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BROOKMOUNT EXPLORATIONS INC
Form 10QSB
June 20, 2003

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

FORM 10-QSB

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

For the quarterly period ended February 28, 2002

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

For the transition period from to

Commission File number 0-26709

BROOKMOUNT EXPLORATIONS INC.

(Exact name of registrant as specified in charter)

Nevada

98-0382063

(State or other jurisdiction of
incorporation or organization)

(I.R.S. Employer
Identification No.)

118 - 4320 Bell Avenue
Burnaby, British Columbia, Canada

V3J 1M7

(Address of principal executive offices)

(Zip Code)

604-308-6152

Registrant's telephone number, including area code

N/A

(Former name, address, and fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports
required to be filed by Section 13 or 15(d) of the Securities Exchange Act of
1934 during the preceding 12 months (or for such shorter period that the
registrant was required to file such reports), Yes [X] No [] and () has
been subject to filing requirements for the past 90 days. Yes [X] No []

APPLICABLE ONLY TO CORPORATE ISSUERS:

Indicate the number of shares outstanding of each of the issuer's classes of
common stock, as of the last practicable date.

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| Class ----- | Outstanding as of February 28, 2002 ----- |
|---------------------------------|--|
| Common Stock, \$0.001 per share | 9,282,400 ===== |

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PART 1 - FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

The accompanying balance sheet of Brookmount Explorations Inc. (an exploration stage company) at February 28, 2002 and the related statements of operations and statements of cash flow for the three months ended February 28, 2002 and 2001 and for the period from December 9, 1999 (date of incorporation) to February 28, 2002 have been prepared by the Company's management in conformity with accounting principles generally accepted in the United States of America and they do not include all information and notes to the financial statements necessary for a complete presentation of the financial position, results of operations and cash flows in conformity with generally accepted accounting principles in the United States of America. In the opinion of management, all adjustments considered necessary for a fair presentation of the results of operations and financial position have been included and all such adjustments are of a normal recurring nature.

Operating results for the quarter ended February 28, 2002, are not necessarily indicative of the results that can be expected for the year ending November 30, 2002.

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BROOKMOUNT EXPLORATIONS INC.
(An Exploration Stage Company)
BALANCE SHEET

FEBRUARY 28, 2002 AND NOVEMBER 30, 2001

(Unaudited - Prepared by Management)

2002

2001

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ASSETS

CURRENT ASSETS

| | | | | |
|-------------------------------|----|-------|----|-------|
| Cash. | \$ | 79 | \$ | 96 |
| | | ----- | | ----- |
| Total Current Assets. | | 79 | | 96 |
| | | ----- | | ----- |
| | \$ | 79 | \$ | 96 |
| | | ===== | | ===== |

LIABILITIES AND STOCKHOLDERS' EQUITY

CURRENT LIABILITIES

| | | | | |
|--|----|--------|----|-------|
| Accounts payable - related parties | \$ | 3,235 | \$ | 3,235 |
| Accounts payable | | 8,329 | | 5,923 |
| | | ----- | | ----- |
| Total Current Liabilities | | 11,564 | | 9,158 |
| | | ----- | | ----- |

STOCKHOLDERS' EQUITY

| | | | | |
|--|----|----------|----|----------|
| Common stock | | | | |
| 200,000,000 shares authorized, at \$0.001 | | | | |
| par value, 9,282,400 shares issued and outstanding | | 9,282 | | 9,282 |
| Capital in excess of par value | | 32,448 | | 30,198 |
| Deficit accumulated during the exploration stage | | (53,215) | | (48,542) |
| | | ----- | | ----- |
| Total Stockholders' Deficiency | | (11,485) | | (9,062) |
| | | ----- | | ----- |
| | \$ | 79 | \$ | 96 |
| | | ===== | | ===== |

The accompanying notes are an integral part of these financial statements

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BROOKMOUNT EXPLORATIONS INC.
(An Exploration Stage Company)
STATEMENT OF OPERATIONS

