

PARADIGM OIL AND GAS, INC.

Quarterly Report

For the Quarter Ended September 30, 2014

(OTC Pink Basic Disclosure Guidelines)

1) Name of the issuer and its predecessors (if any)

PARADIGM OIL AND GAS, INC.

2) Address of the issuer's principal executive offices

Company Headquarters

2701 Gulf Blvd.
Indian Rocks Beach, FL 33785
Phone: 727-595 8101
Email: vince@paradigmoil.com
Websites: www.paradigmoil.com

IR Contact

Vince Vellardita
Phone: 727-595 8101
Email: vince@paradigmoil.com

3) Security Information

COMMON STOCK

Exact title and class of securities outstanding: Common stock
Trading Symbol: PDGO
CUSIP: 69901U306
Par or Stated Value: \$0.0001
Total shares authorized: 500,000,000 as of September 30, 2014
Total shares outstanding: 321,787,246 as of June 30, 2014

PREFERRED STOCK

Exact title and class of securities outstanding: Series A Preferred Stock
Trading Symbol: None
CUSIP: None
Par or Stated Value: \$0.0001
Total shares authorized: 1,000,000 as of September 30, 2014
Total shares outstanding: 1,000,000 as of September 30, 2014

Exact title and class of securities outstanding: Series B Convertible Preferred Stock

Trading Symbol: None

CUSIP: None

Par or Stated Value: \$1.00

Total shares authorized: 4,000,000 as of September 30, 2014

Total shares outstanding: 950,000 as of September 30, 2014

Exact title and class of securities outstanding: Series C Convertible Preferred Stock

Trading Symbol: None

CUSIP: None

Par or Stated Value: \$1.00

Total shares authorized: 3,000,000 as of September 30, 2014

Total shares outstanding: None as of September 30, 2014

Exact title and class of securities outstanding: Series D Convertible Preferred Stock

Trading Symbol: None

CUSIP: None

Par or Stated Value: \$1.00

Total shares authorized: 2,000,000 as of September 30, 2014

Total shares outstanding: None as of September 30, 2014

Transfer Agent

Pacific Stock Transfer Company
4045 S. Spencer Street, Suite 403
Las Vegas, NV, 89119
702-361-3033

Is the Transfer Agent registered under the Exchange Act? Yes No

List any restrictions on the transfer of security: Sales of restricted stock are subject to satisfaction of Rule 144 of the Securities Act of 1933, as amended (the "Securities Act")

Describe any trading suspension orders issued by the SEC in the past 12 months. None.

4) Issuance History

SECOND QUARTER 2014 (PERIOD ENDING JUNE 30, 2014)					
DATE	SHAREHOLDER	NUMBER OF SHARES	RESTRICTED	NATURE OF OFFERING	SERVICES PROVIDED IF APPLICABLE
	TANGIERS INVESTMENTS	13,513,514		DEBT	N/A
	BLACKBRIDGE CAPITAL	21,978,000		DEBT	N/A
	GSM TRUST	12,109,364		DEBT	
	BRESCIA CAPITAL	7,168,000		OPTION	N/A
	BRUCE RUSSELL	5,000,000		PRIVATE PLACEMENT	N/A
	RICHARD EDWARDS	8,000,000		PRIVATE PLACEMENT	N/A
	VERNIER FUND	9,209,630		DEBT CONVERSION	N/A
	GSM FUND	15,829,310		DEBT CONVERSION	N/A
	TANGIERS INVESTMENTS	15,813,538		DEBT CONVERSION	N/A
	TIM CLEMENSON	250,000		CONTRACT	CONSULTANT

	GRACE JOSEPH STRATEGIES, LLC	250,000		CONTRACT	CONSULTANT
	TANGIERS INVESTMENTS	2,397,019		OPTION	N/A
	LA JOLLA COVE INVESTORS, INC.	3,175,758		OPTION AGREEMENT	N/A

5) Financial Statements

The Company's financial statements for the quarter ended June 30, 2014 have been posted in the quarterly report on www.otciq.com on August 20, 2014 and are incorporated herein by reference.

6) Describe the Issuer's Business, Products and Services

The Company was originally incorporated as Paradigm Enterprises, Inc. in the State of Nevada on July 15, 2002 and changed its name to Paradigm Oil and Gas, Inc. on February 7, 2005. The Company's primary and secondary SIC codes are 1311 and 1382, respectively. The Company is an emerging company in the oil and gas industry with its focus in Eastern Texas, North Western Louisiana, Oklahoma and Canada. The Company's goal is to identify oil producing wells and use modern technology to make them profitable based on modern commodity pricing.

