

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 10-Q

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

For the quarterly period ended October 31, 2014

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

Commission File Number: 333-149299

PATRIOT MINEFINDERS INC.

(Exact name of registrant as specified in its charter)

Nevada

(State or other jurisdiction of incorporation)

30-0692325

(IRS Employer Identification Number)

**700-510 West Hastings Street  
Vancouver, BC, V6B1L8**

(Address of principal executive offices)

**(619) 688-6505**

Registrant's telephone number, including area code:

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 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. [ X ] 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). Not Applicable.

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  (Do not check if a smaller reporting Company)

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

As of October 31, 2014 the Issuer had 63,400,000 shares of common stock issued and outstanding.

## **PART I-FINANCIAL INFORMATION**

### **ITEM 1. FINANCIAL STATEMENTS.**

The financial statements of Patriot Minefinders Inc., (“We”, “Us”, the “Company”, or the “Registrant”) a Nevada corporation, included herein was prepared, without audit, pursuant to rules and regulations of the Securities and Exchange Commission. Because certain information and notes normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America were condensed or omitted pursuant to such rules and regulations, these financial statements should be read in conjunction with the financial statements and notes thereto included in the audited financial statements of the Company in the Company's Form 10-K for the fiscal year ended July 31, 2014, and all amendments thereto.



**(An Exploration Stage Company)**

**FINANCIAL STATEMENTS  
(Expressed in United States Dollars)  
(Unaudited)**

**FOR THE PERIOD ENDED OCTOBER 31, 2014**

**PATRIOT MINEFINDERS INC  
(AN EXPLORATION STAGE COMPANY)  
INTERIM FINANCIAL STATEMENTS  
PERIOD ENDED OCTOBER 31, 2014**

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**PATRIOT MINEFINDERS INC.**  
(An Exploration Stage Company)  
**BALANCE SHEETS**  
(Expressed in United States Dollars)  
(Unaudited)  
AS AT

	October 31, 2014	July 31, 2014
<b>ASSETS</b>		
<b>Current</b>		
Cash	\$ 2,329	\$ 72
Receivables	1,906	766
Prepaid expenses	4,589	8,314
	\$ 8,824	\$ 9,152
<b>LIABILITIES AND SHAREHOLDERS' DEFICIT</b>		
<b>Current</b>		
Accounts payable and accrued liabilities	\$ 694,066	\$ 658,507
Loan from related parties (Note 5)	67,100	67,100
	761,166	725,607
<b>Stockholders' deficit</b>		
Capital stock, \$0.001 par value, 1,680,000,000 shares authorized; 63,400,000 shares issued and outstanding (Note 6)	63,400	63,400
Additional paid-in-capital (Note 6)	269,800	269,800
Deficit accumulated during the exploration stage	(1,085,542)	(1,049,655)
	(752,342)	(716,455)
	\$ 8,824	\$ 9,152

**Nature and continuance of operations** (Note 1)

**Long-term receivable and contingency** (Note 3)

Approved and authorized by the Board on December 10, 2014:

<i>"Greg Johnston"</i>	Director	<i>"Fred Tejada"</i>	Director
Greg Johnston		Fred Tejada	

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

**PATRIOT MINEFINDERS INC.**  
(An Exploration Stage Company)  
**STATEMENT OF OPERATIONS AND COMPREHENSIVE LOSS**  
(Expressed in United States Dollars)  
(Unaudited)  
**FOR THE THREE MONTH PERIOD ENDED OCTOBER 31**

	2014	2013
<b>EXPENSES</b>		
Bad debt expense (Note 4)	\$ 6,106	\$ -
Consulting	35,104	27,398
Filing and regulatory	4,146	1,031
Foreign exchange	(22,226)	(239)
General and administrative	11,082	8,686
Professional fees	1,675	9,577
Promotion and shareholder communication	-	473
<b>Loss and comprehensive loss</b>	<b>\$ (35,887)</b>	<b>\$ (46,926)</b>
<b>Basic and diluted loss per common share</b>	<b>\$ (0.00)</b>	<b>\$ (0.00)</b>
<b>Weighted average number of common shares outstanding</b>	<b>63,400,000</b>	<b>63,400,000</b>