FOR THE THREE MONTHS ENDED FEBRUARY 28, 2002 AND 2001,
AND FOR THE PERIOD DECEMBER 9, 1999
(DATE OF INCEPTION) TO FEBRUARY 28, 2002

(Unaudited - Prepared by Management)

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| | THREE MONTHS ENDED FEBRUARY 28, 2002 | THREE MONTHS ENDED FEBRUARY 28, 2001 | FROM INCEPTION TO FEBRUARY 28, 2002 |
|-------------------------------|---|---|---|
| | ----- | ----- | ----- |
| REVENUES. | \$ - | \$ - | \$ - |
| EXPENSES. | 4,673 | 5,233 | 53,215 |
| | ----- | ----- | ----- |
| NET LOSS. | \$ (4,673) | \$ (5,233) | \$ (53,215) |
| | ===== | ===== | ===== |
| NET LOSS PER COMMON SHARE | | | |
| Basic | \$ - | \$ - | |
| | ===== | ===== | |
| AVERAGE OUTSTANDING SHARES | | | |
| Basic | 9,282,400 | 9,282,400 | |
| | ===== | ===== | |

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

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STATEMENT OF CASH FLOWS

FOR THE THREE MONTHS ENDED FEBRUARY 28, 2002 AND 2001 AND FOR THE PERIOD FROM
DECEMBER 9, 1999 (DATE OF INCEPTION) TO FEBRUARY 28, 2002

(Unaudited - Prepared by Management)

| | FOR THE THREE MONTHS ENDED FEBRUARY 28, 2002 | FOR THE THREE MONTHS ENDED FEBRUARY 28, 2001 | FROM INCEP TO FEBRUARY 2002 |
|--|---|---|--------------------------------------|
| | ----- | ----- | ----- |
| CASH FLOWS FROM OPERATING ACTIVITIES: | | | |
| Net loss | \$ (4,673) | \$ (5,233) | \$ (53) |
| Adjustments to reconcile net loss to net cash provided by operating activities: | | | |
| Change in accounts payable - related party | - | - | 3 |
| Change in accounts payable | 2,406 | 3,016 | 8 |
| Capital contributions - expenses | 2,250 | 2,250 | 20 |
| | ----- | ----- | ----- |
| Net Cash Increase (Decrease) from . . Operations | (17) | 33 | (21) |
| | ----- | ----- | ----- |
| CASH FLOWS FROM INVESTING ACTIVITIES | - | - | - |
| | ----- | ----- | ----- |
| CASH FLOWS FROM FINANCING ACTIVITIES: | | | |
| Proceeds from issuance of common stock . | - | - | 21 |
| | ----- | ----- | ----- |
| Net Increase in Cash | (17) | 33 | |
| Cash at Beginning of Period | 96 | (33) | |
| | ----- | ----- | ----- |
| CASH AT END OF PERIOD | \$ 79 | \$ - | \$ - |
| | ===== | ===== | ===== |

SCHEDULE OF NONCASH OPERATING ACTIVITIES

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| | | | |
|----------------------------------|------------------|------------------|--------------------|
| Capital contributions - expenses | \$2,250 ===== | \$2,250 ===== | \$ 20,250 ===== |
|----------------------------------|------------------|------------------|--------------------|

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

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BROOKMOUNT EXPLORATIONS INC.
(An Exploration Stage Company)

NOTES TO FINANCIAL STATEMENTS

FEBRUARY 28, 2002

(Unaudited - Prepared by Management)

1. ORGANIZATION

The Company was incorporated under the laws of the State of Nevada on December 9, 1999 with the authorized common shares of 200,000,000 shares at \$0.001 par value.

The Company was organized for the purpose of acquiring and developing mineral properties. At the report date mineral claims, with unknown reserves, had been acquired. The Company has not established the existence of a commercially minable ore deposit and therefore has not reached the development stage and is considered to be in the exploration stage.

Since its inception the Company has completed Regulation D offerings of 9,282,400 shares of its common capital stock for cash.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Accounting Methods

The Company recognizes income and expenses based on the accrual method of accounting.