For the current fiscal year the Company will concentrate its efforts on its projects in the petroleum sector. The Company will continue to rework the current wells that have been acquired on the leases the Company controls. The Company does not expect any changes or more hiring of employees since contracts will be given to consultants and subcontractor specialists in specific fields of expertise for the exploration work. Following industry trends and demands, we are also considering the acquisition of other petroleum properties or an interest in such projects. In either situation, a new public offering may be needed.

Presently the Company's revenues are not sufficient to meet operating and capital expenses. The Company has incurred operating loss since inception, and this is likely to continue through fiscal 2014. Management forecasts that the Company will require additional capital to fund ongoing operating expenses and working capital requirements for the next twelve months.

The Company has posted its first revenue during the past 2nd quarter in over four years and anticipates continued growth as wells are turned back on. The Company as of September 30, 2014 has 23 producing wells with 1170 barrels in the tank which are ready for pickup and are booked as reserves and receivables at \$104,218.00 and would have been booked as revenue but the pickups and payments were not made by September 30, 2014.

During the September 30, 2014 quarter, the company sold reserve interest and equipment for an additional \$70,000 in revenue recognized in our Consolidated Balance Sheet.

The Company hired MKM Engineering out of Dallas, TX to review and appraise oil and gas interest on five of our leases and five producing wells. They used old production review history and geologists reports on underground reserves. The evaluation came out to a value of just over five million dollars in assets and should generate over 3.5 million dollars in net proceeds over the next several years. Paradigm plans on having another 23 leases and 70 plus wells evaluated and appraised with reserve reports and should be completed by year end 12/31/14.

7) Describe the Issuer's Facilities

Our corporate headquarter is located at 2701 Gulf Blvd., Indian Rocks Beach, FL 33785. At this

location we rent approximately 2,100 square feet of office space in a month to month lease for \$2,100 per month.

The Company has approximately 50,000 acres of leased land contained in 30 leases with approximately 300 oil and gas wells in three states and two countries.

8) Officers, Directors, and Control Persons

The following table sets forth certain information our officers and directors as of date of this report:

Name	Position
Vince Vellardita	Chief Executive Officer, President and Chairman
Ingrid Comet	Secretary/Treasurer
Robert Stewart	Acting CFO

None of our officers, directors or control persons has, in the last five years, been the subject of:

- A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);
- The entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities;
- A finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated; or
- The entry of an order by a self-regulatory organization that permanently or temporarily barred suspended or otherwise limited such person's involvement in any type of business or securities activities.

Beneficial Shareholders

The following table sets forth certain information concerning the number of shares of our common stock owned beneficially as of September 30, 2014 by (i) each person (including any group) known to us to own more than 10% of any class of our voting securities, and (ii) each of our officers and directors.

Name and Address	Number of	Class	Percentage of Class (2)
Vince Vellardita	12,000,000	Common Stock, \$0.0001 par value	8.8%

2701 Gulf Boulevard Indian Rock Beach, FL 33786	1,000,000	Series A Preferred Stock, \$0.0001 par value	100%
Tangiers Investment Group 501 W. Broadway, Ste 800 San Diego, CA 92101	18,530,061	Common Stock, \$0.0001 par value	9.9%
Great Asia Holdings 2701 Gulf Blvd. Indian Rocks Beach, FL 33785	4,000,000	Common Stock, \$0.0001 par value	
Britt Brooks 2701 Gulf Blvd. Indian Rocks Beach, FL 33785	2,000,000	Common Stock, \$0.0001 par value	
Weldon Cude 2701 Gulf Blvd. Indian Rocks Beach, FL 33785	2,000,000	Common Stock, \$0.0001 par value	
Chris Scully 2701 Gulf Blvd. Indian Rocks Beach, FL 33785	2,000,000	Common Stock, \$0.0001 par value	
Bill Von Grep 2701 Gulf Blvd. Indian Rocks Beach, FL 33785	2,000,000	Common Stock, \$0.0001 par value	
Gary Bryant 2701 Gulf Blvd. Indian Rocks Beach, FL 33785	2,000,000	Common Stock, \$0.0001 par value	
Tommy Thompson 2701 Gulf Blvd. Indian Rocks Beach, FL 33785	1,000,000	Common Stock, \$0.0001 par value	

(1) Beneficial ownership is determined in accordance with the rules of the SEC and generally includes voting or investment power with respect to securities. Each of the beneficial owners listed above has direct ownership of and sole voting power and investment power with respect to the shares of our common stock and is an associate or advisor of the company.

