

**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 August 31, 2013**

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 D

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)

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 and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted 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 and post such files).  Yes  No

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

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange 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:  
30,976,147 shares of common stock, \$0.001 par value, issued and outstanding as of August 31, 2013.

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**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 August 31, 2013 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**

Between June 1, 2013 and August 31, 2013, the Company received private placement proceeds of USD \$100,000 from an unrelated party for 2,000,000 units. Each unit consisted of one share of common stock and one class A, one class B, and one class C warrant entitling the subscriber to one share of common stock upon due exercise of each warrant. The private placement was accepted pursuant to an exemption from registration pursuant to Regulation S under the Securities Act of 1933, as amended. The proceeds will be used as working capital.

**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**

Exhibit No.	Description
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 August 31, 2013 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.

Date: October 8, 2013

PATRIOT GOLD CORP.

By: /s/ Robert Coale  
Robert Coale  
Chief Executive Officer and President

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