Dividend Policy

The Company has not yet adopted a policy regarding payment of dividends.

Income Taxes

On February 28, 2002 the Company had a net operating loss carry forward of \$53,215. The tax benefit of \$15,965 from the loss carry forward has been

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fully offset by a valuation reserve because the use of the future tax benefit is undeterminable since the Company has no operations. The net operating loss will expire in 2022.

Earnings (Loss) Per Share

Earnings (loss) per share amounts are computed based on the weighted average number of shares actually outstanding.

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BROOKMOUNT EXPLORATIONS INC.
(An Exploration Stage Company)

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

FEBRUARY 28, 2002

(Unaudited - Prepared by Management)

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - CONTINUED

Amortization of Capitalized Mineral Claims Costs

Costs of acquisition, exploration, carrying, and retaining unproven properties are expensed as incurred. Costs incurred in proving and developing a commercially minable ore reserve ready for production are capitalized and amortized over the life of the mineral deposit or over a shorter period if the property is shown to have an impairment in value. Expenditures for mine equipment will be capitalized and depreciated over their useful lives.

Environmental Requirements

At the report date environmental requirements related to the mineral claims acquired (Note 3) are unknown and therefore an estimate of any future cost cannot be made.

Comprehensive Income

The Company adopted Statement of Financial Accounting Standard No. 130. The adoption of this standard had no impact on the total stockholder's equity on August 31, 2001.

Recent Accounting Pronouncements

The Company does not expect that the adoption of other recent accounting pronouncements will have a material impact on its financial statements.

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Financial Instruments -----

The carrying amounts of financial instruments, including cash, and accounts payable are considered by management to be their estimated fair values.

Estimates and Assumptions -----

Management uses estimates and assumptions in preparing financial statements in accordance with generally accepted accounting principles. Those estimates and assumptions affect the reported amounts of the assets and liabilities, the disclosure of contingent assets and liabilities, and the reported revenues and expenses.

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BROOKMOUNT EXPLORATIONS INC.
(An Exploration Stage Company)

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

FEBRUARY 28, 2002

(Unaudited - Prepared by Management)

3. MINERAL CLAIM

The Company acquired five mineral claims located in Chazel Township, Abitibi West County in the province of Quebec, with an expiration date of January 31, 2002.

The claims have not been proven to have a commercially minable ore reserve and therefore all costs of explorations and retaining the properties have been expensed.

The claims may be renewed by the Company by the completion of yearly assessment work of \$6,000 Cdn. The mineral claims expired on January 31, 2002, but were renewed subsequent to the date of this financial statement on November 14, 2002.

4. RELATED PARTY TRANSACTIONS

Related parties acquired 38% of the common stock issued.

5. GOING CONCERN

The Company will need additional working capital to be successful in its planned activities and continuation of the Company as a going concern is dependent upon obtaining additional working capital 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.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OR
PLAN OF OPERATIONS

FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-QSB contains statements that constitute "forward-looking statements". These statements appear in a such places as "Management's Discussion and Analysis or Plan of Operation." Such statements can be identified by the use of forward-looking terminology such as "believes," "expects," "may," "estimates," "will," "should," "plans" or "anticipates" or the negative thereof or other variations thereon or comparable terminology, or by discussions of strategy. Readers are cautioned that any such forward-looking statements are not guarantees of future performance and involve significant risks and uncertainties, and that actual results may vary materially from those in the forward-looking statements as a result of various factors. These factors include the effectiveness of management's strategies and decisions, general economic and business conditions, new or modified statutory or regulatory requirements and changing metal prices and market conditions. This report identifies other factors that could cause such differences. No assurance can be given that these are all of the factors that could cause actual results to vary materially from the forward-looking statements. In addition, readers should refer to Risk Factors.

The attached financial statements are stated in United States dollars and are prepared using generally accepted accounting principles normally used in the United States of America.