(2) As of September 30, 2014, a total of 321,812,810 shares of our common stock are issued and outstanding on a fully diluted basis. For each beneficial owner above, any options, warrants and other convertible securities exercisable within 60 days have been included in the denominator.

9) **Third Party Providers**

Please provide the name, address, telephone number, and email address of each of the following outside providers that advise your company on matters relating to operations, business development and disclosure:

Legal Counsel

Darrin Ocasio
Sichenzia Ross Friedman Ference LLP
61 Broadway, 32nd Floor
New York, NY 10006
Phone: 212-930-9700
Email: docasio@srff.com

Joseph Pittera
2214 Torrance Blvd., Ste 101
Torrance, CA 90501
(310) 328-3588
Email: evlam2000@aol.com

Auditor

Cheryl Gore
Turner, Stone & Company, LLP
12700 Park Central Drive, Suite 1400
Dallas, TX 75251
Phone: 972-239-1660
Email: CherylG@turnerstone.com

Consultants

Britt Brooks, Weldon Cude, Gary Bryant and Chris Scully
2701 Gulf Blvd
Indian Rocks Beach, FL 33785
Phone: 727-595-8101
Email: vince@paradigmoil.com

10) Issuer Certification

I, Vince Vellardita, certify that:

1. I have reviewed this quarterly disclosure statement of Paradigm Oil and Gas, Inc.;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respect the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

November 24, 2014

/s/Vince Vellardita
Vince Vellardita
Chief Executive Officer, President and Chairman

PARADIGM OIL & GAS, INC.
(An Exploration Stage Company)
Notes To Consolidated Financial Statements
For The Nine Months Ending September 30, 2014
(Unaudited)

(1) BASIS OF PRESENTATION

Organization

Paradigm Enterprises, Inc. (the "Company") was incorporated in the state of Nevada on July 15, 2002 to engage in the acquisition, exploration and development of oil and gas properties. On February 7, 2005 the Company changed its name to **Paradigm Oil and Gas, Inc.** Effective January 28, 2010, **Paradigm Oil & Gas Inc.** entered into a share exchange agreement with the shareholders of Intergrated Oil and Gas Solutions Inc. (the "Acquired Company") a Texas corporation. The Transaction is considered to be a reverse acquisition. The acquisition date now becomes the inception date of the Company.

The Company is considered an exploration stage company, as it has not generated revenues from its operations.

Reverse merger of Intergrated Oil and Gas Solutions Inc.

On January 28, 2010, the Company entered into a Share exchange agreement with the shareholders of Intergrated Oil and Gas Solutions Inc. (the "Acquired Company") in exchange for their one hundred percent (100%) interest in all of the capital stock of the Acquired Company.

Paradigm issued 4,200,000 of its \$.001 par value shares common shares representing 82% of the fully-diluted shares of the Company in exchange for 100% of the Acquired Company's outstanding shares. The Acquired Company is now a 100% subsidiary of the Company.

The Acquired Company holds 100% working interests in certain oil and gas leases along with certain oil and gas production equipment. The total purchase price to acquire these assets amounted to \$541,539. These costs have been capitalized on the Acquired Company's books at cost as natural gas and oil properties, unproved properties.

Subsidiary formed: Paradigm Integrated Technology Solutions Inc.

On May 20, 2010 the Company formed Paradigm Integrated Technology Solutions Inc., as a wholly owned subsidiary to conduct business related to technologies that enhance secondary oil recovery.

Going Concern

These financial statements have been prepared in conformity with generally accepted accounting principles in the United States of America with the assumption that the Company will be able to realize its assets and discharge its liabilities in the normal course of business rather than through a process of forced liquidation.

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The Company's significant operating losses raise substantial doubt about its ability to continue as a going concern. Inherent in the Company's business are various risks and uncertainties, including its limited operating history, historical operating losses, dependence upon strategic alliances, and the historical success rate of oil and gas exploration. Management's plan is to acquire interests in certain oil and gas properties with production and to rework existing wells to bring them on line for production.

