Dear Stockholder:

You are cordially invited to join us at the 2006 Annual Meeting of Stockholders of Tornado Gold International Corp. This year's meeting will be held at the Blue Horizon Hotel, Vancouver, Canada, on Wednesday, January 24, 2007, starting at 9:00 a.m. I hope you will be able to attend. At the meeting, we will (i) elect directors, (ii) vote on the Agreement and Plan of Merger, which is attached hereto, pursuant to which we will reincorporate from the state of Nevada to the state of Delaware, (iii) ratify the appointment of Jonathon P. Reuben as our independent auditor, and (iv) transact such other business as may properly come before the meeting or any adjournment or adjournments thereof.

It is important that your shares be voted whether or not you plan to be present at the meeting. You should specify your choices by marking the appropriate boxes on the proxy form on the reverse side, and date, sign, and return your proxy form in the enclosed, postage-paid return envelope as promptly as possible. If you date, sign, and return your proxy form without specifying your choices, your shares will be voted in accordance with the recommendation of your directors.

I am looking forward to seeing you at the meeting.

Sincerely,

Earl W. Abbott  
*Chairman of the Board, Chief Executive  
Officer, President, and Secretary*

TORNADO GOLD INTERNATIONAL CORP.  
8600 Technology Way, Suite 118, Reno, Nevada, 89521  
NOTICE OF 2006 ANNUAL MEETING OF STOCKHOLDERS

To the Stockholders:

PLEASE TAKE NOTICE that the 2006 Annual Meeting of Stockholders of TORNADO GOLD INTERNATIONAL CORP. (“we,” “our,” or “us”) will be held at 9:00 a.m., Wednesday, January 24, 2007, at the Blue Horizon Hotel, Vancouver, Canada, for the following purposes:

1. To elect the Board of Directors (Proposal 1);
2. To approve the Agreement and Plan of Merger, which is attached hereto, pursuant to which we will reincorporate from the state of Nevada to the state of Delaware (Proposal 2);
3. To ratify the appointment of Jonathon P. Reuben to serve as our independent auditor for the fiscal year that began on January 1, 2006 (Proposal 3); and
4. To transact such other business as may properly come before the meeting or any adjournment or adjournments thereof.

Only the holders of Common Stock of record at the close of business on December 6, 2006 (the “Record Date”), are entitled to vote at the meeting. Each stockholder is entitled to one vote for each share of Common Stock held on the Record Date, except for the election of Directors, for which cumulative voting rights apply.

By order of the Board of Directors,

EARL W. ABBOTT  
*Chairman of the Board, Chief Executive  
Officer, President, and Secretary*

December 21, 2006  
Reno, Nevada

**The presence in person and/or the representation by proxy of the holders of a majority of the issued and outstanding shares of stock entitled to vote is necessary and sufficient to constitute a quorum. Accordingly, if you do not expect to be present at the meeting, you may vote your shares of stock by executing the accompanying proxy and returning it promptly in the enclosed envelope, which requires no postage if mailed in the United States.**

PROXY STATEMENT

ANNUAL MEETING OF STOCKHOLDERS  
OF  
TORNADO GOLD INTERNATIONAL CORP.  
8600 Technology Way, Suite 118, Reno, Nevada, 89521  
TO BE HELD ON JANUARY 24, 2006

**SOLICITATION AND REVOCATION OF PROXY**

The accompanying proxy is being solicited by our Board of Directors for use at the forthcoming Annual Meeting of Stockholders. Each stockholder giving such a proxy has the power to revoke the same at any time before it is voted by so notifying our Secretary in writing. We will bear all expenses in connection with this solicitation. This Proxy Statement and the accompanying proxy are being mailed to stockholders on or about December 21, 2006.

We have one class of securities outstanding and entitled to vote at the Annual Meeting of Stockholders - our Common Stock. At the close of business on December 6, 2006, the record date for determining stockholders entitled to notice of, and to vote at, the meeting, we had issued and outstanding \_\_\_\_\_ shares of Common Stock. Each outstanding share of Common Stock is entitled to one vote with respect to each matter to be voted on at the meeting, except for the election of directors, for which cumulative voting rights apply.