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

**PATRIOT MINEFINDERS INC.**  
(An Exploration Stage Company)  
**STATEMENT OF CASH FLOWS**  
(Expressed in United States Dollars)  
(Unaudited)  
**FOR THE THREE MONTH PERIOD ENDED OCTOBER 31**

	2014	2013
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Loss for the period	\$ (35,887)	\$ (46,926)
Items not involving cash		
Bad debt expense	6,106	-
Unrealized foreign exchange	(22,226)	-
Non-cash working capital item changes:		
Receivables	(1,140)	14,315
Prepaid expenses	3,725	(22,252)
Accounts payables and accrued liabilities and due to related parties	57,785	44,955
Net cash (used in) provided by operating activities	8,363	(9,908)
<b>CASH FLOWS FROM INVESTING ACTIVITY</b>		
Loan receivable	(6,106)	-
Net cash used in investing activity	(6,106)	-
<b>Change in cash for the period</b>	2,257	(9,908)
<b>Cash, beginning of period</b>	72	10,146
<b>Cash, end of period</b>	\$ 2,329	\$ 238
<b>Interest</b>	\$ -	\$ -
<b>Income taxes</b>	-	-

There were no significant non-cash transactions for the periods ended October 31, 2014 and 2013.

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

**PATRIOT MINEFINDERS INC.**

(An Exploration Stage Company)

**STATEMENT OF STOCKHOLDERS' EQUITY (DEFICIT)**

(Expressed in United States Dollars)

(Unaudited)

	<u>Capital Stock</u>		<u>Additional Paid-in-Capital</u>	<u>Deficit</u>	<u>Total</u>
	<u>Number</u>	<u>Amount</u>			
<b>Balance as at July 31, 2013</b>	63,400,000	\$ 63,400	\$ 269,800	\$ (891,925)	\$ (558,725)
Loss for the period	-	-	-	(46,926)	(46,926)
<b>Balance as at October 31, 2013</b>	63,400,000	\$ 63,400	\$ 269,800	\$ (938,851)	\$ (605,651)
Loss for the period	-	-	-	(110,804)	(110,804)
<b>Balance as at July 31, 2014</b>	63,400,000	\$ 63,400	\$ 269,800	\$ (1,049,655)	\$ (716,455)
Loss for the period	-	-	-	(35,887)	(35,887)
<b>Balance as at October 31, 2014</b>	63,400,000	\$ 63,400	\$ 269,800	\$ (1,085,542)	\$ (752,342)

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



**PATRIOT MINEFINDERS INC.**  
(An Exploration Stage Company)  
NOTES TO THE FINANCIAL STATEMENTS  
FOR THE PERIOD ENDED OCTOBER 31, 2014  
(Unaudited)

**1. NATURE AND CONTINUANCE OF OPERATIONS**

Atlantic Resources Inc. was incorporated in the State of Nevada on February 9, 2007 and is in the exploration stage. On March 29, 2012, Atlantic Resources Inc. merged with and into our wholly-owned subsidiary Patriot Minefinders Inc. (the “Company”), a Nevada corporation, to effect a name change from Atlantic Resources Inc. to Patriot Minefinders Inc. The Company was formed solely for the change of name.

The Company is currently seeking a business opportunity and as is common with any start-up company, it raises financing for its acquisition activities. These condensed interim financial statements have been prepared on the going concern basis, which presumes that the Company will continue operations for the foreseeable future and will be able to realize assets and discharge liabilities in the normal course of business. The Company has incurred a loss of \$35,887, for the three month period ended October 31, 2014 and has accumulated a deficit of \$1,085,542. This raises substantial doubt about the Company’s ability to continue as a going concern. The ability of the Company to continue as a going concern is dependent on the Company’s ability to raise additional capital and implement its business plan, which is typical for a start-up company. The financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern.

