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PATRIOT GOLD CORP
Form 10KSB/A
July 16, 2004

U.S. SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-KSB/A

Amendment No. 2

(Mark One)

- Annual report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 For the fiscal year ended May 31, 2003
- Transition report under 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 small business issuer as specified in its charter)

Nevada
(State or other jurisdiction of
incorporation or organization)

86-0947048
(I.R.S. Employer Identification No.)

#501 - 1775 Bellevue Avenue,
West Vancouver, British Columbia Canada

(Address of principal executive office) (Zip Code)

(604) 925-5257

(Issuer's telephone number)

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

Securities registered pursuant to Section 12(g) of the Act: Common Stock, \$.001 par value.

Indicate by check mark whether the issuer: (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 report(s)), and (2) has been subject to such filing requirements for the past 90 days. Yes X No ___

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-KSB or any amendment to this Form 10-KSB.

X

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Based on the closing sales price of the common stock on August 13, 2003, the aggregate market value of the voting and non-voting common equity stock held by non-affiliates was \$14,865,600.

The number of shares outstanding of the issuer's Common Stock \$.001 par value per share, was 10,260,400 shares as of August 13, 2003. The issuer has 13,500,000 shares of Series A 7% Redeemable Preferred Stock \$.001 par value per share, outstanding.

Total revenues for fiscal year ended May 31, 2003: \$0

Transitional Small Business Disclosure Format (check one): Yes ; No X

Explanatory Note

We are filing this Amendment No. 2 to our Annual Report on Form 10-KSB for the year ended May 31, 2003 to respond to certain comments received by us from the Staff of the Securities and Exchange Commission ("SEC") in connection with its review of our Registration Statement on Form SB-2 (File No. 333-112424). Our consolidated financial position and consolidated results of operations for the periods presented have not been restated from the consolidated financial position and consolidated results of operations originally reported.

For convenience and ease of reference we are filing this Annual Report in its entirety with the applicable changes. Unless otherwise stated, all information contained in this amendment is as of August 26, 2003 the filing date of our Annual Report on Form 10KSB for the year ended May 31, 2003. Accordingly, this Amendment No. 2 to the Annual Report on Form 10-KSB/A should be read in

conjunction with our subsequent filings with the SEC.

PART I

ITEM 1. DESCRIPTION OF BUSINESS.

COMPANY HISTORY

We were incorporated in the State of Nevada on November 30, 1998. We were originally organized to engage in the business of breeding, raising and marketing ostriches, ostrich meat and ostrich by-products to the wholesale and retail markets. We operated from November 30, 1998 through approximately May 31, 2000, when we ceased all operations due to lack of capital.

On or about May 1, 2001, the directors determined that it was in the best interest of our stockholders to become active again and we began seeking potential operating businesses and business opportunities with the intent to acquire or merge with such businesses. We are considered an exploration state company. Our office is currently located #501-1775 Bellevue Avenue, West Vancouver, British Columbia, Canada, V7V 1A9. The telephone number is (604) 925-5257. We maintain a website at www.patriotgoldcorp.com. Information contained on our website does not form part of our prospectus.

Mr. Manfred Schultz and Mr. Gerald Hinkley were our sole officers and directors from inception in November 1998, until they resigned on October 31, 2002. During such time, Messrs. Schultz and Hinkley were responsible for maintaining the company in compliance with all SEC and other rules and regulations and for finding a suitable business opportunity to acquire or merge with the company. On October 20, 2002, Mr. Bruce Johnstone was appointed to the board of directors and as an officer. On October 31, 2002, Mr. Manfred Schultz and Mr. Gerald Hinkley resigned as directors and officers of the company. The resignations were

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offered for personal reasons and not for any disagreement with management of the company or its policies. Both resigning directors and the company parted ways on good terms.

In June 2003, we filed an Amended and Restated Articles of Incorporation with the Secretary of State of the State of Nevada changing the name of our company and authorizing the issuance of preferred stock.

On June 12, 2003, we issued 13,500,000 Series A 7% Redeemable Preferred Shares to Mr. Bruce Johnstone, our director and officer, in consideration for his services; this issuance having been previously approved by a vote of both the Board of Directors and the majority stockholders. Each Series A 7% Redeemable Preferred Share has the right to vote with the common shares on all matters requiring stockholder vote, including without limitation the election of directors. Mr. Johnstone received the shares in lieu of cash compensation for the services he provided to us. These services included, without limitation, the determination to transform the company from the then business of ostrich meat production to the current business activity of resource exploration and ensuring that the company would maintain its corporate existence. During this process, Mr. Johnstone was responsible for finding and securing qualified directors for the board, which made up the new management team for the company. Along with this he was also responsible for arranging and closing our July 2003 private placement financing. These funds provided the necessary funding to secure the first resource exploration projects which Mr. Johnstone established when he signed the Letter of Intent with Minquest Inc. on June 27, 2003.

On June 13, 2003, two stockholders returned a total of 700,000 shares of common stock to us for cancellation. Given the fact that said individuals were no longer affiliated with the company, at our request they agreed to return 70% of their holdings in the company. We determined that having them maintain 30% of their initial holdings in the company was adequate consideration for the four years' of services which they had performed. Since Messrs. Schultz and Hinkley were satisfied with our business plan to make the company a natural resource exploration company, they did not request any consideration for the return of their shares. On June 17, 2003, each issued and outstanding share of common stock was forward split at a rate of one for seven and six-tenths (1:7.6) so that each share of common stock became equal to 7.6 shares.

On June 17, 2003, we received a new trading symbol to reflect the company name change and forward split of the common stock. The new trading symbol is PGOL.

On June 23, 2003 the Board adopted a resolution to (i) increase the number of positions on the Board to a total of three and (ii) appointed to the newly created positions Mr. Robert A. Sibthorpe of Vancouver, B.C. and Mr. Robert D. Coale of Agoura Hills, CA.

On July 21, 2003. Mr. Bruce Johnstone resigned as an officer and director. The resignation was offered for personal reasons and not for any disagreement with management of the company or its policies. On July 21, 2003, Mr. Ronald C. Blomkamp was appointed as the President, Chief Executive and Financial Officer and Secretary and a director of the company.

PLAN OF OPERATION

We are a natural resource exploration company with an objective of acquiring, exploring, and if warranted and feasible, developing natural resource properties. Our primary focus in the natural resource sector is gold. We do not consider ourselves a "blank check" company required to comply with Rule 419 of

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the Securities and Exchange Commission, because we were not organized for the purpose of effecting, and our business plan is not to effect, a merger with or acquisition of an unidentified company or companies, or other entity or person. We do not intend to merge with or acquire another company in the next 12 months.

Though we have the expertise on our board of directors to take a resource property that hosts a viable ore deposit into mining production, the costs and time frame for doing so are considerable, and the subsequent return on investment for our shareholders would be very long term indeed. We therefore anticipate selling any ore bodies that we may discover to a major mining company. Most major mining companies obtain their ore reserves through the purchase of ore bodies found by junior exploration companies. Although these major mining companies do some exploration work themselves, many of them rely on the junior resource exploration companies to provide them with future deposits for them to mine. By selling a deposit found by us to these major mining companies, it would provide an immediate return to our shareholders without the long time frame and cost of putting a mine into operation ourselves, and it would also provide future capital for the company to continue operations.

Natural resource exploration and development requires significant capital and our assets and resources are limited. Therefore, we anticipate participating in the natural resource industry through the purchase of small interests in producing properties, the purchase of property where feasibility studies already exist or by the optioning of natural resource exploration and development projects. To date we have several properties under option, and are in the early stages of exploring these properties.

Minquest Agreement

An agreement with Minquest, Inc. gives us the right to purchase 100% of the mining interests of two Nevada mineral exploration properties currently controlled by MinQuest, a natural resource exploration company. Together, these two properties consist of 28 mining claims on a total of 560 acres in the northwest trending Walker Lane located in western Nevada. We also entered into a letter of intent in November 2003 to purchase a 100% interest in a mining property located in the historic Oatman gold mining district. The property is located some 5 miles northwest to the town of Oatman, with Kingsman, Arizona to the east, Laughlin, Nevada to the west and Las Vegas, Nevada to the north.