RISK FACTORS

The Company's business is subject to numerous risk factors, including the following:

1. PENNY STOCK RULES

Under Rule 15g-9, a broker or dealer may not sell a "penny stock" (as defined in Rule 3a51-1) to, or effect the purchase of a penny stock by any person unless:

- (1) such sale or purchase is exempt from Rule 15g-9; or
- (2) prior to the transaction the broker or dealer has (a) approved the person's account for transactions in penny stocks in accordance with Rule 15g-9 and (b) received from the person a written agreement to the transaction setting forth the identity and quantity of the penny stock to be purchased.

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The United States Securities and Exchange Commission (the "Commission") adopted regulations that generally define a penny stock to be any equity security other than a security excluded from such definition by Rule 3a51-1. Such exemptions include, but are not limited to (a) an equity security issued by an issuer that has (i) net tangible assets of at least \$2,000,000, if such issuer has been in

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continuous operations for at least three years; (ii) net tangible assets of at least \$5,000,000, if such issuer has been in continuous operation for less than three years; or (iii) average revenue of at least \$6,000,000 for the preceding three years; (b) except for purposes of Section 7(b) of the Exchange Act and Rule 419, any security that has a price of \$5.00 or more; and (c) a security that is authorized or approved for authorization upon notice of issuance for quotation on the National Association of Securities Dealers ("NASD") Automated Quotation System ("NASDAQ").

It is likely the Company's common stock will be subject to the regulations on penny stocks; consequently, the market liquidity for its common stock may be adversely affected by such regulations. This, in turn, will affect shareholders ability to sell their shares.

2. TRADING MARKET FOR THE COMPANY'S SHARES

There is no current trading market for shares of the Company's common stock (the "Shares") and there can be no assurance that a trading market will develop, or, if such a trading market does develop, that it will be sustained. The Shares, to the extent that a market develops for the Shares at all, will likely appear in what is customarily known as the "pink sheets" or on the NASD over-the-counter Bulletin Board (the "OTCBB"), which may limit the marketability and liquidity of the Shares.

To date, neither the Company nor anyone acting on behalf of the Company has taken any affirmative steps to request or encourage any broker/dealer to act as a market maker for the Company's common stock. The Company has had no discussions or understandings, with any "market makers" regarding the participation of any such market maker in the future trading market, if any, in the Company's common stock.

3. POTENTIAL FUTURE RULE 144 SALES

Of the 200,000,000 shares of the Company's common stock authorized, there are presently 3,500,000 shares issued and outstanding which are "restricted securities" as that term is defined under the Securities Act of 1933, as amended (the "Securities Act"), and in the future may be sold in compliance with Rule 144 of the Act, or pursuant to a Registration Statement filed under the Act. Rule 144 provides, in essence, that a person holding restricted securities for a period of 1 year may sell those securities in unsolicited brokerage transactions or in transactions with a market maker, in an amount equal to 1% of the outstanding common stock every 3 months. Additionally, Rule 144 requires that an issuer of securities make available adequate current public information with respect to the issuer. Such information deemed available if the issuer satisfies the reporting requirements of Sections 13 or 15(d) of the Exchange Act and of Rule 15c2-11 thereunder. Rule 144 also permits, under certain circumstances, a sale of shares by a person who is not an affiliate of ours and who has satisfied a 2 year holding period without any quantity limitation and whether or not there is adequate current public information available. Investors should be aware that

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sales under Rule 144, or pursuant to a registration statement filed under the Securities Act, may have a depressive effect on the market price of the Company's common stock in any market that may develop for such shares.

4. POSSIBLE ISSUANCE OF ADDITIONAL SHARES

The Company's Certificate of Incorporation, authorizes the issuance of 200,000,000 shares of common stock. The Company's Board of Directors has the

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power to issue any or all of such additional shares without stockholder approval for such consideration as it determines. Management presently anticipates that it may choose to issue a substantial but as yet undetermined amount of the Company's shares in connection with some form of future financing.