Management of the Company (“Management”) is of the opinion that sufficient financing will be obtained from external financing and further share issuances to meet the Company’s obligations. At October 31, 2014, the Company had a working capital deficiency of \$752,342, which would not be sufficient to fund the current level of operations.

**2. BASIS OF PREPARATION**

**Generally accepted accounting principles**

The accompanying unaudited condensed interim financial statements have been prepared in conformity with generally accepted accounting principles of the United States of America (“US GAAP”) and the rules and regulations of the Securities and Exchange Commission (“SEC”) for financial information with the instructions to Form 10-Q and Regulation S-K. Results are not necessarily indicative of results which may be achieved in the future. The unaudited condensed interim financial statements should be read in conjunction with the Company’s Annual Report on Form 10-K, which contains the audited financial statements and notes thereto, together with Management’s Discussion and Analysis, for the year ended July 31, 2014 filed on November 10, 2014. Certain information and footnote disclosures normally included in the financial statements prepared in accordance with US GAAP have been condensed or omitted pursuant to such SEC rules and regulations.

**Recently Adopted and Recently Issued Accounting Standards**

In June 2014, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (ASU) No. 2014-10, “Development Stage Entities (Topic 915): Elimination of Certain Financial Reporting Requirements, Including an Amendment to Variable Interest Entities Guidance in Topic 810, Consolidation”. This ASU does the following, among other things: a) eliminates the requirement to present inception-to-date information on the statements of income, cash flows, and shareholders' equity, b) eliminates the need to label the financial statements as those of a development stage entity, c) eliminates the need to disclose a description of the development stage activities in which the entity is engaged, and d) amends FASB ASC 275, “Risks and Uncertainties”, to clarify that information on risks and uncertainties for entities that have not commenced planned principal operations is required. The amendments in ASU No. 2014-10 related to the elimination of Topic 915 disclosures and the additional disclosure for Topic 275 are effective for public companies for annual and interim reporting periods beginning after December 15, 2014, with early adoption permitted. The Company has evaluated this ASU and early adopted beginning with the year ended July 31, 2014. In August 2014, FASB also issued ASU No. 2014-15, “Presentation of Financial Statements – Going Concern (Subtopic 205-40): Disclosure of Uncertainties about an Entity’s Ability to

**PATRIOT MINEFINDERS INC.**  
(An Exploration Stage Company)  
NOTES TO THE FINANCIAL STATEMENTS  
FOR THE PERIOD ENDED OCTOBER 31, 2014  
(Unaudited)

**2. BASIS OF PREPARATION** (cont'd...)

**Recently Adopted and Recently Issued Accounting Standards** (cont'd...)

Continue as a Going Concern". This ASU provides guidance on determining when and how to disclose going concern uncertainties in the financial statements. The new standard requires management to perform interim and annual assessments of an entity's ability to continue as a going concern within one year of the date the financial statements are issued. An entity must provide certain disclosures if "conditions or events raise substantial doubt about [the] entity's ability to continue as a going concern." The ASU applies to all entities and is effective for annual periods ending after December 15, 2016, and interim periods thereafter, with early adoption permitted. The Company is currently evaluating the impact of adoption of this standard.

Other than the above, the Company has determined that other significant newly issued accounting pronouncements and are either not applicable to the Company's business or that no material effect is expected on the financial statements as a result of future adoption.

**Use of Estimates**

The preparation of these condensed interim financial statements in conformity with US GAAP requires 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 revenue and expenses during the reporting period. Actual results could differ from those estimates. Significant areas requiring the use of estimates include the valuation allowance applied to deferred income taxes. Actual results could differ from those estimates, and would impact future results of operations and cash flows.

**3. LONG-TERM RECEIVABLE AND CONTINGENCY**

During the year ended July 31, 2014, the Company entered into a binding letter of intent ("LOI") with Wundr Software Inc. ("Wundr"). Under the terms of the LOI, the Company would acquire 100% of the issued and outstanding common shares of Wundr. Due to unforeseen circumstances, the Company did not go through with the LOI, which the Company announced was expired on January 10, 2014.