The representation in person or by proxy of a majority of the shares entitled to vote shall constitute a quorum at the Annual Meeting of Stockholders. Directors are elected by a plurality of the affirmative votes cast. The affirmative vote of the holders of a majority of the outstanding shares present in person or by proxy and entitled to vote thereon is required to approve the Agreement and Plan of Merger, which is attached hereto, pursuant to which we will reincorporate from the state of Nevada to the state of Delaware. The affirmative vote of the holders of a majority of the outstanding shares present in person or by proxy and entitled to vote thereon is required to ratify the appointment of Jonathon P. Reuben as our independent auditor. Under Nevada law, abstentions and "non-votes" are counted as present in determining whether the quorum requirement is satisfied. With regard to the election of directors, votes may be cast in favor or withheld. Votes that are withheld will be excluded entirely from the vote and will have no effect. Abstentions may be specified on any proposal (other than the election of directors) and will have the effect of a negative vote. Under applicable Nevada law, a non-vote will have no effect on the outcome of any of the matters referred to in this Proxy Statement. A non-vote occurs when a nominee holding shares for a beneficial owner votes on one proposal, but does not vote on another proposal because the nominee does not have discretionary voting power and has not received instructions from the beneficial owner.

We will receive the stockholders' proxies, and the inspectors of election will tabulate and certify the votes. All information included in proxies and ballots, including any identifying information on the individual stockholders, will be available to our management and directors.

**PROPOSAL 1****ELECTION OF DIRECTORS**

Properly executed proxies will be voted as marked, and, if not marked, will be voted in favor of the election of the persons named below as directors to serve until the next Annual Meeting of Stockholders and until their successors are duly elected and qualified. If any nominee does not remain a candidate at the time of the meeting (a situation which management does not anticipate), proxies solicited hereunder will be voted in favor of those nominees who do remain as candidates and may be voted for substitute nominees designated by the Board of Directors.

We have no formal policy with respect to the attendance of Directors at our annual meetings. All members of the Board attended last year's annual meeting of stockholders.

On December 4, 2006, the Board of Directors nominated the following Board of Directors to stand for election or re-election, as applicable. All Board of Directors seats are subject to election at the 2006 Annual Meeting of Stockholders.

<b>Name</b>	<b>Age*</b>	<b>Current Position</b>
Earl W. Abbott	64	Chairman of the Board, President, Chief Executive Officer, Secretary, Director
George Drazenovic	35	Chief Financial Officer
Carl Pescio	54	Director

\* As of December 6, 2006

**Dr. Earl W. Abbott** was appointed as our President, Chief Executive Officer, Chief Financial Officer, Secretary, and Director in March 2004. He resigned as our Chief Financial Officer in March 2006 when Mr. Drazenovic was appointed as Chief Financial Officer. Dr. Abbott is a senior geologist and Qualified Person with 33 years of experience in mineral exploration for large and small companies in the western United States, Alaska, Mexico, China, Africa, and Costa Rica. From 2003 to December 1, 2006, Dr. Abbott was the president of Big Bar Gold Corp., a company reporting on a Canadian exchange, and he continues to serve as a director; from 2005 to December 1, 2006, Dr. Abbott served as president of AAA Minerals, which later became AAA Energy, a company reporting on a U.S. exchange, and he continues to serve as a director; and from 1999 to present, Dr. Abbott has served as the president of King Midas Resources Ltd., a private Canadian company he founded, which has acquired U.S. and Mexican gold properties. From 1982 to the present, Dr. Abbott has been self-employed as a geological consultant, in which he manages metallic and industrial mineral projects and exploration programs. From 1988 to 1997, Dr. Abbott was the Vice President and Director the Trio Gold Corp., where he managed gold exploration activities in the U.S., Ghana, and Costa Rica. From 1983 to 1984, he served as a regional geologist for U.S. Minerals Exploration Company, where he conducted a successful gold exploration program in Nevada and Utah. From 1978 to 1982, he was a district geologist for Energy Reserves Group, Inc., where he opened and managed the Reno District exploration office and managed more than twenty projects, which included geologic mapping, geochemical surveys, and more than 70,000 feet of rotary drilling, along with conducting uranium exploration in Nevada, Wyoming, South Dakota, and Montana. From 1975 to 1978, Dr. Abbott was a senior geologist with Urangesellschaft USA, Inc., where he conceived, managed, and conducted uranium exploration programs in remote terrains in Alaska; and from 1971 to 1975, Dr. Abbott was a project geologist for Continental Oil Company, where he completed the oil and gas training program and supervised uranium exploration rotary drilling programs in Wyoming.