Simultaneous with the execution and delivery of the Property Option Agreement, we paid MinQuest \$12,500. In order to earn a 100% interest in these two properties, we must pay MinQuest, Inc. and incur expenditures relating to mining operations in accordance with the following schedule: (i) on or before July 25, 2004, \$20,000 to MinQuest and \$75,000 in expenditures; (ii) on or before July 25, 2005, \$20,000 to MinQuest and an additional \$100,000 in expenditures; (iii) on or before July 25, 2006, \$20,000 to MinQuest and an additional \$100,000 in expenditures; (iv) on or before July 25, 2007, \$20,000 to MinQuest and an additional \$100,000 in expenditures; and (v) on or before July 25, 2008, an additional \$125,000 in expenditures. If we have not incurred the requisite expenditures to maintain our option in good standing, we have a 60-day period subsequent to July 25th to make such payment along with such amount that shall be deemed to have been an expenditure incurred by us during such period. Since our payment obligations are non-refundable, if we do not make any payments, we will lose any payments made and all our rights to the properties. If all said payments are made, then we will acquire all mining interests in the property, subject to MinQuest retaining a 3% royalty of the aggregate proceeds received by us from any smelter or other purchaser of any ores, concentrates, metals or other material of commercial value produced from the property, minus the cost of transportation of the ores, concentrates or metals, including related insurance, and smelting and refining charges, including penalties.

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Pursuant to the Property Option Agreement, we have a one-time option to purchase up to 2% of MinQuest's royalty interest at a rate of \$1,000,000 for each 1%. We must exercise our option 90 days following completion of a bankable feasibility study of the Bruner and Vernal properties, which, as it relates to a mineral resource or reserve, is an evaluation of the economics for the extraction (mining), processing and marketing of a defined ore reserve that would justify financing from a banking or financing institution for putting the mine into production.

With the expertise provided by our Board of Directors and consulting geology professionals, all of whom have been compensated by way of the company stock option plan, we now have the expertise required to decide if we should invest in a particular project. This decision will be based on information that will be provided by the vendor or the project and by information collected by our experts through independent due diligence, and include at least the following:

- A description of the project and the location of the property;
- The lands that will be subject to the exploration project;
- The royalties, net profit interest or other charges applicable to the subject lands;
- The estimated cost of any geophysical work contemplated; and
- The estimated acquisition costs, exploration costs and development costs of the property.

In July 2003, members of our Board of Directors and geology team made an onsite inspection of both properties optioned by the company from MinQuest. From this visit, an exploration plan was determined and a schedule to begin work on the properties was organized to commence in the month of September 2003. On September 19, 2003 the company announced that an exploration program consisting of geologic mapping and surface geochemical sampling was underway on the Bruner property and that a Global Positioning System geophysical survey (electrical, magnetic and other means used to detect features, which may be associated with mineral deposits) conducted on the ground was scheduled for later that month. Such a survey measures the magnetic variations within the underlying rocks. Since then, a ground magnetics survey and detailed mapping and rock sampling of the western portion of the claim block on the Bruner property has been completed. The rock sampling is a collection of a series of small chips over a measured distance, which is then submitted for a chemical analysis, usually to determine the metallic content over the sampled interval. The magnetics indicate the presence of northwesterly and northerly trending faults under the pediment cover that may host gold mineralization. A fault, which is a break in the rock along which the movement has taken place, are often the sites for the deposition of metallic rich fluids. A pediment cover is a broad, gently sloping surface at the base of a steeper slope. Geologic mapping of rocks exposed in the western portion of the Patriot held claims show several small quartz bearing structures trending northwest and dipping steeply to the northeast. These small structures are thought to be related to a much larger vein, often filled with quartz, contained within a fault or break in the rock (a fault-hosted vein system) under gravel cover in the broad valley south of the mapping. Approximately 1 square mile of ground magnetics was completed at Bruner. The survey was done on 50 meter spaced lines, run north-south using a GPS controlled Geometrics magnetometer, which is the geophysical instrument used in collecting magnetic data with an attached GPS that allows the operator to more precisely determine the location of each station where the magnetic signature is taken. The interpretation shows numerous northwest and north-south trending magnetic lows associated with faults. Magnetic lows are an occurrence that may be indicative of a destruction of magnetic minerals by later hydrothermal (hot water) fluids that have come up along these faults. These hydrothermal fluids may in turn have

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carried and deposited precious metals such as gold and/or silver. To the southeast, under gravel cover (where there is no exposure of rock at the surface), is a much more continuous northwest trending feature that has not been drill tested, and data is sufficiently encouraging that an expanded CSMT survey is recommended to trace these structures in the third dimension. Three or four north-south lines of CSMT are scheduled and further work is ongoing. A CSMT survey is an electromagnetic method used to map the variation of the Earth's resistance to conduct electricity by measuring naturally occurring electric and magnetic fields at the Earth's surface.

At the Vernal property, mapping (the process of laying out a grid on the land for area identification where samples are taken) and sampling (the process of taking small quantities of soil and rock for analysis) has been initiated. Mapping is the process where. Poorly exposed narrow masses of rock intersecting other rocks and filling inclined or vertical fractures with quartz minerals (quartz veining) in volcanic rock that has been sampled and submitted to a chemical laboratory for analysis. Some assays indicated up to 0.42 oz/ton gold and 0.17 oz/ton silver in initial sampling. The gold/silver ratios indicate at Vernal we are very high in the process by which an area of rock has been altered by hypothermal (hot water) fluids that have come up along fractures and faults in the rock (hydrothermal system). These fluids are often enriched in minerals. Additional mapping and sampling is ongoing.

Letter of Intent FOR THE MOSS MINE PROPERTY

In November 2003 we executed a letter of intent to purchase a 100% interest in the Moss Mine, a mining property located in the historic Oatman gold mining district. Work already completed on this property includes a pre-feasibility study as well as 36,000 feet of primarily reverse circulation drilling which was done over twenty years ago. Reverse circulation drilling is a less expensive form of drilling that does not allow for the recovery of a tube or core of rock, in which the material is brought up from depth as a series of small chips of rock that are then bagged and sent in for analysis. Though this is a quicker and cheaper method of drilling, reverse circulation drilling does not necessarily give as much information about the underlying rocks.

The letter of intent grants us an exclusive right to close on the purchase of the property for six months from the date the contract is executed.

On February 19, 2004, we executed a formal agreement to purchase the property for \$350,000. We deposited \$25,000 with the title company as escrow agent and three months after signing are required to deposit an additional \$25,000 deposit. When the escrow agent receives signature pages from the 10 sellers, the initial \$25,000 deposit shall be delivered to the seller. On the 3-month anniversary from when we signed the definitive agreement, the second \$25,000 belongs to the seller. On or before the 6-month anniversary from when we signed the definitive agreement, the balance of \$300,000 is due to the seller.

Seller has delivered to us certain information about the property, including [engineering reports, site plans]. During the 6 month period after the signing of the definitive agreement we have the right to conduct our due diligence on the property and if we decide not to proceed we have to give the Seller and escrow agent notice no less than 10 days prior to the 6-month anniversary of our intention not to close. During this period we can not perform mining or remove any ore from the property. We are responsible for all costs and expenses associated with the purchase of the property, including escrow fees, cost of feasibility study, charges resulting from any tests, environmental assessments reports or surveys, and any exploration activity costs. Once we have concluded our analysis and have determined that it is feasible to close on the purchase of

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the property, doing so will give us full rights to begin mining operations.