During the year ended July 31, 2014, the Company advanced \$50,038 to Wundr as a loan, due on demand without interest. Management has assessed the collectability of the loan and recorded an allowance for doubtful accounts of \$50,038 for the year ended July 31, 2014.

On September 17, 2014, the Company learned that it was the subject, along with a number of additional defendants, of a notice of civil claim (the "Claim") filed in the Supreme Court of British Columbia by Wundr, under which Wundr is seeking general damages from the Company as well as damages for conspiracy to cause economic harm. None of the allegations contained in the Claim have been proven in court. Management has determined that the probability of the Claim resulting in an unfavourable outcome and financial loss to the Company is unlikely.

**4. SHARE EXCHANGE AGREEMENT AND LOAN RECEIVABLE**

On May 23, 2014, the Company entered into a share exchange agreement (the "Share Exchange Agreement") with Juliet Press Inc., a private British Columbia, Canada corporation ("Juliet"), and the stockholders of Juliet (the "Juliet stockholders"), to acquire 100% of the issued and outstanding common stock of Juliet (the "Juliet Stock"). Pursuant to the Share Exchange Agreement, the Company was expected to issue 14,000,000 shares of common stock to Juliet stockholders in consideration for Juliet Shares, resulting in Juliet becoming a wholly owned subsidiary of the Company.

**PATRIOT MINEFINDERS INC.**

(An Exploration Stage Company)

**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE PERIOD ENDED OCTOBER 31, 2014  
(Unaudited)**

**4. SHARE EXCHANGE AGREEMENT AND LOAN RECEIVABLE (cont'd...)**

During the period ended October 31, 2014, the Company advanced \$6,106 to Juliet as a loan, due on demand without interest. Management has assessed the collectability of the loan and recorded an allowance for doubtful accounts of \$6,106 for the period ended October 31, 2014.

On September 25, 2014, the Company, Juliet and Juliet stockholders mutually agreed in writing to terminate the Share Exchange Agreement.

**5. RELATED PARTY TRANSACTIONS**

Key management personnel comprise of the Chief Executive Officer, Chief Financial Officer, and the Directors of the Company. The remuneration of the key management personnel is as follows:

- a) Consulting fees of \$Nil (2013 - \$14,382) to a company with a common former director of the Company and \$Nil (2013 - \$700) to a company controlled by the former CEO.

As at October 31, 2014, the Company has recorded loans from related parties of \$67,100 (July 31, 2014 - \$67,100) representing advances made by two former directors and officers. The advances are due on demand without interest.

As at October 31, 2014, included in due to related parties is \$549,127 (July 31, 2014 - \$545,494) in accounts payable and accrued liabilities to current and former officers and companies controlled by directors and officers of the Company. Of this amount, \$342,947 (July 31, 2014 - \$325,643) represents advances made by Skanderbeg, a company that advises the Company's management and does promotional work for the Company. Skanderbeg has made payments on behalf of the Company until such time as the Company is able to complete a financing.

Included in general and administration expenses for the period ended October 31, 2014 is rent of \$1,366 (2013 - \$1,725) and consulting fees of \$Nil (2013 - \$3,421) paid to Skanderbeg.

**6. CAPITAL STOCK AND ADDITIONAL PAID-IN-CAPITAL**

There were no transactions during the period ended October 31, 2014 or the year ended July 31, 2014.

**7. SEGMENTED INFORMATION**

The Company has one reportable segment, being the search for a suitable business opportunity.