Dr. Abbott is a member of the American Institute of Professional Geologists and a past president of its Nevada section. He is also a Certified Professional Geologist and a member of the Geological Society of Nevada (and its past president). In addition, Dr. Abbott is a member of the Society of Mining Engineers of American Institute of Mining,

Metallurgical and Petroleum; the Denver Region Exploration Geologists Society (and its past president); and the Nevada Petroleum Society (and its past president). Dr. Abbott earned his Ph.D. in Geology in 1972 and his Master of Arts in Geology in 1971 from Rice University, Houston, Texas. Dr. Abbott earned his Bachelor of Arts degree in Geology in 1965 from San Jose State College, San Jose, California. Except as otherwise stated, Dr. Abbott is not an officer or director of any other reporting company.

**Mr. George Drazenovic** was appointed as our Chief Financial Officer on March 28, 2006. From April 2005 until the present, Mr. Drazenovic has been the Chief Financial Officer of EPOD International, Inc., a U.S. reporting company; and from 2001 to 2005, he was a Corporate Finance Manager with BC Hydro. Mr. Drazenovic earned his Bachelor of Arts in Economics from the University of British Columbia in 1991, a Diploma in Financial Management from the British Columbia Institute of Technology in 1993, and a Masters of Business Administration in Finance from the University of Notre Dame in 2001. He also obtained licensing as a Certified General Accountant in 1997 and is a CFA Charter holder (Chartered Financial Analyst) since 2001. Mr. Drazenovic is a member of the Certified General Accountants of British Columbia and the Vancouver Society of Financial Analysts. Mr. Drazenovic is a citizen of, and resides in, Canada. Except as otherwise stated, Mr. Drazenovic is not an officer or director of any other reporting company.

**Mr. Carl A. Pescio** has been a director of ours since March 2004. Mr. Pescio is a geologist offering more than 30 years of experience in the mining resource sector. In 1974, Mr. Pescio graduated from the University of Nevada with a Bachelor of Science in Geology. After graduating, Mr. Pescio joined Kennecott Copper Corp. as a geologist. Since 1975, Mr. Pescio has worked for numerous other natural resource companies in various positions, including: Geologist, Chief Geologist, Geological Engineer, Mine Manager, and Vice President of Exploration. Mr. Pescio's tenure with Alta Gold between 1987 and 1991 as Vice-President of Mining and Exploration led to his interest and focus on exploration for precious metal deposits in the Nevada gold trends. Since 1991, he has focused his efforts on acquiring properties with potential for deposits large enough to interest the major mining companies in the area. Currently (and for more than the past five years), Mr. Pescio is the President of Pescio Exploration, which owns approximately 55 properties, covering more than 20,000 hectares in Nevada. More than half of Pescio Exploration's properties are under lease and being explored by others. Mr. Pescio is also Vice-President of Exploration of, and a Director for, Mill City International Corp. Except as otherwise stated, Mr. Pescio is not an officer or director of any other reporting company.

### **Stockholder Approval Required.**

Directors shall be elected by a plurality of the affirmative votes cast at the 2006 Annual Meeting of Stockholders. The holders of common stock have cumulative voting rights for the election of directors; so each stockholder has a total number of votes equal to one vote per share multiplied by the number of directors to be elected. These votes may be cast among any number of nominees, including casting all votes for one nominee.

### **Directors' Meetings, Committees and Fees.**

In 2005, the Board of Directors held one (1) meeting. All incumbent directors attended at least 75% of the meetings of the Board of Directors. Because we do not have the resources to expand our management at this time, we do not have any standing committees of the Board of Directors. The entire Board of Directors functions as the audit, nominating, and compensations committees. The Board of Directors does not have a written charter with respect to nominating directors.