Financing

In July 2003 we completed a private placement of shares and warrants which generated an aggregate of \$367,500 in proceeds, and the private placement we closed in November 2003 generated \$1,080,000 in gross proceeds. In addition, a further \$1,723,650.00 was obtained from the exercise of stock options issued under the company's stock option plan. With the funds currently held by the company, we are adequately funded for all work programs and option commitments for the next 12 months. Whether or not we will need to raise further funding will be dependent on the outcome of work programs currently underway, and whether we pursue additional prospects.

Competition

The natural resource industry is highly competitive in all its phases. Properties in which we have an interest will encounter strong competition from many other natural resource companies, including many that possess substantial financial resources, in acquiring economically desirable producing properties and exploratory drilling prospects, and in obtaining equipment and labor to operate and maintain their properties.

We feel that our competitive position compared to other resource exploration companies is quite good. Many junior resource companies generally have very little available capital for securing properties of merit, and also lack the necessary capital required to start or carry on a work program that would be needed to advance the property. These work programs can cost many hundreds of thousands of dollars, and can sometimes even run into the millions. On a relative basis, having raised over \$3 million dollars through private placements and the exercise of options, we are now funded with the necessary capital to compete for even the most desirable properties and the resources to implement work programs on the properties that we have secured. With our qualified and experienced board of directors and group of consultants, who between them have over 90 years of direct experience working in the geology, mining, and related financial sectors, we have an outstanding management team that can appraise each opportunity so as to obtain the best value for our shareholders investment. Many junior resource companies feel themselves lucky to have only one such expert on their board, let alone three, and with the addition of our consulting geologist, we have four veteran resource experts who have experience working at and in many cases leading exploration projects and mining development projects in many locations all around the globe. We feel this positions us favorably in front of most other junior resource exploration and mining companies.

Government Regulation

The federal government and various state and local governments have adopted laws and regulations regarding the protection of natural resources, human health and the environment. We will be required to conduct all exploration activities in accordance with all applicable laws and regulations. These may include requiring working permits for any exploration work that results in physical disturbances to the land and locating claims, posting claims and reporting work performed on the mineral claims. The laws and regulations may tell us how and where we can explore for natural resources, as well as environmental matters relating to exploration and development. Because these laws and regulations change frequently, the costs of compliance with existing and future environmental regulations cannot be predicted with certainty.

Any exploration or production on United States Federal land will have to comply with the Federal Land Management Planning Act which has the effect generally of protecting the environment. Any exploration or production on private property, whether owned or leased, will have to comply with the Endangered Species Act and

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the Clean Water Act. The costs of complying with environmental concerns under any of these acts varies on a case by case basis. In many instances the cost can be prohibitive to development. Environmental costs associated with a particular project must be factored into the overall cost evaluation of whether to proceed with the project.

There are no costs to us at the present time in connection with compliance with environmental laws. However, since we do anticipate engaging in natural resource projects, these costs could occur at any time. Costs could extend into the millions of dollars for which we could be liable. In the event of liability, we would be entitled to contribution from other owners so that our percentage share of a particular project would be the percentage share of our liability on that project. However, other owners may not be willing or able to share in the cost of the liability. Even if liability is limited to our percentage share, any significant liability would wipe out our assets and resources.

Employees

We have commenced only limited operations. Therefore, we have no full time employees. Our sole officer and three directors provide planning and organizational services for us on a part-time basis.

ITEM 2. DESCRIPTION OF PROPERTY.

We do not lease or own any real property. We currently maintain our corporate office at #501-1775 Bellevue Avenue, West Vancouver, British Columbia, Canada V7V 1A9. This office space is an office sharing arrangement being provided as an accommodation to us by our former officer - where we can receive mail and perform other minimal corporate functions. As our business operations grow, it will be necessary for us to seek appropriate individual office space. Management believes suitable office space will be available when it is needed.

ITEM 3. LEGAL PROCEEDINGS.

We are not involved in any pending legal proceedings nor are we aware of any pending or contemplated proceedings against us. We know of no legal proceedings pending or threatened, or judgments entered against any of our directors or officers in their capacity as such.

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.

An information statement was distributed to our stockholders on or about May 20, 2003, pertaining to (i) the filing of an amendment to our Articles of Incorporation to authorize up to 20,000,000 shares of a new class of undesignated Preferred Stock ("Preferred Stock") which would allow our Board of Directors to issue, without further shareholder action, one or more series of Preferred Stock and (ii) change the name of the Company to "Patriot Gold Corp." The amendments to our Articles of Incorporation effecting the changes described above occurred on June 11, 2003.

PART II

ITEM 5. MARKET FOR COMMON EQUITY AND RELATED STOCKHOLDER MATTERS.

Our common stock was listed on the OTC Bulletin Board under the trading symbol NORC for the year ending May 31, 2003; however, there was no trading activity during the year. On June 17, 2003, in connection with our name change we changed our symbol to PGOL. On June 17, 2003, each issued and outstanding share of

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common stock was forward split at a rate of one for seven and six-tenths so that each share of common stock is equal to 7.6 shares.

OUR TRANSFER AND WARRANT AGENT

We have appointed Holladay Stock Transfer, Inc., with offices at 2939 North 67th Place, Scottsdale, Arizona, 85215, phone number 480-481-3940, as transfer agent for our shares of common stock. The transfer agent is responsible for all record-keeping and administrative functions in connection with the common shares and stock warrants.

DIVIDEND POLICY

We have never paid a cash dividend on our Common Stock and do not anticipate paying cash dividends in the near future. It is our present policy not to pay cash dividends but to retain earnings, if any, to fund growth and expansion. Any payment of cash dividends in the future will be dependent upon our financial condition, results of operations, current and anticipated cash requirements, plans for expansion, as well as other factors the Board of Directors deems relevant.

The number of shareholders of record of our common stock as of May 31, 2003 was approximately 22.

RECENT SALES OF UNREGISTERED SECURITIES

On July 25, 2003 we issued 350,000 shares of common stock and 350,000 Class A warrants, 350,000 Class B warrants, 350,000 Class C warrants and 350,000 Class D warrants. Each warrant is exercisable, commencing October 25, 2003, for a period of three years at a price of \$1.40, \$1.45, \$1.50, and \$1.55, respectively, for one share of common stock. The issuance was made pursuant to an exemption under Section 4(2) of the Securities Act of 1933, as amended.

On June 12, 2003, we issued 13,500,000 Series A 7% Redeemable Preferred Shares to Mr. Bruce Johnstone, a former director and officer. Each preferred share has the right to vote with the common shares on all matters requiring stockholder vote. The issuance was made pursuant to an exemption under Section 4(2) of the Securities Act of 1933, as amended.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

We do not have any equity compensation plans that were approved by our stockholders.

Set forth below is certain information as of May 31, 2003 regarding equity compensation plans that have not been approved by our stockholders. The numbers indicated below reflect the one for seven and six-tenths (1:7.6) forward split.

EQUITY COMPENSATION PLANS NOT APPROVED BY STOCKHOLDERS

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted average exercise price of outstanding options, warrants and rights	Nu rema
2003 Stock Option Plan	2,546,000	N/A	

The following discussion describes material terms of grants made pursuant to the

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stock option plans:

Pursuant to the 2003 Stock Option Plan, grants of shares can be made to employees, officers, directors, consultants and independent contractors of non-qualified stock options as well as for the grant of stock options to employees that qualify as incentive stock options under Section 422 of the Internal Revenue Code of 1986 ("Code") or as non-qualified stock options. The Plan is administered by the Option Committee of the Board of Directors (the "Committee"), which has, subject to specified limitations, the full authority to grant options and establish the terms and conditions for vesting and exercise thereof. Currently the entire Board functions as the Committee.

In order to exercise an option granted under the Plan, the optionee must pay the full exercise price of the shares being purchased. Payment may be made either: (i) in cash; or (ii) at the discretion of the Committee, by delivering shares of common stock already owned by the optionee that have a fair market value equal to the applicable exercise price; or (iii) with the approval of the Committee, with monies borrowed from us.