## **ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.**

### **SPECIAL NOTE OF CAUTION REGARDING FORWARD-LOOKING STATEMENTS**

CERTAIN STATEMENTS IN THIS REPORT, INCLUDING STATEMENTS IN THE FOLLOWING DISCUSSION, ARE WHAT ARE KNOWN AS "FORWARD LOOKING STATEMENTS", WHICH ARE BASICALLY STATEMENTS ABOUT THE FUTURE. FOR THAT REASON, THESE STATEMENTS INVOLVE RISK AND UNCERTAINTY SINCE NO ONE CAN ACCURATELY PREDICT THE FUTURE. WORDS SUCH AS "PLANS," "INTENDS," "WILL," "HOPES," "SEEKS," "ANTICIPATES," "EXPECTS "AND THE LIKE OFTEN IDENTIFY SUCH FORWARD LOOKING STATEMENTS, BUT ARE NOT THE ONLY INDICATION THAT A STATEMENT IS A FORWARD LOOKING STATEMENT. SUCH FORWARD LOOKING STATEMENTS INCLUDE STATEMENTS CONCERNING OUR PLANS AND OBJECTIVES WITH RESPECT TO THE PRESENT AND FUTURE OPERATIONS OF THE COMPANY, AND STATEMENTS WHICH EXPRESS OR IMPLY THAT SUCH PRESENT AND FUTURE OPERATIONS WILL OR MAY PRODUCE REVENUES, INCOME OR PROFITS. NUMEROUS FACTORS AND FUTURE EVENTS COULD CAUSE THE COMPANY TO CHANGE SUCH PLANS AND OBJECTIVES OR FAIL TO SUCCESSFULLY IMPLEMENT SUCH PLANS OR ACHIEVE SUCH OBJECTIVES, OR CAUSE SUCH PRESENT AND FUTURE OPERATIONS TO FAIL TO PRODUCE REVENUES, INCOME OR PROFITS. THEREFORE, THE READER IS ADVISED THAT THE FOLLOWING DISCUSSION SHOULD BE CONSIDERED IN LIGHT OF THE DISCUSSION OF RISKS AND OTHER FACTORS CONTAINED IN THIS REPORT ON FORM 10-Q AND IN THE COMPANY'S OTHER FILINGS WITH THE SECURITIES AND EXCHANGE COMMISSION. NO STATEMENTS CONTAINED IN THE FOLLOWING DISCUSSION SHOULD BE CONSTRUED AS A GUARANTEE OR ASSURANCE OF FUTURE PERFORMANCE OR FUTURE RESULTS.

#### **Plan of Operation**

As at October 31, 2014, we had a cash balance of \$2,329, compared to a cash balance of \$72 as of July 31, 2014.

We do not have sufficient funds to cover the anticipated administrative expenses, so we will require additional funding. We anticipate that additional funding will be in the form of equity financing from the sale of our common stock or from loans from Skanderbeg.

Our current cash on hand will not be sufficient to continue as a reporting company as we will need to maintain our periodic filings with the appropriate regulatory authorities and will incur legal and accounting costs. If no other such opportunities are available and we cannot raise additional capital to sustain minimum operations, we may be forced to discontinue business.

Based on the nature of our business, we anticipate incurring operating losses in the foreseeable future. We base this expectation, in part, on the fact that every start-up technology companies ultimately develop into profitable companies. Our future financial results are also uncertain due to a number of factors, some of which are outside our control such as our ability to raise additional funding.

We have not attained profitable operations and are dependent upon obtaining financing to pursue activities. For these reasons our auditors believe that there is substantial doubt that we will be able to continue as a going concern.

#### **Results of Operations for Period Ending October 31, 2014**

The following unaudited summary of our results of operations should be read in conjunction with our financial statements for the three month periods ended October 31, 2014 and 2013.

We have not generated any revenue since inception and are dependent upon obtaining financing to pursue our business activities. For these reasons, our auditors believe that there is substantial doubt that we will be able to continue as a going concern.