Our stockholders may communicate (including submission of director nominations) with our Board of Directors or a director by sending a letter addressed to the Board or a director, c/o Secretary, Tornado Gold International Corp., 8600 Technology Way, Suite 118, Reno, Nevada 89521. All communications will be compiled by our secretary and forwarded to the Board of Directors or the director accordingly.

The Board of Directors regularly assesses the appropriate size of the Board of Directors and whether any vacancies on the Board of Directors are expected due to retirement or otherwise. In the event that vacancies are anticipated or otherwise arise, the Board utilizes a variety of methods for identifying and evaluating director candidates. Candidates may come to the attention of the Board through current directors, professional search firms, stockholders, or other persons. We may pay fees to third-parties relating to the search for candidates.

Once the Board has identified a prospective nominee, the Board will evaluate the prospective nominee in the context of the then-current composition of the Board of Directors and will consider a variety of other factors, including the prospective nominee's business, technology, and industry; finance and financial reporting experience; and other attributes that would be expected to be contributed to the Board of Directors. The Board seeks to identify nominees who possess a diligent range of experience, skills, areas of expertise, industry knowledge, and business judgment. Successful nominees should have a history of superior performance or accomplishments in their professional undertakings and should have the highest personal and professional ethics and values. Whether a nominee is recommended by a security holder or not, the manner in which the Board of Directors evaluates the nominee remains the same.

Currently, the Board of Directors does not have a formal policy with respect to the consideration of stockholder nominations for directors or other stockholder proposals. Historically, we have felt that such a policy is unnecessary given our relatively small size; however, our Board of Directors may again consider adopting such policies.

### Executive Officers.

The following table sets forth certain information regarding our executive officers as of December 6, 2006:

Name	Position
Earl W. Abbott	Chairman of the Board, Chief Executive Officer, President, and Secretary
George Drazenovic	Chief Financial Officer

*Earl W. Abbott, Chairman of the Board, Chief Executive Officer, President, and Secretary.* Information regarding Mr. Abbott is set forth under "Election of Directors," earlier in this Proxy Statement.

*George Drazenovic, Chief Financial Officer.* Information regarding Mr. Drazenovic is set forth under "Election of Directors," earlier in this Proxy Statement.

### Security Ownership of Certain Beneficial Owners and Management.

The following table sets forth certain information regarding the shares of our outstanding Common Stock beneficially owned as of December 6, 2006, by (i) each of our directors, nominees to the Board, and executive officers, (ii) all directors and executive officers as a group, and (iii) each other person who is known by us to own beneficially more than 5% of our Common Stock based upon 23,881,526 issued common shares.

Title of Class	Name and Address (1) of Beneficial Owner	Amount and Nature of Beneficial Ownership	Percent of Class
Common Stock	Earl W. Abbott	3,600,000 shares	15.1%
Common Stock	George Drazenovic	0 shares	0.0%
Common Stock	Stanley B. Keith	1,800,000 shares	7.5%
Common Stock	Carl A. Pescio	1,800,000 shares	7.5%
Common Stock	All directors and named executive officers (4 persons) (2)	7,200,000 shares	30.1%

(1) The address of each person is 8600 Technology Way, Suite 118, Reno, NV 89521.

(2) Following the 2006 Annual Meeting of Stockholders, if the nominees are elected, all directors and officers as a group (3 persons) will beneficially own 5,400,000 shares, or 22.6%.

Beneficial ownership is determined in accordance with the rules of the Securities and Exchange Commission and generally includes voting or investment power with respect to securities. In accordance with Securities and Exchange Commission rules, shares of our common stock that may be acquired upon exercise of stock options or warrants that are currently exercisable or that become exercisable within 60 days of the date of the table are deemed to be beneficially owned by the optionees. Subject to community property laws, where applicable, the persons or entities named in the table above have sole voting and investment power with respect to all shares of our common stock indicated as beneficially owned by them.





CHANGES IN CONTROL. As of December 6, 2006, our management was not aware of any arrangements which may result in “changes in control” as that term is defined by the provisions of Item 403(c) of Regulation S-B.