Subject to the foregoing, the Committee has broad discretion to describe the terms and conditions applicable to options granted under the Plan. The Committee may at any time discontinue granting options under the Plan or otherwise suspend, amend or terminate the Plan and may, with the consent of an optionee, make such modification of the terms and conditions of such optionee's option as the Committee shall deem advisable.

ITEM 6. MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION

You should read this discussion together with our financial statements and related notes included elsewhere in this report.

SPECIAL NOTE REGARDING FORWARD LOOKING STATEMENTS

The matters discussed in this section and in certain other sections of this Form 10-KSB/A contain forward-looking statements. All statements other than statements of historical information provided herein maybe deemed to be forward-looking statements. Without limiting the foregoing, the words "may", "will", "could", "should", "intends", "thinks", "believes", "anticipates", "estimates", "plans", "expects", or the negative of such terms and similar expressions are intended to identify assumptions and uncertainties which could cause actual results to differ materially from those expressed in them. Any forward-looking statements are qualified in their entirety by reference to the factors discussed throughout this report. The following cautionary statements identify important factors that could cause our actual results to differ materially from those projected in the forward-looking statements made in this report. Among the key factors that have a direct bearing on our results of operations are:

- Feasibility of the property which we have an interest or the right to acquire an interest;
- General economic and business conditions; the existence or absence of adverse publicity; changes in, or failure to comply with, government regulations; changes in political, social and economic conditions;
- Success of operating initiatives; changes in business strategy or development plans; management of growth;
- Availability, terms and deployment of capital;
- Costs and other effects of legal and administrative proceedings;

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- Dependence on senior management; business abilities and judgment of personnel; availability of qualified personnel; labor and employee benefit costs;
- Development risks and risks inherent in the natural resource industry and
- Other factors referenced in this report.

Because the risks factors referred to above could cause actual results or outcome to differ materially from those expressed in any forward-looking statements made by us, you should not place undue reliance on any such forward-looking statements. Other factors may be described from time to time in our filings with the Securities and Exchange Commission, news releases and other communications. Further, any forward-looking statement speaks only as of the date on which it is made and we undertake no obligation to update any forward-looking statement or statements to reflect events or circumstances after the date on which such statement is made or to reflect the occurrence of unanticipated events. New factors emerge from time to time, and it is not possible for us to predict which will arise. In addition, we cannot assess the impact of each factor on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements.

Subsequent written and oral forward-looking statements attributable to us or persons acting on our behalf are expressly qualified in their entirety by the cautionary statements set forth above and contained elsewhere in this Annual Report on Form 10-KSB/A.

OVERVIEW

As a natural resource exploration company our focus is to locate prospective properties that may host mineral reserves that could eventually be put into mining production. With this in mind, we have to this date identified and secured several properties in the Walker Lane area of Nevada, and are working to acquire a property in the historic Oatman mining district of Arizona. With adequate funding to meet all our obligations on our current projects, as well as those of any that are currently under review for acquisition, and a highly qualified and well motivated management team, we are well positioned to carry out the operations of a natural resource exploration company.

We do not intend to use any employees, with the exception of part-time clerical assistance on an as-needed basis. Outside advisors, attorneys or consultants will only be used if they can be obtained for a minimal cost or for a deferred payment basis. Management is confident that it will be able to operate in this manner and continue during the next twelve months.

RESULTS OF OPERATIONS

During the previous twelve months, we have not been engaged in any business activity. While in the past, we have been investigating possible opportunities with the intent to acquire and merge with one or more business ventures, we have recently decided to become involved in the natural resource exploration and development industry.

As a result of this, we have no revenues for the year ended May 31, 2003. We did not generate any revenues for year ended May 31, 2002.

We had a net loss of \$23,302 for the year ended May 31, 2003, compared to a net loss of \$2,630 for the year ended May 31, 2002. Operating expenses for the year

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ended May 31, 2003 was \$23,302, as compared to \$2,630 of expenses for the year ended May 31, 2002. The reason for the increase in our expenses and our net loss was due an increase in our legal and accounting fees. Losses on operations will continue until sufficient revenues can be achieved from our anticipated business.

We had a net stockholders' deficit of \$14,059 for the year ended May 31, 2003, compared to \$6,816 for the year ended May 31, 2002. This increased deficit was a result of our increase in operating expenses.

LIQUIDITY AND CAPITAL RESOURCES

We remain in the exploration state and, as of May 31, 2003 have experienced no significant change in liquidity or capital resources or stockholder's equity. Our balance sheet as of May 31, 2003 reflects no assets and total liabilities consisting of accounts payable of \$14,059.

Cash and cash equivalents from inception to date have been insufficient to provide the operating capital necessary to operate. The necessary capital to operate the Company has in the past been provided by the principals of the Company. On July 25, 2003 we issued 350,000 shares of common stock and 350,000 Class A warrants, 350,000 Class B warrants, 350,000 Class C warrants and 350,000 Class D warrants. This private offering generated gross proceeds of \$367,500. Each warrant is exercisable, commencing October 25, 2003, for a period of three years at a price of \$1.40, \$1.45, \$1.50, and \$1.55, respectively, for one share of common stock.

GOING CONCERN CONSIDERATION

As indicated in the accompanying balance sheet, as of May 31, 2003 we had no cash available and accounts payable of \$14,059. As a result of the private placement which was closed in July 2003, we generated gross proceeds of \$367,500. Management believes that such amount will be sufficient to continue our planned activities for the remainder of the current fiscal year. However, we anticipate generating losses and therefore we may be unable to continue operations in the future as a going concern. In addition, on or before July 25, 2004 we are required to incur no less than \$75,000 in expenditures in connection with mining operations as well as paying MinQuest \$20,000. Our plans to deal with this uncertainty include raising additional capital or entering into a strategic arrangement with a third party. There can be no assurance that our plans can be realized. No adjustment has been made in the accompanying financial statements to the amounts and classification of assets and liabilities which could result should be unable to continue as a going concern.

ITEM 7. FINANCIAL STATEMENTS.

The financial statements are included beginning at F-1. See Index to the Financial Statements.

ITEM 8. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE.

None.

PART III

ITEM 9. DIRECTORS, EXECUTIVE OFFICERS, PROMOTERS AND CONTROL PERSONS; COMPLIANCE WITH SECTION 16(A) OF THE EXCHANGE ACT

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Set forth below is certain information concerning each person who served as an executive officer during the year ended May 31, 2003 or is presently a director of the Company. All officers and directors hold office until their respective successors are elected and qualified, or until their earlier resignation or removal. There are no family relationships among any of our directors or executive officers.

The following sets forth the names and ages of our directors and executive officers:

Name	Age	Position
Bruce Johnstone	47	Chairman, President, Chief Executive Officer and Secretary
Robert A. Sibthorpe	54	Director
Robert D. Coale	63	Director

As of July 21, 2003, Mr. Bruce Johnstone resigned as an officer and director and Mr. Ronald C. Blomkamp was appointed as the Chairman, President, Chief Executive and Operating Officer and Secretary. Mr. Blomkamp, 58, holds a Diploma in Production Engineering from Witwatersrand College for Advanced Technology in South Africa, and for sixteen years worked at Edward L Bateman (ELB), South Africa's leading mining services company. He has been a director at Bateman Mining Products, has worked extensively at the face of many of the world's deepest gold mines and across several facets of the industry, and has collaborated with the South African Chamber of Mines on rock mechanics, safety and efficiency. During this time he acted in a variety of capacities, including Group Industrial Engineer (1978 - 1981), Engineering Manager (1981 - 1987), and Technical Director (1987 to 1994), where he oversaw all aspects of plant production and manufacturing as well as quality assurance and product development. ELB Group's services included the design and production of mining equipment for the processing of mineral ore, as well as equipment for mine excavation and shaft drilling, and the production of equipment for separating metals from the base rock component. He holds several patents relating to advanced mining technology. Mr. Blomkamp became our Chairman, President Chief Executive and Operating Officer and Secretary and a director on July 21, 2003. He holds no positions in any other public companies, and has no affiliations with any companies that have gone bankrupt in the last 5 years or with any company that is subject to any order or decree with respect to securities or banking industries.