5. RISK ASSOCIATED WITH OPERATIONS IN FOREIGN COUNTRIES

The Company's business plan is to seek to acquire further mineral properties. Management's discretion is unrestricted, and the Company may participate in any acquisition of a mineral property that may in the opinion of management meet the Company's business objectives. The Company has not limited the scope of its search to a particular region or country. The Company has acquired a mineral property outside the United States and may acquire further properties outside the United States. Accordingly, by acquiring the Brookmount claim in a foreign jurisdiction, the Company's operations may be adversely affected to the extent of the existence of unstable economic, social and/or political conditions in such foreign regions and countries.

6. TIME SPENT BY THE OFFICERS AND DIRECTORS ON THE AFFAIRS OF THE COMPANY

The Company's officers and directors devote only a limited amount of time to the Company's business activities. At this time it is difficult to determine the number of hours each director and officer will devote to the activities of the Company.

7. INEXPERIENCE OF MANAGEMENT

It is possible that due to the Company's management's inexperience in managing a public company, it will be unable to effectively manage the expansion of its operations, that its systems, procedures or controls will not be adequate to support its operations or that the Company's management will be unable to achieve the rapid execution necessary to fully exploit the market opportunity for its products and services. Any inability to manage growth effectively could hinder the Company's future success.

8. CONFLICT OF INTEREST

Certain officers and directors are engaged in various business ventures. Thus, there may be conflicts of interest in the allocation of time between the Company's business and such other businesses. These activities may conflict with the interests of the Company. As a result of their other interests, they may personally benefit from decisions or recommendations made with respect to the business of the Company. Whereas conflicts may arise, management is aware of its fiduciary duty to the Company and will act in good faith and endeavor on an equitable basis to resolve any conflicts which may arise, on an equitable basis.

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9. NO DECLARATION OF DIVIDENDS SINCE INCEPTION

The Company has not paid any dividends and does not contemplate or anticipate paying any dividends on its common stock in the foreseeable future.

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10. NO OPERATING HISTORY OR REVENUE FROM THE BROOKMOUNT CLAIM

The Company has had no operating history and has generated no revenues or earnings from the Brookmount claim. The Company has no significant assets or financial resources. The Company will, in all likelihood, sustain operating expenses without corresponding revenues. This may result in the Company incurring a net operating loss, which will increase continuously until the Brookmount claim proves to have an ore body and is commercially viable. There is no assurance that the Company can identify such ore body on its claim.

11. LACK OF DIVERSIFICATION

The Company's proposed operations, even if successful, will in all likelihood result in the Company engaging in the exploration of the Brookmount claim. Consequently, the Company's activities will be limited to those engaged in the exploration of the Brookmount claim or another property in the future it might acquire. The Company's inability to diversify its activities into a number of areas may subject the Company to economic fluctuations within the mining industry and therefore increase the risks associated with the Company's operations.

12. THE COMPANY'S MINERAL PROPERTY CONTAINS NO PROVEN RESERVES

The property in which the Company holds a right to minerals thereon is considered to be in the exploration stage only and does not contain a known body of commercial ore. Failure to locate ore reserves may adversely affect the economic viability of the Brookmount claim and the Company's operation.

13. TITLE TO THE PROPERTY

It is possible the Company's title to the Brookmount claim, in which it has the mineral rights will be challenged by third parties.

The Company has not obtained title insurance for the Brookmount claim. It is possible that the title to the Brookmount claim may be challenged or impugned.

14. COMPETITION IN THE MINERAL INDUSTRY

The Company faces intense competition in its industry, which may adversely affect its ability to participate in certain agreements with other parties. The mineral resources industry is intensely competitive and the Company must compete with many companies that have greater financial resources and technical facilities than itself. Significant competition exists for the limited number of mineral acquisition opportunities available in the Abitibi West County mining region of Quebec where the Brookmount claim is located. As a result of this competition, the Company's ability to acquire additional attractive mining property interests on terms it consider acceptable may be impaired.

The Company will require supplies to explore the Brookmount claim. Competition might be at a level where the Company is unable to acquire the supplies it

requires when required. It might have to suspend its exploration plans if the Company does not have access to all of the supplies and materials it needs.