### Compensation of Executive Officers.

Any compensation received by our officers, directors, and management personnel will be determined from time to time by our Board of Directors. Our officers, directors, and management personnel will be reimbursed for any out-of-pocket expenses incurred on our behalf.

Summary Compensation Table. The following table sets forth the total compensation earned by or paid to our Chief Executive Officer and our other most highly compensated executive officers for the fiscal years ended December 31, 2005 and 2004.

Name and Principal Position	Year	Annual Compensation			Long Term Compensation Awards		LTIP Payouts (\$)	All Other Compensation
		Salary (\$)	Bonus (\$)	Other Annual Compensation (\$)	Stock	Options (#)		
Earl W. Abbott, CEO, President, Secretary, Treasurer	2005	None	None	None	None	None	None	\$89,950 (1)
	2004	None	None	None	None	None	None	\$36,268 (2)
Earl T. Shannon, former president and secretary	2004	None	None	None	None	None	None	None
Steven W. Hudson, former secretary	2004	None	None	None	None	None	None	None
Scott W. Bodenweber, former CFO	2004	None	None	None	None	None	None	None

(1) Dr. Abbott received a total of \$89,950 for consulting services during the year ended December 31, 2005, of which \$61,775 related to mining exploration and the remaining \$21,875 related to general administrative services. In addition, during 2005, Dr. Abbott was reimbursed \$25,609 for travel and other company-related expenses.

(2) Dr. Abbott received a total of \$36,268 for consulting services during the year ended December 31, 2004, of which \$17,482 relates to geological services and \$18,786 relates to administrative services. In addition, during 2004, Dr. Abbott was reimbursed \$9,470 for travel and related expenses.

Mr. Drazenovic was appointed Chief Financial Officer in March 2006 and will be paid a consulting fee of \$2,500 per month. The terms of his consulting agreement are still being finalized.

Mr. Pescio and Mr. Keith are also compensated for their mining exploration services, administrative services, and travel expenses, as those services are rendered. Those services are rendered to us on a contractor basis.

### Stock Options.

No stock options were granted in 2005.

### Employment Agreements.

There are no employment agreements between us and any named executive officer.

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### **Compensation of Directors.**

Our directors do not receive any cash compensation, but are entitled to reimbursement of their reasonable expenses incurred in attending directors' meetings.

### **Certain Relationships and Related Transactions.**

As discussed herein, we entered into agreements with a company owned by Mr. Carl A. Pescio, one of our directors, to acquire mining claims. Preliminary forms of these agreements were entered into on May 31, 2004, and were finalized on April 5, 2005.

During the year ended December 31, 2004, we incurred consulting fees for services rendered by Dr. Earl W. Abbott, our President, totaling \$36,268, of which \$17,482 related to mining exploration and the remaining \$18,786 related to general administrative activities.

Also during the year-ended December 31, 2004, we incurred consulting fees for services rendered by a company wholly owned by Mr. Keith totaling \$5,007, of which \$3,361 related to mining exploration and the remaining \$1,646 related to general administrative activities.

On April 15, 2005, our officers and directors agreed to redeem 27,172,800 of their shares for \$7,906, or approximately \$.0003 per share. This includes 13,586,400 shares from Dr. Abbott and 6,793,200 shares each from Messrs. Pescio and Keith. Dr. Abbott's shares were redeemed for \$3,954, and Messrs. Pescio and Keith each received \$1,976 for their shares. These amounts are the equivalent to the pre-split prices they paid for their shares when they joined us in March 2004.

During the year ended December 31, 2005, we had the following transactions with related parties:

- o Pursuant to the 2004 agreements to acquire mining claims with a company owned by Mr. Pescio, we paid Mr. Pescio \$140,000 related to these agreements. In addition, we incurred \$5,744 to Mr. Pescio in consulting services related to mining exploration;
- o We entered into an agreement with Dr. Abbott and Mr. Keith to explore the feasibility and possible lease and acquisition of certain mining claims owned jointly by Dr. Abbott and Mr. Keith;
- o We incurred consulting fees for services rendered by Dr. Abbott totaling \$89,950, of which \$61,775 related to mining exploration and the remaining \$28,175 related to general administrative activities. Also, we reimbursed Dr. Abbott \$25,609 for travel and other company-related expenses; and
- o We incurred consulting fees for services rendered by Mr. Keith totaling \$3,349, of which \$1,389 related to mining exploration and the remaining \$1,960 related to general administrative activities. Also, we reimbursed Mr. Keith \$579 for travel and other company related expenses.