Bruce Johnstone was our Chairman, President Chief Executive and Operating Officer and Secretary and a director from October 15, 2002 until July 21, 2003. Since 1981 to the present, Mr. Johnstone is the president of a Canadian private corporation that provides appliance related services to the building industry. Mr. Johnstone also sits as President and Director of a private resource exploration company which he founded. He holds no positions in any other public companies, and has no affiliations with any companies that have gone bankrupt in the last 5 years or with any company that is subject to any order or decree with respect to securities or banking industries.

Robert A. Sibthorpe has been a director since June 23, 2003, and is an exploration Geologist and Financial Analyst with more than 30 years of multi-disciplinary experience in many aspects of the natural resource sector. Since the beginning of 2003 he has acted as an independent consultant and director. From March 2003, to November 2003 Mr Sibthorpe sat on the Board of Freegold Ventures Corp., a Canadian listed public company that is an exploration

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stage mining company, and since June of 2001 has provided independent consulting services to Rare Earth Metals Corp., another Canadian listed public company that is an exploration stage mining company. From January 2003 to March 2003 Mr. Sibthorpe was involved with project generation and review for Olympus Pacific Minerals Ltd., a company listed on the Toronto Venture Exchange that is an exploration stage mining company. From January, 2001 to January of 2003 Mr. Sibthorpe acted as Senior Vice President of Business Development in Vancouver for Ivanhoe Mines Ltd., a Toronto Stock Exchange listed public company that is a reserve stage and mid-tier copper and iron ore producer, where he was responsible for evaluating new opportunities, and for advancing properties of merit already held by the company. By forming and running a "Small Mines Unit", he was directly responsible for placing into commercial production, an epithermal gold deposit in Korea and advancing two other Asian gold properties to the Feasibility Study level. From May of 1999 to January of 2001 Mr. Sibthorpe was Senior Mining Analyst for Canaccord Capital Corp. (Vancouver), a private Canadian brokerage house. In 1997 and 1998 Mr. Sibthorpe acted as an independent consultant and director based out of Phoenix, Arizona, and from May 1997 to August of 2000 acted as an outside director for InnovaCom Inc., a U.S. public developmental stage technology company that focuses on video compression technology. Mr. Sibthorpe also acts as a Director for Madison Enterprises, a Toronto listed public company that is an exploration stage mining company, and has done so since October of 1996. From June of 1986 to September of 1996 Mr. Sibthorpe acted as Director and Senior Analyst Corporate Finance (Canada), working in Toronto and Vancouver for Yorkton Securities Inc., a private brokerage house. From June of 1979 to May of 1986 he worked at Midland Doherty Ltd., a brokerage house, as Institutional Mining Analyst and was appointed a Director and Head of Research for that firm. A graduate of the University of Toronto in 1971, he began his career as a geologist conducting exploration programs for mining companies in Canada, the Middle East and the Republic of South Africa for ten years, and in 1978 completed an MBA at the University of Toronto.

Robert D. Coale has been a director since June 23, 2003. He is a Professional Engineer with a specialty in the mining sector. With two engineering degrees (1963 - MetE. - Colorado School of Mines, 1971 - MSc. - University of the Witwatersrand in South Africa) and an MBA from the University of Minnesota (1982), he has over 30 years of resource related business and management experience. From November of 1999 to present, Mr. Coale has acted as Senior Project Manager for EFS West, a privately held engineering and construction company located in Van Nuys, CA. At EFS West, he is responsible for development of natural gas and landfill gas (LFG) reciprocating internal combustion (RIC) engine generator plants from 800 kW to more than 5 MW, and as design engineer for liquefied and compressed natural gas storage and fueling facilities. He was a member of the technical advisory board of Andean American Mining Co., a publicly listed company that is a reserve stage gold mining company, from April of 2002 to May of 2003. From April of 1996 to November of 1999 Mr. Coale acted as a consulting Metallurgical/Environmental Engineer. During this time he was also president of Yuma Copper Corp., a Canadian junior public mining company that is an exploration stage copper mining company, and was responsible for managing activities during the exploration for copper oxides and development of three separate properties in the Second Region of Chile. He also acted as a member of the Board of Directors of Francisco Gold Corp., a Canadian publicly listed junior resource exploration company that is an exploration stage mining company. From September, 1992 to April, 1996 Mr. Coale again acted as a consulting engineer. He was responsible for evaluation of mineral properties worldwide including development of metallurgical processing design and closure plans for industrial and mine sites. He was also responsible for the technical direction and management of a group of engineers, scientists, and technicians involved in landfill and mineral leaching facility design, construction, and construction quality assurance. From August of 1989 to September of 1992 Mr. Coale was Technical Director of Mine Reclamation Corporation, a privately-held company located in Palm Springs, California that refurbishes spent mines for

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other uses such as waste disposal. He was responsible for the direction of technical development and environmental permitting of the Eagle Mountain Project, a 20,000 tons per day municipal solid waste-by-rail landfill in Southern California including design and engineering of landfill facilities including liner system, leachate recovery and treatment, and transportation (rail and truck) facilities.

Mr. Blomkamp spends an average of 5 - 10 hours per week on the business of the Company. Each of Messrs. Sibthorpe and Coale spend an average of 5 - 10 hours per week on the business of the Company.

Meetings and Committees of the Board of Directors

Our Board of Directors conducts its business through meetings of the Board. During the fiscal year ended May 31, 2003, the Board, which consisted of one individual, adopted 4 resolutions.

The Board does not currently have any committees, but is in the process of establishing an audit committee and an option committee.

COMPLIANCE WITH SECTION 16(A) OF THE SECURITIES EXCHANGE ACT OF 1934

Section 16(a) of the Exchange Act, requires the Company's officers, directors and persons who beneficially own more than ten percent of the Common Stock to file reports of securities ownership and changes in such ownership with the Securities and Exchange Commission. Officers, directors and greater than ten percent beneficial owners also are required by rules promulgated by the Securities and Exchange Commission to furnish the Company with copies of all Section 16(a) forms they file. The Company believes that all reporting persons complied with all Section 16(a) filing requirements for the year ending May 31, 2003.

ITEM 10. EXECUTIVE COMPENSATION.

We have not paid, nor do we owe, any compensation to our executive officer for the year ended May 31, 2003. We have not paid any compensation to our officers for the last three fiscal years.

We have no employment agreements with any of our executive officers or employees.

On June 12, 2003, we issued 13,500,000 Series A 7% Redeemable Preferred Shares to Mr. Bruce Johnstone, our former director and sole officer. Each preferred share has the right to vote with the common shares on all matters requiring stockholder vote. The preferred shares are entitled to receive, when and as declared by the Board, a non-cumulative dividend at the rate of 7% per annum equal to the redemption price (described below). We have the right to redeem all or any portion of the outstanding Series A preferred shares at the redemption price plus any dividends that have been declared but not yet paid. The redemption price of the preferred shares shall be the par value of said share, or \$0.001 per share. In the event of a liquidation, dissolution or winding up of the company, the holders of the preferred shares are entitled to receive, prior to any distributions to the holders of the common stock, the redemption price for their outstanding shares together with any declared but unpaid dividends.

ITEM 11. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT.

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The following table lists, as of July 31, 2003, the number of shares of common stock beneficially owned by (i) each person or entity known to us to be the beneficial owner of more than 5% of our outstanding common stock; (ii) each of our officers and directors; and (iii) all of our officers and directors as a group. Information relating to beneficial ownership of common stock by our principal stockholders and management is based upon information furnished by each person using "beneficial ownership" concepts under the rules of the Securities and Exchange Commission. Under these rules, a person is deemed to be a beneficial owner of a security if that person has or shares voting power, which includes the power to vote or direct the voting of the security, or investment power, which includes the power to vote or direct the voting of the security. The person is also deemed to be a beneficial owner of any security of which that person has a right to acquire beneficial ownership within 60 days. Under the Securities and Exchange Commission rules, more than one person may be deemed to be a beneficial owner of the same securities, and a person may be deemed to be a beneficial owner of securities as to which he or she may not have any pecuniary beneficial interest.