15. MINERAL PRICES FLUCTUATE BEYOND THE CONTROL OF THE COMPANY

The mining industry in general is intensely competitive and it is possible that, even if commercial quantities of mineral resources are developed, a profitable market will not exist for their sale. Factors beyond the Company's control may affect the marketability of any minerals discovered. It is possible that the price of gold will not remain stable. Significant price movements over short periods of time may be affected by numerous factors beyond the Company's control, including international economic and political trends, expectations of inflation, currency exchange fluctuations (specifically, the U.S. dollar relative to other currencies), interest rates and global or regional consumption patterns, speculative activities and increased production due to improved mining and production methods. The effect of these factors on the price of minerals and therefore the economic viability of any of the Company's exploration projects cannot accurately be predicted.

16. ENVIRONMENTAL REGULATIONS

All phases of the Company's operations in Quebec will be subject to environmental regulations. Environmental legislation in Quebec are evolving in a manner which will require stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors and employees. It is possible that future changes in environmental regulation will adversely affect the Company's operations as compliance will be more burdensome and costly.

Mineral Claims

As noted above, the Company owns one mineral property known as the "Brookmount" claim located in Chazel Township near Rouyn-Noranda, north western Quebec, Canada. The claim was staked on December 20, 1999 by George Fournier. The Company owns the rights to the minerals on the Brookmount property until November 14, 2004. The land itself is owned by the Province of Quebec (known as the "Crown").

The Company retained J.G. Burns, Professional Geologist, of Timmins, Ontario, to summarize the geology and mineral potential on its mineral claim near Rouyn-Noranda, Quebec. His report is dated February 23, 2000. The mineral claim was recorded 100% in the name of the Company on December 20, 1999 and subsequently registered with the Ministry of Mines for Quebec. The claim expired on January 31, 2002 without the Company doing any work on it. The claims were re-staked on November 14, 2002 under the record numbers of 1105191 to 1105195 and were again recorded in the Company's name.

The claim covers approximately 500 acres located within Chazel Township, 45 miles north north east from the city of Rouyn-Noranda, Quebec. Five claims located in Lots 50-54, Range III, Chazel Township, Abitibi West County, Quebec

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comprise the property. Assessment work of \$6,000 must be submitted to the Ministry of Mines by September 15, 2004 or 60 days prior to the claim expiry date of November 14, 2004.

There has been no exploration work done on the property since the claims were staked on December 20, 1999.

Liquidity and Capital Resources

As at February 28, 2002, the Company had assets of \$79 and liabilities of \$11,564. The liabilities of \$11,564 consist of amounts due to directors of \$3,235 and accounts payable of \$8,329, including amounts for accounting and auditing of \$4,900, transfer agent, \$2,192 and miscellaneous of \$1,237.

During the year to date, the Company has incurred the following expenses:

| Expenditures | Amount |
|------------------------------------|----------|
| Accounting and audit. i | \$ 950 |
| Bank charges. | 18 |
| Management fees ii | 1,500 |
| Office. iii | 177 |
| Rent. iv | 600 |
| Telephone v | 150 |
| Transfer agent's fees vi | 1,278 |
| | ----- |
| Total expenses | \$ 4,673 |
| | ===== |

i. The Company accrues \$500 in fees to its auditors, Sellers and Andersen LLC for the review of this Form 10-QSB. In addition, the Company has accrued \$450 for the accountant to prepare the applicable working papers and other information to be submitted to the auditors for their review of this Form 10-QSB.

ii. The Company does not compensate its directors for the service they perform for the Company since it does not have adequate funds to do so. Nevertheless, management realizes that it should give recognition to the services performed by the directors and officers and therefore has accrued \$500 per month. This amount has been expensed in the current period with the offsetting credit being allocated to "Capital in Excess of Par Value" on the balance sheet. The Company will not, in the future, be responsible for paying either cash or settling this debt by way of shares.

iii. Faxing, photocopying and courier expenses.