*Results of Operations for the Nine Months Ended October 31, 2014 and 2013*

Our operating results for the nine month periods ended October 31, 2014 and 2013 and the changes between those periods for the respective items are summarized as follows:

	For the three months ended <u>October 31, 2014</u>	For the three months ended <u>October 31, 2013</u>
Revenue	\$ Nil	\$ Nil
Consulting	\$ 35,104	\$ 27,398
Filing and regulatory	\$ 4,146	\$ 1,031
Foreign exchange	\$ (22,226)	\$ (239)
General and administrative	\$ 11,082	\$ 8,686
Professional fees	\$ 1,675	\$ 9,577
Promotion and shareholder communication	\$ Nil	\$ 473
Net loss	\$ (35,887)	\$ (46,926)

Our expenses decreased during the three month period ended October 31, 2014 compared to the same period in 2013 primarily as a result of the Company becoming less active while it searched for projects in the current period.

**Liquidity and Capital Resources**

Working Capital

	<u>At October 31, 2014</u>	<u>At July 31, 2014</u>	<u>Change between October 31, 2014 and July 31, 2013</u>
Current Assets	\$ 8,824	\$ 9,152	\$ (328)
Current Liabilities	\$ 761,166	\$ 725,607	\$ 35,559
Working Capital/(Deficit)	\$ (752,342)	\$ (716,455)	\$ (35,887)

Cash Flows

	For the three months ended <u>October 31, 2014</u>	For the three months ended <u>October 31, 2013</u>
Cash Flows (used in) Operating Activities	\$ 8,363	\$ (9,908)
Cash Flows (used in) Investing Activities	\$ (6,106)	\$ Nil
Cash Flows provided by Financing Activities	\$ Nil	\$ Nil
Net Increase (Decrease) in Cash During Period	\$ 2,257	\$ (9,908)

As of October 31, 2014, our current assets were \$8,824 and our current liabilities were \$761,166 and we had a working capital deficit of \$752,342. Our unaudited financial statements report a net loss of \$35,887 for the three months ended October 31, 2014 compared to a net loss of \$46,926 for the same period in 2013.

**Off Balance Sheet Arrangements**

The Company does not have any off-balance sheet arrangements.

**ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.**

Not Applicable.

## **ITEM 4. CONTROLS AND PROCEDURES.**

### **Disclosure Controls and Procedures**

The Securities and Exchange Commission defines the term “disclosure controls and procedures” to mean a Company's controls and other procedures of an issuer that are designed to ensure that information required to be disclosed in the 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 Securities and Exchange Commission’s rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by an issuer in the reports that it files or submits under the Securities Exchange Act of 1934 is accumulated and communicated to the issuer’s management, including its principal executive and principal financial officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure. The Company maintains such a system of controls and procedures in an effort to ensure that all information which it is required to disclose in the reports it files under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified under the SEC's rules and forms and that information required to be disclosed is accumulated and communicated to principal executive and principal financial officers to allow timely decisions regarding disclosure.

As of the end of the period covered by this report, we carried out an evaluation, under the supervision and with the participation of our chief executive officer and chief financial officer, of the effectiveness of the design and operation of our disclosure controls and procedures. Based on this evaluation, our chief executive officer and chief financial officer concluded that our internal control over financial reporting was not effective as of October 31, 2014 because the following material weakness in internal control over financial reporting existed as of that date.

- (i) lack of segregation of incompatible duties due to insufficient personnel.

A material weakness is a deficiency or a combination of control deficiencies in internal control over financial reporting such that there is a reasonable possibility that a material misstatement of annual or interim financial statements will not be prevented or detected on a timely basis.

### **Changes in Internal Control over Financial Reporting**

The above noted deficiency in internal control was not reported in earlier financial statements as management thought that the lack of operations made up for these weaknesses. Accordingly, there has been no change in the Company's internal control over financial reporting during the period ended October 31, 2014, that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting. However, as noted above, there has been a change in management's evaluation of those controls.

## **PART II-OTHER INFORMATION**

### **ITEM 1. LEGAL PROCEEDINGS.**

On September 17, 2014, the Company learned that it was the subject, along with a number of additional defendants, of a notice of civil claim (the “Claim”) filed in the Supreme Court of British Columbia by Wundr Software Inc. (“Wundr”), an eBook software developer. Wundr and the Company were formerly parties to a binding letter of intent that was announced on November 12, 2013 (the “LOI”), pursuant to which the Company proposed to acquire 100% of the outstanding shares of Wundr. On January 10, 2014, the Company reported that the LOI had expired.