The percentages below are calculated based on 10,260,400 shares of common stock issued and outstanding. Unless indicated otherwise, all addresses below are c/o Patriot Gold Corp., 102 Donaghy Avenue, North Vancouver, B.C., Canada V7P 2L5.

Officers, Directors, 5% Shareholder	No. of Common Shares	Beneficial Owner
Ronald C. Blomkamp	-0-	NA
Robert A. Sibthorpe	-0-	NA
Robert D. Coale	-0-	NA
Bruce Johnstone	-0-	NA (1)
All Directors and executive officers as a Group (3 persons)*	-0-	NA

(1) Mr. Bruce Johnstone, our former officer and director, is the holder of 13,500,000 Series A 7% Redeemable Preferred Shares, each share having the right to vote with the common shares on all matters requiring a vote of the stockholders. This represents 57.66% of the total issued and outstanding shares of the Company (common and preferred stock combined).

ITEM 12. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

During the previous fiscal year and presently, we are using office space provided at no charge for an indefinite period by Bruce Johnstone, our former officer and director. See "Description of Property."

On June 12, 2003, we issued 13,500,000 Series A 7% Redeemable Preferred Shares to Mr. Bruce Johnstone, our former director and sole officer. See "Executive Compensation".

We have not been a party to any transaction, proposed transaction or series of transactions in which the amount involved exceeded \$60,000, and in which, to our knowledge, any of our directors, officers, five percent beneficial security holders or any member of the immediate family of the foregoing persons has had or will have a direct or indirect material interest.

Our directors are party to a Shareholders' Agreement pursuant to which they agreed to vote the 3,000,000 shares they each received from Bruce Johnstone for

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each other. They also agreed not to sell or otherwise dispose of such shares.

There are no promoters associated or involved with the company. We have a single individual who acts as an investor relations person to answer questions received from phone callers. This individual has been compensated by way of stock options under the company stock option plan. We have also hired Shareholder.com, a fulfillment service provider, to collate all requests to the company for investor information and to send out to these requests, an informational pamphlet created by us, and supplied to Shareholder.com for distribution.

ITEM 13. EXHIBITS AND REPORTS ON FORM 8-K.

(a) Exhibits.

Exhibit No.	Description
3.1	Articles of Incorporation of Registrant.*
3.2	Registrant's Restated Articles of Incorporation.**
3.3	By-Laws of Registrant.*
4.1	Specimen common stock Certificate.*
4.2	Form of Class A Warrant****
4.3	Form of Class B Warrant****
4.4	Form of Class C Warrant****
4.5	Form of Class D Warrant****
4.6	Warrant Agreement****
10.1	Property Option Agreement dated as of July 25, 2003 between MinQuest Inc. and Patriot Gold Corporation****
10.2	Stock Option Plan***
24.1	Consent of Robison, Hill & Co.
31	Certification of Principal Executive and Financial Officer Pursuant to 18 U.S.C Section 1350 as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32	Certification of Principal Executive and Financial Officer Pursuant to 18 U.S.C Section 1350 as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

*Previously filed with the Company's Form 10SB12g on June 25, 2001, SEC file number 0-32929. **Previously filed as an exhibit to the Company's Information Statement submitted to the SEC on May 21,

2003.

*** Previously filed with the Company's Form S-8 filed on May 30, 2002. **** Previously filed with the Company's Form 10KSB filed on August 26, 2003.

(b) Reports on Form 8-K. None.

ITEM 14. CONTROLS AND PROCEDURES.

We have established disclosure controls and procedures to ensure that material information relating to the Company, including its consolidated subsidiaries, is made known to the officers who certify the Company's financial reports and to other members of senior management and the Board of Directors.

Based on their evaluation, as of the end of the period covered by this Annual Report on Form 10-KSB/A, the principal executive officer and principal financial officer of Patriot Gold Corp. have concluded that Patriot Gold Corp.'s

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disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934) are effective in ensuring that the information required to be disclosed by the Company in reports that it files or submits under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms.

There were no significant changes in Patriot Gold Corp.'s internal control over financial reporting during the Company's fourth fiscal quarter that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

PATRIOT GOLD CORP.
(FORMERLY NORTHERN OSTRICH CORP.)
(AN EXPLORATION STATE COMPANY)

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INDEPENDENT AUDITOR'S REPORT

MAY 31, 2003 AND 2002

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INDEPENDENT AUDITOR'S REPORT

Patriot Gold Corp.
(Formerly Northern Ostrich Corp.)
(An Exploration State Company)

We have audited the accompanying balance sheet of Patriot Gold Corp. (Formerly Northern Ostrich Corp.) (An Exploration State Company) as of May 31, 2003 and 2002, and the related statements of operations and cash flows for the two years ended May 31, 2003 and 2002 and the cumulative period June 1, 2000 (inception of exploration state) to May 31, 2003, and the statements of stockholders' equity since November 30, 1998 (inception) to May 31, 2003. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Patriot Gold Corp. (Formerly Northern Ostrich Corp.) (An Exploration State Company) as of May 31, 2003 and 2002, and the results of its operations and its cash flows for the years ended May 31, 2003 and 2002 and the cumulative period June 1, 2000 (inception of exploration state) to May 31, 2003, in conformity with accounting principles generally accepted in the United States of America.

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 1 to the financial statements, the Company has suffered recurring losses from operations and has a net capital deficiency that raise substantial doubt about its ability to continue as a going concern. Management's plans in regard to these matters are also described in Note 1. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

Respectfully Submitted,

/s/ Robison, Hill & Co.
Certified Public Accountants

Salt Lake City, Utah
August 13, 2003

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PATRIOT GOLD CORP.
(Formerly Northern Ostrich Corp.)
(An Exploration State Company)
BALANCE SHEETS

	May 31
	----- 2003 -----
Current Assets - Cash & Cash Equivalents	\$ -
Total Assets:	\$ - =====
Liabilities - Accounts Payable	\$ 14,059 -----
Stockholders' Equity:	
Preferred Stock, Par Value \$.001	
Authorized 20,000,000 shares,	
No shares issued at May 31, 2003 and 2002	-
Common Stock, Par Value \$.001	
Authorized 100,000,000 shares,	
Issued 15,230,400 shares at	
May 31, 2003 and 2002	15,230
Paid-In Capital	45,810
Currency Translation Adjustment	(4,274)
Deficit Accumulated Since Inception of Exploration State	(29,743)
Retained Deficit	(41,082) -----
Total Stockholders' Equity	(14,059) -----
Total Liabilities and Stockholders' Equity	\$ - =====

The accompanying notes are an integral part of these financial statements.

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STATEMENTS OF OPERATIONS

	For the Years Ended May 31,	
	2003	2002
Revenues	\$ -	\$ -
Cost of Revenues	-	-
Gross Margin	-	-
Expenses:		
General & Administrative	23,302	2,630
Net Loss from Operations	(23,302)	(2,630)
Other Income (Expense)		
Interest, Net	-	-
Net Loss	\$ (23,302)	\$ (2,630)
Basic & Diluted loss per share	\$ -	\$ -

The accompanying notes are an integral part of these financial statements.