iv. The Company does not incur any rental expense since it uses the personal residence of its President. Similar to management fees, rent expense should be

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reflected as an operating expense. Therefore, the Company has accrued \$200 per month as an expense with an offsetting credit to "Capital in Excess of Par Value".

v. The Company does not have its own telephone number but uses the telephone number of its President. Similar to management fees and rent, the Company

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accrues an amount of \$50 per month to represent the charges for telephone with an offsetting entry to "Capital in Excess of Par Value".

vi. During the period the Company renewed its annual billing from the Nevada Agency & Trust Company for acting as transfer agent for the year in the amount of \$1,200. The Company has also accrued interest charges of \$78 on the balance payable.

The Company estimates that the following funds will be required during the next twelve months to meet its obligations:

| Expenditures | | Requirements for Twelve Months | Current Accounts Payable | Required funds for Twelve Months |
|----------------------------------|---|-----------------------------------|-----------------------------|-------------------------------------|
| Accounting and audit | 1 | \$ 5,500 | \$ 4,900 | \$ 10,400 |
| Bank charges | | 100 | - | 100 |
| Exploration and filing | 2 | 533 | - | 533 |
| Filing fees | 3 | 760 | 600 | 1,360 |
| Office | 4 | 200 | 636 | 836 |
| Transfer agent's fees | 5 | 1,600 | 2,193 | 3,793 |
| Estimated expenses | | \$ 8,693 | \$ 8,329 | \$ 17,022 |

No recognition has been given to management fees, rent or telephone since at the present time these expenses are not cash oriented.

1. Presently the Company accrues \$450 for its accountant and \$500 for its auditors to review the Form 10-QSB. For the Form 10-KSB the Company accrues \$750 for its accountant to prepare the required working papers and \$1,900 for the auditors to examine the year-end financial statements and to render a report thereon. During the current period no payments were made to the auditors or accountants.

2. The Company will have to pay \$533 for re-staking the claims this year.

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3. The Company charges \$200 for the filing of its Form 10-KSB and \$100 for each of its 10-QSB's. In addition, the State of Nevada charges \$260 for filing the list of directors and officers each year.

4. Estimate of future photocopying, faxing and courier charges.

5. Each year, the Company is charged a fee of \$1,200 by its transfer agent to act on its behalf. In addition, there will be interest of \$400 accrued on the outstanding balance.

If directors and officers no longer supply the required funds to the Company to pay the above noted cash requirements and to maintain the Brookmount claim in good standing, there is the possibility that the Company will eventually cease to be a going concern.

The Company does not anticipate acquiring any significant assets in the foreseeable future.

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At present, the directors devote time to the affairs of the Company as required. There are no plans to hire any employees at this time.

Results of Operations

To date the Company has had no operations and has not attempted to undertake an exploration program on the Brookmount claim.

PART 11. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

Management is not aware of any legal proceedings contemplated by any governmental authority or any other party involving the Company or its mineral claim. No director, officer or affiliate of the Company is (i) a party adverse to the Company in any legal proceedings, or (ii) has an adverse interest to the Company in any legal proceedings. Management is not aware of any other legal proceedings pending or that have been threatened against the Company or its mineral claim.

ITEM 2. CHANGES IN SECURITIES AND USE OF PROCEEDS

There has been no change in securities since the Company fiscal year end.

ITEM 3. DEFAULT UPON SENIOR SECURITIES

No report is required.

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

No matters were submitted to the security holders during the current period.

ITEM 5. OTHER INFORMATION

Not applicable.

ITEM 6. EXHIBITS, REPORTS ON FORM 8-K AND SECTION 14 OF THE SECURITIES

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EXCHANGE ACT OF 1934, AS AMENDED.

1. Certificate of Incorporation, Articles of Incorporation and By-laws
- 1.1 Certificate of Incorporation (incorporated by reference from the Company's Registration Statement on Form 10-SB filed on December 27, 2000).
- 1.2 Articles of Incorporation (incorporated by reference from the Company's Registration Statement on Form 10-SB filed on December 27, 2000).
- 1.3 By laws (incorporated by reference from the Company's Registration Statement on Form 10-SB filed on December 27, 2000).

