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Documents

10-Q	form10q022813.htm
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EX-31	form10q022813ex31.htm
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Module and Segment References

**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 February 28, 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: 28,519,004 shares of common stock, \$0.001 par value, issued and outstanding as of February 28, 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 February 28, 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 December 2012 and February 2013 the Company closed three private placements with unrelated parties for an aggregate 674,604 units at an aggregate purchase price of \$100,000 USD. Each unit consisted of one share of common stock and one class A warrant entitling the subscriber to one share of common stock upon due exercise of the warrant. The private placements were accepted pursuant to an exemption from registration pursuant to Regulation D 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

<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 February 28, 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: April 11, 2013

PATRIOT GOLD CORP.

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

EXHIBIT 31.1

CERTIFICATION

I, Robert Coale, 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: April 11, 2013

By: /s/ Robert Coale
Robert Coale
Chief Executive Officer,
President, Treasurer and Secretary
(Principal Executive Officer and Principal Financial Officer)
