

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

Form 10-Q

(Mark One)

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE
ACT OF 1934**

For the Quarterly Period Ended June 30, 2019

OR

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE
ACT OF 1934**

For the transition period from _____ to _____
Commission file number 000-32919

PATRIOT GOLD CORP.

(Exact name of registrant as specified in its charter)

3651 Lindell Road, Suite D165

Las Vegas, Nevada 89103

(Address of principal executive offices) (Zip Code)

(702) 456-9565

(Registrant's telephone number, including area code)

(Former name, former address and former fiscal year, if changed since last report)

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
N/A	N/A	N/A

Securities registered pursuant to Section 12(g) of the Act: N/A

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

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.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date: 74,280,354 shares of common stock, \$0.001 par value, issued and outstanding as of August 6, 2019.

TABLE OF CONTENTS

PART I –	FINANCIAL INFORMATION	1
PART II-	OTHER INFORMATION	1
Item 1.	Legal Proceedings	1
Item 1A.	Risk Factors (not applicable)	1
Item 2.	Unregistered Sales of Equity Securities and Use of Proceeds	1
Item 3.	Defaults Upon Senior Securities	1
Item 4.	Mine Safety Disclosures	2
Item 5.	Other Information	2
Item 6.	Exhibits	2
	Signatures	3

PART I
FINANCIAL INFORMATION

Pursuant to Regulation 13A *Reports of Issuers of Securities Registered Pursuant to Section 12* (Reg. §240.13a-13(c)(2)(i)(ii)), the Company is not required to file **Part I - Financial Information** for the period ending June 30, 2019 for the following reasons:

- a) The registrant is not in the production state but is engaged primarily in the exploration for the development of mineral deposits other than oil, gas or coal; and
- b) The registrant has not been in production during the current fiscal year or the two years immediately prior thereto; and
- c) The registrant has not received any receipts from the sale of mineral products or from the operations of mineral producing properties.

PART II
OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

None

ITEM 1A. RISK FACTORS

N/A

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

During the six months ended June 30, 2019, 20,000 stock options were exercised in exchange for 20,000 common shares at \$0.10 per share.

During the six months ended June 30, 2019, warrants for 8,000,000 shares were exercised in exchange for a note receivable for \$705,000. The average exercise price per share was \$0.088125.

During the six months ended June 30, 2019, the Company granted 7,851,500 restricted shares of the Company's common stock at \$0.04 per share in payment for services provided to the Company.

The Company relied on the exemption from registration under Section 4(a)(2) of the Securities Act or Rule 506 of Regulation D for purposes of the above-referenced transactions.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None

ITEM 4. MINE SAFETY DISCLOSURES

The Dodd-Frank Wall Street Reform and Consumer Protection Act (the “Act”) and Item 104 of Regulation S-K require certain mine safety disclosures to be made by companies that operate mines regulated under the Federal Mine Safety and Health Act of 1977. However, the requirements of the Act and Item 104 of Regulation S-K do not apply as the Company does not engage in mining activities. Therefore, the Company is not required to make such disclosures.

ITEM 5. OTHER INFORMATION

None

ITEM 6. EXHIBITS

INDEX TO EXHIBITS

<u>Exhibit No.</u>	<u>Description</u>
31.1	Certification of Principal Executive Officer and Principal Financial Officer pursuant to Rule 13a-14(a) or Rule 15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act.
32.1*	Certification of Principal Executive Officer and Principal Financial Officer pursuant to Rule 13a-14(a) or Rule 15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act.

* Pursuant to Regulation 13A *Reports of Issuers of Securities Registered Pursuant to Section 12* (Reg. §240.13a-13 (c)(2)(i)(ii)), the Company is not required to file **Part I - Financial Information** for the period ending June 30, 2019 and therefore is not required to file Exhibit 32.1 herewith.

SIGNATURES

Pursuant to the requirements 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.

Dated: August 13, 2019

PATRIOT GOLD CORP.

By: /s/ Trevor Newton
Trevor Newton
Chief Executive Officer and President

EXHIBIT 31.1

CERTIFICATION

I, Trevor Newton, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Patriot Gold Corp.;
2. Based on my knowledge, this quarterly report 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 quarterly report.

Dated: August 13, 2019

By: /s/ Trevor Newton

Trevor Newton
Chief Executive Officer,
President, Treasurer and Secretary
(Principal Executive Officer and Principal Financial Officer)