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SIGNATURES

In accordance with the requirements of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

BROOKMOUNT EXPLORATIONS INC.
(Registrant)

By: /s/ "Vic Stilwell"

Vic Stilwell
President and Director

By: /s/ "Norman Goodson"

Norman Goodson
Secretary Treasurer and Director

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CERTIFICATION PURSUANT TO
SECTION 301 (A) OF THE SARBANES-OXLEY ACT OF 2002

I, Vic Stilwell, certify that:

1. I have received this quarterly report of Form 10-QSB of Brookmount Explorations Inc., the registrant;
2. Based on my knowledge, this quarterly report does not contain any untrue statements of a material fact or omit to state a material fact necessary to make the statement made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report.
3. Based on my knowledge, the financial statements, other than financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and we have:
 - a. designed such disclosure controls and procedures to ensure that material information relating to the registrant is made know to us by others within those entities, particularly during the period in which this quarterly report is being prepared;
 - b. evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this quarterly report (the "Evaluation Date"); and
 - c. presented in this quarterly report our conclusion about effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the registrant's board of directors:
 - a. all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal control; and
 - b. any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and
6. The registrant's other certifying officer and I have indicated in this quarterly report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regards to significant deficiencies and material weaknesses.

/s/ "Vic Stilwell"

Vic Stilwell, President and Director

PRESIDENT'S CERTIFICATION

CERTIFICATE PURSUANT TO
18 U.S.C. SECTION 1350
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report on the Form 10-QSB of Brookmount Explorations Inc. for the three months ended February 28, 2002, as filed with the Securities and Exchange Commission on the date hereof, I, Vic Stilwell, President and Director, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of his knowledge and belief:

1. The Quarterly Report fully complies with the requirements of Section 13 (a) or 15 (d) of the Securities and Exchange Act of 1934, as amended; and
2. The information contained in this Quarterly Report fairly presents, in all material respects, the financial condition and results of operation of the Company.

/s/ "Vic Stilwell"

Vic Stilwell
President and Director

CERTIFICATION PURSUANT TO
SECTION 301 (A) OF THE SARBANES-OXLEY ACT OF 2002

I, Norman Goodson, certify that:

1. I have received this quarterly report of Form 10-QSB of Brookmount Explorations Inc., the registrant;
2. Based on my knowledge, this quarterly report does not contain any untrue statements of a material fact or omit to state a material fact necessary to make the statement made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report.
3. Based on my knowledge, the financial statements, other than financial

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information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and we have:
 - a. designed such disclosure controls and procedures to ensure that material information relating to the registrant is made know to us by others within those entities, particularly during the period in which this quarterly report is being prepared;
 - b. evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this quarterly report (the "Evaluation Date"); and
 - c. presented in this quarterly report our conclusion about effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the registrant's board of directors:
 - a. all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal control; and
 - b. any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and
6. The registrant's other certifying officer and I have indicated in this quarterly report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regards to significant deficiencies and material weaknesses.

/s/ "Norman Goodson"

Norman Goodson, Secretary Treasurer and
Director

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SECRETARY TREASURER'S CERTIFICATION

CERTIFICATE PURSUANT TO
18 U.S.C. SECTION 1350
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

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In connection with the Quarterly Report on the Form 10-QSB of Brookmount Explorations Inc. for the three months ended February 28, 2002, as filed with the Securities and Exchange Commission on the date hereof, I, Norman Goodson, Secretary Treasurer and Director, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of his knowledge and belief:

1. The Quarterly Report fully complies with the requirements of Section 13 (a) or 15 (d) of the Securities and Exchange Act of 1934, as amended; and
2. The information contained in this Quarterly Report fairly presents, in all material respects, the financial condition and results of operation of the Company.

/s/ "Norman Goodson"

Norman Goodson
Secretary Treasurer and Director