Among other things, the Claim alleges that the Company committed the tort of intentional interference with economic or contractual relations by virtue of its role in an alleged scheme to establish a competing business to Wundr, and that the Company, through its agents, breached the terms of the LOI by appropriating certain confidential information and intellectual property of Wundr for the purpose of establishing a competing business. The Claim also alleges that the Company is vicariously liable for the actions of its agents.

Wundr is seeking general damages from the Company as well as damages for conspiracy to cause economic harm. None of the allegations contained in the Claim have been proven in court.

Other than as described above, we are not aware of any material pending legal proceedings to which we are a party or of which our property is the subject. We also know of no proceedings to which any of our directors, officers or affiliates, or any registered or beneficial holders of more than 5% of any class of our securities, or any associate of any such director, officer, affiliate or security holder are an adverse party or have a material interest adverse to us.

#### **ITEM 1A. RISK FACTORS.**

Prior to making an investment decision investors should consider the investment risks set out below and those described elsewhere in this document, which are in addition to the usual risks associated with an investment in a business at an early stage of development. The directors of the Company consider the risks set out below to be the most significant to potential investors in the Company, but are not all of the risks associated with an investment in securities of the Company. If any of these risks materialize into actual events or circumstances or other possible additional risks and uncertainties of which the Directors are currently unaware, or which they consider not to be material in relation to the Group's business, actually occur, the Group's assets, liabilities, financial condition, results of operations (including future results of operations), business and business prospects, are likely to be materially and adversely affected. In such circumstances, the price of the Company's securities could decline and investors may lose all or part of their investment.

##### ***Patriot Will Require Significant Amounts of Additional Capital in the Future***

The Company has limited financial resources. The Company may have further capital requirements as it continues to explore potential strategic opportunities.

In addition, the Company may incur major unanticipated liabilities or expenses. There can be no assurance that the Company will be able to obtain necessary financing in a timely manner on commercially acceptable terms, if at all.

Volatile demand for technology products may make it difficult or impossible for the Company to obtain debt financing or equity financing on commercially acceptable terms or at all. Failure to obtain such additional financing could result in delay or indefinite postponement of any acquisitions.

##### ***Currency Risk***

The Company maintains accounts in Canadian and American currency. The Company's equity financings are sourced in Canadian dollars but for the most part it incurs its expenditures in local currencies or in US dollars. The Company's operations are subject to foreign currency fluctuations and such fluctuations may materially affect the Company's financial position and results. The Company does not engage in currency hedging activities.

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

None.

#### **ITEM 3. DEFAULTS UPON SENIOR SECURITIES.**

None.

#### **ITEM 4. (REMOVED AND RESERVED).**

#### **ITEM 5. OTHER INFORMATION.**

None.

## **ITEM 6. EXHIBITS.**

(a) The following exhibits are filed herewith:

- 31.1 Certifications pursuant to Rule 13a-14(a) or 15d-14(a) under the Securities Exchange Act of 1934, as amended, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 31.2 Certifications pursuant to Rule 13a-14(a) or 15d-14(a) under the Securities Exchange Act of 1934, as amended, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 32.1 Certifications pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
- 32.2 Certifications pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
- 101. INS XBRL Instance File.
- 101. SCH XBRL Taxonomy Schema Linkbase Document.
- 101. CAL XBRL Taxonomy Extension Calculation Linkbase Document.
- 101. DEF XBRL Taxonomy Extension Definition Linkbase Document.
- 101. LAB XBRL Taxonomy Extension Label Linkbase Document.
- 101. PRE XBRL Taxonomy Extension Presentation Linkbase Document.

## **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.

By: /s/ Greg Johnson

Greg Johnson, Chief Executive Officer

Date: December 10, 2014