During the nine-months ended September 30, 2006, we had the following transactions with related parties:

- o We made advance lease payments of \$550,000 to Mr. Pescio on our mining claims;
- o We paid Mr. Pescio \$1,020,000 relating to certain agreements to acquire mining claims entered into between a company owned by Mr. Pescio and us;

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o We paid Dr. Abbott and Mr. Keith \$8,294 and \$12,971, respectively, in relation to certain agreements to acquire mining properties entered into between such persons and us;

o We incurred consulting fees for services rendered by Dr. Abbott totaling \$162,817, of which \$107,714 related to mining exploration and \$55,103 related to general administrative activities, and we reimbursed Dr. Abbott \$9,209 for travel and other related expenses; and

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o We paid Mr. Drazenovic \$35,000 for services rendered in his capacity as chief financial officer.

With regard to any future related-party transaction, we plan to disclose any and all related-party transactions fully when required, including, but not limited to, in prospectuses and in any and all filings with the Securities and Exchange Commission. Furthermore, we intend to obtain, when required, disinterested directors' and stockholders' consent.

**Section 16(a) Beneficial Ownership Reporting Compliance.**

Section 16(a) of the Securities Act of 1934 requires our directors, executive officers, and any persons who own more than 10% of a registered class of our equity securities, to file reports of ownership and changes in ownership with the Securities and Exchange Commission. SEC regulations require executive officers, directors, and greater than 10% stockholders to furnish us with copies of all Section 16(a) forms they file. Based solely on our review of the copies of such forms received by us, or written representations from certain reporting persons, we believe that during the fiscal year ended December 31, 2005, and during the interim period ending December 6, 2006, all but one of our executive officers, directors, and greater than 10% stockholders complied with all applicable filing requirements. That one person was delinquent regarding a series of attempted sales of our common stock early in our current fiscal year.

**THE BOARD OF DIRECTORS RECOMMENDS THAT THE STOCKHOLDERS VOTE  
FOR THE ELECTION OF THE NOMINEES TO THE BOARD OF DIRECTORS.**

## **PROPOSAL 2**

### **APPROVAL OF AGREEMENT AND PLAN OF MERGER**

Our Board of Directors has approved, by written consent, an Agreement and Plan of Merger pursuant to which we will reincorporate from the state of Nevada to the state of Delaware. As part of this reincorporation, we will merge with and into our wholly-owned subsidiary, Tornado Gold International Corp., a Delaware corporation (“Tornado Gold Delaware”), which will result in:

- your right to receive one share of common stock, par value \$0.001 per share, of Tornado Gold Delaware, for every one share of our common stock, par value \$0.001 per share, owned by you as of the effective date of the reincorporation;
- the persons presently serving as our executive officers and directors continuing to serve in such respective capacity with Tornado Gold Delaware;
- the adoption of a Certificate of Incorporation under the laws of the state of Delaware in the form attached hereto as Exhibit A, pursuant to which our authorized common stock will remain unchanged at 100,000,000 shares, \$0.001 par value per share; and
- the adoption of new by-laws under the laws of the state of Delaware in the form attached hereto as Exhibit B.

Our common stock is currently quoted on the OTC Bulletin Board. We believe that the common stock of Tornado Gold Delaware will also be quoted on the OTC Bulletin Board. We also believe that our reincorporation from the state of Nevada to the state of Delaware will facilitate our ability to list our common stock on the TSX Venture Exchange (the “TSX Venture”); however, we can provide no assurance that shares of common stock of Tornado Gold Delaware will be listed or will commence trading on the TSX Venture or any other stock exchange.

**REINCORPORATION IN DELAWARE**

**Questions and Answers**

Q: Why are we reincorporating in Delaware?

A: We believe the reincorporation in Delaware will facilitate our ability to be