As shown in the accompanying financial statements, the Company has incurred a net loss of \$9,920,110 for the period from January 28, 2010 (inception) through September 30, 2014.

The Company's future success is primarily dependent upon the existence of oil and gas in quantities which are commercially viable to produce, on properties for which the Company owns a working interest or an option to acquire an interest and/or through its successful deployment of the Company's Transportable Enhanced Oil Recovery Platform (T-EOR) and the Joint Venture Production Program . The Company's success will also be dependent upon its ability to raise sufficient capital to fund its rework and exploration programs and, to exploit the discovery on a timely and cost-effective basis.

(2) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Recent Accounting Pronouncements

The company has evaluated all the recent accounting pronouncements and believes that none of them will have a material effect on the company's financial statements.

Use of Estimates

The preparation of financial statements in accordance with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the 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.

The oil and gas industry is subject, by its nature, to environmental hazards and clean-up costs. At this time, management knows of no substantial costs from environmental accidents or events for which the Company may be currently liable. In addition, the Company's oil and gas business makes it vulnerable to changes in prices of crude oil and natural gas. Such prices have been volatile in the past and can be expected to be volatile in the future.

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Fair value of financial instruments

In accordance with the reporting requirements of Accounting Standards Codification ("ASC") Topic No. 825, Financial Instruments, (ASC 825) the Company calculates the fair value of its assets and liabilities which qualify as financial instruments under this standard and includes this additional information in the notes to the consolidated financial statements when the fair value is different than the carrying value of those financial instruments.

The estimated fair value of employee advances, note receivable, related party receivable, accounts payable and accrued liabilities and advances from shareholder approximate their carrying amounts due to the nature and short maturity of these instruments. The carrying values of the short-term convertible notes and note payable approximate their fair value since they bear market rates of interest and other terms.

Principles of Consolidation

The consolidated financial statements for the nine months ending September 30, 2014 include the accounts of **Paradigm Oil and Gas**, Inc. and its subsidiaries. All significant intercompany balances and transactions have been eliminated.

Cash

Cash consists of cash on deposit with high quality major financial institutions, and to date the Company has not experienced losses on any of its balances. The carrying amounts approximate fair market value due to the liquidity of these deposits. For purposes of the balance sheets and statements of cash flows, the Company considers all highly liquid instruments with a maturity of three months or less at the time of issuance to be cash equivalents. At September 30, 2014 the Company had \$77,049 in cash.

Furniture and equipment

Property and equipment are stated at the Company's cost and are depreciated on a straight-line basis over five-seven years. Maintenance and repair costs are expensed when incurred while major improvements are capitalized. Depreciation expense amounted to \$ -0- for the nine months ending September 30, 2014.

Oil and Gas Properties

The Company uses the successful efforts method of accounting for oil and gas producing activities. Under this method, acquisition costs for proved and unproved properties are capitalized when incurred. Exploration costs, including geological and geophysical costs, the costs of carrying and retaining

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(2) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

unproved properties and exploratory dry hole drilling costs are expensed. Costs of drilling and equipping productive wells, including development dry holes and related production facilities are capitalized.

Capitalized costs of producing oil and gas properties, after considering estimated dismantlement and abandonment costs and estimated salvage values are depreciated and depleted by the unit-of-production method. Support equipment and other property and equipment are depreciated over their estimated useful lives. The Company provides for depreciation, depletion and amortization of its investment in producing oil and gas properties on the unit-of-production method, based upon independent reserve engineers' estimates of recoverable oil and gas reserves from the property.

Properties will continue to be carried as an asset pending determination of whether proved reserves have been found only as long as: i) the property has found a sufficient quantity of reserves to justify its completion as a producing property if the required capital expenditure is made and ii) there is enough geological and engineering evidence that supports a commercially producible quantity of reserves exist from a previously drilled well on the property. If the well properties cannot support any of these criteria, the property is assumed to be impaired, and its costs are charged to expense.

The impairment of unamortized capital costs is measured at a combined lease level and is reduced to fair value if it is determined that the sum of expected future net cash flows is less than the net book value. Paradigm determines if impairment has occurred through either adverse changes or as a result of the annual review of all the fields combined.