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PATRIOT GOLD CORP.
(Formerly Northern Ostrich Corp.)
(An Exploration State Company)
STATEMENT OF STOCKHOLDERS' EQUITY

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	Preferred Stock		Common Stock		Paid-In	Cumulative
	Shares	Par Value	Shares	Par Value	Capital	Translation
	-----	-----	-----	-----	-----	Adjustment

Balance at November 30, 1998 (inception)	--	\$ --	--	\$ --	\$ --	\$ --
November 30, 1998 Issuance of Stock for services and payment of accounts payable	--	--	1,000,000	1,000	--	--
April 1, 1999 Issuance of Stock for cash pursuant to private placement	--	--	1,004,000	1,004	49,196	--
Net Loss	--	--	--	--	--	--
Currency Translation Adjustment	--	--	--	--	--	(15,996)
Total Comprehensive Loss	--	--	--	--	--	(15,996)
Balance at May 31, 1999	--	--	2,004,000	2,004	49,196	(15,996)
Retroactive Adjustment for 1:7.6 Stock Split June 17, 2003	--	--	13,226,400	13,226	(13,226)	--
Restated Balance May 31, 1999	--	--	15,230,400	15,230	35,970	(15,996)
Net Loss	--	--	--	--	--	--
Currency Translation Adjustment	--	--	--	--	--	(489)
Total Comprehensive Loss	--	--	--	--	--	(489)
Balance at May 31, 2000	--	--	15,230,400	15,230	35,970	(16,485)

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PATRIOT GOLD CORP.
(Formerly Northern Ostrich Corp.)
(An Exploration State Company)
STATEMENT OF STOCKHOLDERS' EQUITY
(Continued)

	Preferred Stock		Common Stock		Paid-In	Cumulative
	Shares	Par Value	Shares	Par Value	Capital	Translation
	-----	-----	-----	-----	-----	Adjustment

Contributed Capital	--	\$ --	--	\$ --	\$ 3,788	\$ --

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Net Loss	--	--	--	--	--	--
Currency Translation Adjustment	--	--	--	--	--	172
	-----	-----	-----	-----	-----	-----
Total Comprehensive Loss	--	--	--	--	--	172
	-----	-----	-----	-----	-----	-----
Balance at May 31, 2001	--	--	15,230,400	15,230	39,758	(16,313)
Contributed Capital	--	--	--	--	2,080	--
Net Loss	--	--	--	--	--	--
Currency Translation Adjustment	--	--	--	--	--	(48)
	-----	-----	-----	-----	-----	-----
Total Comprehensive Loss	--	--	--	--	--	(48)
	-----	-----	-----	-----	-----	-----
Balance at May 31, 2002	--	--	15,230,400	15,230	41,838	(16,361)
Contributed Capital	--	--	--	--	3,972	--
Net Loss	--	--	--	--	--	--
Currency Translation Adjustment	--	--	--	--	--	12,087
	-----	-----	-----	-----	-----	-----
Total Comprehensive Loss	--	--	--	--	--	12,087
	-----	-----	-----	-----	-----	-----
Balance at May 31, 2003	--	\$ --	15,230,400	\$15,230	\$45,810	\$(4,274)
	=====	=====	=====	=====	=====	=====

The accompanying notes are an integral part of these financial statements.

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PATRIOT GOLD CORP.
(Formerly Northern Ostrich Corp.)
(An Exploration State Company)
STATEMENTS OF CASH FLOWS

	For the Years Ended May 31,	
	2003	2002
	-----	-----
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net Loss	\$ (23,302)	\$ (2,630)
Adjustments to reconcile net loss to net cash used in operating activities:		
Currency translation adjustment	12,087	(48)
Increase (Decrease) in accounts payable	7,243	598
Issuance of common stock for expenses	-	-

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Net Cash Used in operating activities	(3,972)	(2,080)
CASH FLOWS FROM INVESTING ACTIVITIES:		
Net cash used in investing activities	-	-
CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds from contributed capital	3,972	2,080
Net Cash Provided by Financing Activities	3,972	2,080
Net (Decrease) Increase in Cash and Cash Equivalents	-	-
Cash and Cash Equivalents at Beginning of Period	-	-
Cash and Cash Equivalents at End of Period	\$ -	\$ -
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:		
Cash paid during the year for:		
Interest	\$ -	\$ -
Income taxes	\$ -	\$ -

SUPPLEMENTAL DISCLOSURE OF NON-CASH INVESTING AND FINANCING
ACTIVITIES: None

The accompanying notes are an integral part of these financial statements.

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PATRIOT GOLD CORP.
(Formerly Northern Ostrich Corp.)
(An Exploration State Company)
NOTES TO FINANCIAL STATEMENTS
FOR THE YEARS ENDED MAY 31, 2003 AND 2002

NOTE 1 - ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

This summary of accounting policies for Patriot Gold Corp. is presented to assist in understanding the Company's financial statements. The accounting policies conform to generally accepted accounting principles and have been consistently applied in the preparation of the financial statements.

Nature of Operations and Going Concern

The accompanying financial statements have been prepared on the basis of accounting principles applicable to a "going concern", which assume that the Company will continue in operation for at least one year and will be able to realize its assets and discharge its liabilities in the normal course of operations.

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Several conditions and events cast doubt about the Company's ability to continue as a "going concern". The Company has incurred net losses of approximately \$30,000 for the period from June 1, 2000 (inception of exploration state) to May 31, 2003 and requires additional financing in order to finance its business activities on an ongoing basis. The Company is actively pursuing alternative financing and has had discussions with various third parties, although no firm commitments have been obtained. In the interim, shareholders of the Company have committed to meeting its minimal operating expenses.

The Company's future capital requirements will depend on numerous factors including, but not limited to, locating a merger or acquisition candidate and/or acquiring interests in various business opportunities.

These financial statements do not reflect adjustments that would be necessary if the Company were unable to continue as a "going concern". While management believes that the actions already taken or planned, will mitigate the adverse conditions and events which raise doubt about the validity of the "going concern" assumption used in preparing these financial statements, there can be no assurance that these actions will be successful.

If the Company were unable to continue as a "going concern", then substantial adjustments would be necessary to the carrying values of assets, the reported amounts of its liabilities, the reported expenses, and the balance sheet classifications used.

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PATRIOT GOLD CORP.
(Formerly Northern Ostrich Corp.)
(An Exploration State Company)
NOTES TO FINANCIAL STATEMENTS
FOR THE YEARS ENDED MAY 31, 2003 AND 2002

NOTE 1 - ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES
(Continued)

Organization and Basis of Presentation

The Company was incorporated under the laws of the State of Nevada on November 30, 1998. On June 11, 2003, the Company changed its name to Patriot Gold Corp.

Nature of Business

The Company has no products or services as of May 31, 2003. The Company operated from November 30, 1998 through approximately May 31, 2000 in the production of ostrich meat. On June 1, 2000, the Company ceased operations.

The Company has recently decided to become a natural resource exploration company and will seek opportunities in this field. The Company anticipates engaging in the acquisition, exploration, and if warranted and feasible, development of natural resource properties. Since June 1, 2000, the Company is in the exploration state.

Cash and Cash Equivalents

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For purposes of the statement of cash flows, the Company considers all highly liquid debt instruments purchased with a maturity of three months or less to be cash equivalents to the extent the funds are not being held for investment purposes.

Pervasiveness of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles required management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Concentration of Credit Risk

The Company has no significant off-balance-sheet concentrations of credit risk such as foreign exchange contracts, options contracts or other foreign hedging arrangements. The Company maintains the majority of its cash balances with one financial institution, in the form of demand deposits.

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PATRIOT GOLD CORP.
(Formerly Northern Ostrich Corp.)
(An Exploration State Company)
NOTES TO FINANCIAL STATEMENTS
FOR THE YEARS ENDED MAY 31, 2003 AND 2002
(Continued)

NOTE 1 - ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES
(Continued)

Foreign Currency Translation

The Company's functional currency is the Canadian dollar and the reporting currency is the U.S. Dollar. All elements of financial statements are translated using a current exchange rate. For assets and liabilities, the exchange rate at the balance sheet date is used. Stockholders' Equity is translated using the historical rate. For revenues, expenses, gains and losses the weighted average exchange rate for the period is used. Translation gains and losses are included as a separate component of stockholders' equity. Gain and losses resulting from foreign currency transactions are included in net income.