Income Taxes

The Company accounts for income taxes under the provisions of the ASC Topic No. 740 , Income Taxes (ASC 740) which requires recognition of deferred tax liabilities and assets for the expected future tax consequences of events that have been included in the financial statements or tax returns. Under this method, deferred tax liabilities and assets are determined based on the difference between the financial statement and tax bases of assets and liabilities using enacted tax rates in effect for the year in which the differences are expected to reverse.

Stock-based Compensation

The Company records stock-based compensation in accordance with ASC Topic No. 718, Compensation - Stock Compensation (ASC 718) using the fair value method. All transactions in which goods or services are the consideration received for the issuance of equity instruments are accounted for based on the fair value of the consideration received or the fair value of the equity instrument issued, whichever is more reliably measurable. Equity instruments issued to employees and the cost of the services received as consideration are measured and recognized based on the fair value of the equity instruments issued.

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(2) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Joint Ventures

All exploration and production activities are conducted jointly with others and, accordingly, the accounts reflect only the Company's proportionate interest in such activities.

Impairment of Long-Lived Assets

The Company reviews its long-lived assets to be held and used, including unproved oil and gas properties accounted for under the successful efforts method of accounting, whenever events or circumstances indicate that the carrying value of those assets may not be recoverable. An impairment loss is indicated if the sum of the expected undiscounted future cash flows is less than the carrying amount of the assets. In such circumstances, the Company recognizes an impairment loss for the amount by which the carrying amount of the asset exceeds the estimated fair value of the asset.

Revenue Recognition

The Company uses the sales method of accounting for natural gas and oil revenues. Under this method, revenues are recognized upon the passage of title, net of royalties. Revenues from natural gas production are recorded using the sales method. When sales volumes exceed the Company's entitled share, an overproduced imbalance occurs. To the extent the overproduced imbalance exceeds the Company's share of the remaining estimated proved natural gas reserves for a given property, the Company records a liability. At September 30, 2014, the Company had no overproduced imbalances.

At September 30, 2014, approximately 1,170 barrels of oil with an estimated value of \$104,218 was available for pick-up. This value has not been recognized in these financial statements as revenue. During the September 30, 2014 quarter, the company sold reserve interest and equipment for an additional \$70,000 under Other Income recognized in our Consolidated Balance Sheet.

3) SHORT TERM CONVERTIBLE NOTES

The Company has entered into a series of Short Term Interest Bearing Convertible Notes. The note plus interest can be converted in whole or in part to common shares at the holder's option at the later of the maturity date or the default date. The Conversion price is calculated as 40% of the market price which is determined by averaging the lowest 3 day closing price over the last 10 trading day period ending one trading day prior to the day the conversion notice was sent by facsimile.

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4) SHORT TERM CONVERTIBLE NOTES (continued)

The Company is required at all times to have authorized and reserved five times the number of shares that is actually issuable upon full conversion of the notes (based on the Conversion Price of the Notes in effect from time to time).

(5) SHAREHOLDERS' EQUITY

The stockholders' equity section of the Company contains the following classes of Capital stock as of June 30, 2014, respectively:

- Preferred Stock Series A, \$0.0001 par value, 1,000,000 shares authorized 1,000,000 shares issued and outstanding.
- Preferred Stock Series B, \$0.0001 par value, 4,000,000 shares authorized 550,000 shares issued and outstanding.
- Common Stock, \$0.0001 par value, 500,000,000 shares authorized 198,710,546 shares issued and outstanding.

(6) SUBSEQUENT EVENTS

Management has evaluated all activity since September 30, 2014, through the date the financial statements were issued and has concluded that no subsequent events have occurred that would require recognition in the Financial Statements or disclosure in the Notes to the Financial Statements.

The Company has posted its first revenue during the past 2nd quarter in over four years and anticipates continued growth as wells are turned back on. The Company as of September 30, 2014 has 23 producing wells with 1170 barrels in the tank which are ready for pickup and are booked as reserves and receivables at \$104,218.00 and would have been booked as revenue but the pickups and payments were not made by September 30, 2014.

The Company hired MKM Engineering out of Dallas, TX to review and appraise oil and gas interest on five of our leases and five producing wells. They used old production review history and geologists reports on underground reserves. The evaluation came out to a value of just over five million dollars in assets and should generate over 3.5 million dollars in net proceeds over the next several years. Paradigm plans on having another 23 leases and 70 plus wells evaluated and appraised with reserve reports and should be completed by year end 12/31/14.