Loss per Share

The reconciliations of the numerators and denominators of the basic loss per share computations are as follows:

Income ----- (Numerator)	Shares ----- (Denominator)
--------------------------------	----------------------------------

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		For the Year Ended May 31,
BASIC LOSS PER SHARE		
Loss to common shareholders	\$ (23,302)	15,230,400
	=====	=====
		For the Year Ended May 31,
BASIC LOSS PER SHARE		
Loss to common shareholders	\$ (2,630)	15,230,400
	=====	=====

There are no dilutive potential common stock equivalents as of May 31, 2003 and 2002. The effect of any outstanding common stock equivalents would be anti-dilutive for May 31, 2003 and 2002 and are thus not considered.

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PATRIOT GOLD CORP.
(Formerly Northern Ostrich Corp.)
(An Exploration State Company)
NOTES TO FINANCIAL STATEMENTS
FOR THE YEARS ENDED MAY 31, 2003 AND 2002
(Continued)

NOTE 1 - ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES
(Continued)

Comprehensive Income

The Company has adopted SFAS No. 130, "Reporting Comprehensive Income", which establishes standards for reporting and display of comprehensive income, its components and accumulated balances. The Company is disclosing this information on its Consolidated Statement of Stockholders' Equity. Comprehensive income is comprised of net income (loss) and all changes to capital deficit except those resulting from investments by owners and distribution to owners.

Stock Based Compensation

The Company accounts for the fair value of its stock compensation grants in accordance with FASB Statement 123. The fair value of each stock option granted is estimated using the Black-Scholes option-pricing model.

NOTE 2 - INCOME TAXES

As of May 31, 2003, the Company had a net operating loss carryforward for income tax reporting purposes of approximately \$70,825 that may be offset against future taxable income through 2022. Current tax laws limit the amount of loss available to be offset against future taxable income when a substantial change in ownership occurs. Therefore, the amount available to offset future taxable income may be limited. No tax benefit has been reported in the financial statements, because the Company believes there is a 50% or greater chance the carryforwards will expire unused. Accordingly, the potential tax benefits of the

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loss carryforwards are offset by a valuation allowance of the same amount.

NOTE 3 - EXPLORATION STATE COMPANY/ GOING CONCERN

The Company has not begun principal operations and as is common with a company in the exploration state, the Company has had recurring losses. Continuation of the Company as a going concern is dependent upon obtaining the additional working capital necessary to be successful in its planned activity, and the management of the Company has developed a strategy, which it believes will accomplish this objective through additional equity funding and long term financing, which will enable the Company to operate for the coming year.

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PATRIOT GOLD CORP.
(An Exploration State Company)
(A Development Stage Company)
NOTES TO FINANCIAL STATEMENTS
FOR THE YEARS ENDED MAY 31, 2003 AND 2002
(Continued)

NOTE 4 - RELATED PARTY TRANSACTIONS

As of May 31, 2003, all activities of the Company have been conducted by corporate officers from either their homes or business offices. There are no commitments for future use of the facilities.

NOTE 5 - STOCK OPTIONS

Pursuant to a 2003 Stock Option Plan, grants of shares can be made to employees, officers, directors, consultants and independent contractors of non-qualified stock options as well as for the grant of stock options to employees that qualify as incentive stock options under Section 422 of the Internal Revenue Code of 1986 ("Code") or as non-qualified stock options. The Plan is administered by the Option Committee of the Board of Directors (the "Committee"), which has, subject to specified limitations, the full authority to grant options and establish the terms and conditions for vesting and exercise thereof. Currently the entire Board functions as the Committee.

In order to exercise an option granted under the Plan, the optionee must pay the full exercise price of the shares being purchased. Payment may be made either: (i) in cash; or (ii) at the discretion of the Committee, by delivering shares of common stock already owned by the optionee that have a fair market value equal to the applicable exercise price; or (iii) with the approval of the Committee, with monies borrowed from us.

Subject to the foregoing, the Committee has broad discretion to describe the terms and conditions applicable to options granted under the Plan. The Committee may at any time discontinue granting options under the Plan or otherwise suspend, amend or terminate the Plan and may, with the consent of an optionee, make such modification of the terms and conditions of such optionee's option as the Committee shall deem advisable.

On May 26, 2003, the Board of Directors approved a stock option plan whereby 2,546,000 common shares have been set aside for employees and consultants to be distributed at the discretion of the Board of Directors. As of May 31, 2003 and 2002, no stock options have been granted or are outstanding.

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Subsequent to year end, 2,365,000 stock options were granted to various directors and consultants for an exercise price ranging from \$0.05 to \$1.03 per share.

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PATRIOT GOLD CORP.
(Formerly Northern Ostrich Corp.)
(An Exploration State Company)
NOTES TO FINANCIAL STATEMENTS
FOR THE YEARS ENDED MAY 31, 2003 AND 2002
(Continued)

NOTE 6 - COMMON STOCK TRANSACTIONS

The Company was incorporated to allow for the issuance of up to 100,000,000 shares of \$.001 par value common stock (as amended).

At inception, the Company issued 7,600,000 shares of common stock to its officers and directors for services performed and payments made on the Company's behalf during its formation. This transaction was valued at approximately \$.001 per share or an aggregate approximate \$1,000.

On February 8, 1999, to provide initial working capital, the Company authorized a private placement sale of an aggregate of 7,600,000 (1,000,000 pre-split) shares of common stock at approximately \$.05 per share. The private placement was completed April 1, 1999 and 7,630,400 shares were issued for approximately \$50,200 in proceeds to the Company which were primarily used to pay operating expenses.

NOTE 7 - PREFERRED STOCK

The Company has authorized a total of 20,000,000 shares of Series A 7% Redeemable Preferred Stock with a par value of \$.001. As of May 31, 2003, no preferred shares were issued.

The Corporation is under no obligation to pay dividends on the Series A Redeemable Preferred Stock, and the stock is redeemable at the option of the Company.

In the event of any liquidation, dissolution or winding-up of the Corporation, the holders of outstanding shares of Series A Preferred shall be entitled to be paid out of the assets of the Corporation available for distribution to shareholders, before any payment shall be made to or set aside for holders of the Common Stock, at an amount of \$.001 plus any unpaid and accrued dividends per share.

A holder of Series A Preferred has the right to one vote per share in the case of matters provided for in the General Corporation Law of the State of Nevada or the Amended and Restated Articles of Incorporation or Bylaws to be voted on by the holders of the Series A Preferred Stock as a separate class. In the case of matters to be voted on by the holders of Common Stock and the holders of Series A Preferred voting together as a single class, each share of Series A Preferred, has full voting rights and powers equal to the voting rights

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and powers of the holders of the Common Stock.

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PATRIOT GOLD CORP.
(Formerly Northern Ostrich Corp.)
(An Exploration State Company)
NOTES TO FINANCIAL STATEMENTS
FOR THE YEARS ENDED MAY 31, 2003 AND 2002
(Continued)

NOTE 8 - SUBSEQUENT EVENTS

On June 11, 2003, the Company filed amended articles of incorporation with the State of Nevada changing the Company's name to Patriot Gold Corp.

On June 17, 2003, the Company approved a forward split at a rate of one for seven and six-tenths so that each share of common stock will be equal to 7.6 shares. All references to shares in the accompanying financial statements have been adjusted for the stock split.

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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Patriot Gold Corp.
(Registrant)

Dated: July 16, 2004

By: /s/ Ronald C. Blomkamp

Ronald C. Blomkamp
President, Chief Executive Officer,
Chief Financial Officer and Director
(Principal Executive and Financial
Officer)

In accordance with the Exchange Act, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Dated: July 16, 2004

By: /s/ Robert A. Sibthorpe

Robert A. Sibthorpe

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Director

Dated: July 16, 2004

By: /s/ Robert D.Coale

Robert D. Coale
Director