

BROOKMOUNT EXPLORATIONS INC  
Form 10QSB  
July 15, 2008

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

**FORM 10-QSB**

Quarterly Report Under Section 13 or 15(d) of the Securities Exchange Act of 1934

For the quarterly period ended May 31, 2008

Transition Report Under Section 13 or 15(d) of the Exchange Act

For the transition period \_\_\_\_\_ to \_\_\_\_\_

Commission File Number 000-32181

BROOKMOUNT EXPLORATIONS INC.

(Exact name of small business issuer as specified in its charter)

Nevada

(State or other jurisdiction of incorporation or  
organization)

98-0201259

(IRS Employer Identification No.)

**3888 Sound Way  
P.O. Box 9754  
Bellingham, Washington 98227-9754  
USA**

(Address of principal executive offices)

**206-497-2138**

(Issuer's telephone number)

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

Check whether the issuer (1) filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the past 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

State the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date:  
37,621,600 shares of \$0.001 par value common stock outstanding as of July 14, 2008.

**BROOKMOUNT EXPLORATIONS INC.**

(An Exploration Stage Company)

FINANCIAL STATEMENTS

MAY 31, 2008

(Unaudited)

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**BROOKMOUNT EXPLORATIONS INC.**

(An Exploration Stage Company)

**BALANCE SHEETS**

(Unaudited)

	May 31, 2008	November 30, 2007
<b><u>ASSETS</u></b>		
Current assets		
Cash	\$ <u>4,510</u>	\$ <u>23,950</u>
 <b><u>LIABILITIES</u></b>		
Current liabilities		
Accounts payable and accrued liabilities	\$ 191,363	\$ 210,082
Due to related parties	<u>234,451</u>	<u>200,081</u>
	<u>425,814</u>	<u>410,163</u>
 <b><u>STOCKHOLDERS DEFICIT</u></b>		

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Common stock, \$0.001 par value:		
200,000,000 shares authorized		
37,621,600 shares issued (November 30, 2007	37,621	37,588
37,588,267)		
Additional paid-in capital	4,524,033	4,516,067
Stock subscriptions receivable	(6,600)	(6,600)
Deficit accumulated during the exploration stage	<u>(4,976,358)</u>	<u>(4,933,268)</u>
	<u>(421,304)</u>	<u>(386,213)</u>
	\$	\$
	<u>4,510</u>	<u>23,950</u>

SEE ACCOMPANYING NOTES

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**BROOKMOUNT EXPLORATIONS INC.**

(An Exploration Stage Company)

## STATEMENTS OF OPERATIONS

(Unaudited)

	Three months ended May 31		Six months ended May 31,		December 9, 1999 (Date of Inception) to May 31, 2008
	<u>2008</u>	<u>2007</u>	<u>2008</u>	<u>2007</u>	<u>2008</u>
Expenses					
General and administrative	\$ (76,674)	\$ 101,295	\$ 11,729	\$ 183,343	\$ 2,506,439
Mineral property costs	<u>31,361</u>	<u>67,721</u>	<u>31,361</u>	<u>70,697</u>	<u>2,469,919</u>
Net loss (income)	\$ <u>(45,313)</u>	\$ <u>169,016</u>	\$ 43,090	\$ <u>254,040</u>	\$ <u>4,976,358</u>
Basic and diluted loss per share	\$ <u>(0.00)</u>	\$ <u>(0.01)</u>	\$ <u>(0.00)</u>	\$ <u>(0.01)</u>	
Weighted average number of shares outstanding	<u>37,621,600</u>	<u>26,123,502</u>	<u>37,621,236</u>	<u>26,025,059</u>	

SEE ACCOMPANYING NOTES



**BROOKMOUNT EXPLORATIONS INC.**

(An Exploration Stage Company)

## STATEMENTS OF CASH FLOWS

(Unaudited)

	Six months ended <u>May 31, 2008</u>	Six months ended <u>May 31, 2007</u>	December 9, 1999 (date of inception) To <u>May 31, 2008</u>
Cash Flows from Operating Activities			
Net loss	\$ (43,090)	\$ (254,040)	\$ (4,976,358)
Add items not affecting cash:			
Amortization	-	130	1,813
Capital contributions	-	-	29,250
Common stock issued for services	-	-	462,880
Common stock issued for mineral property	-	-	2,216,250
Provision for unrecoverable advances	-	-	193,618
Changes in non-cash working capital:			
Prepaid expenses	-	5,878	-
Accounts payable and accrued liabilities	<u>(18,718)</u>	<u>54,868</u>	<u>215,073</u>
Cash Flows Used In Operations	<u>(61,808)</u>	<u>(193,164)</u>	<u>(1,857,474)</u>
Cash Flows from Investing Activities			
Advances	-	-	(193,617)
Acquisition of equipment	=	=	<u>( 1,813)</u>
Cash Flows Used In Investing Activities	=	=	<u>(195,430)</u>
Cash Flows from Financing Activities			
Due to related parties	34,369	167,365	628,128
Common stock issued, net	<u>7,999</u>	<u>20,000</u>	<u>1,429,286</u>
Cash Flows Provided by Financing Activities	<u>42,368</u>	<u>187,365</u>	<u>2,057,414</u>



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Increase (decrease) in cash	(19,440)	(5,799)	4,510
Cash, beginning	<u>23,950</u>	<u>18,091</u>	=
Cash, ending	\$	\$	\$
	<u>4,510</u>	<u>12,292</u>	<u>4,510</u>

Supplemental Disclosure of Cash Flow

Information

Cash paid for:

Interest	\$	\$	\$
	=	=	=
Income taxes	\$	\$	\$
	=	=	=

SEE ACCOMPANYING NOTES

**BROOKMOUNT EXPLORATIONS INC.**

(An Exploration Stage Company)

NOTES TO THE FINANCIAL STATEMENTS

May 31, 2008

(Unaudited)

Note 1

Basis of Presentation

The accompanying unaudited interim financial statements have been prepared in accordance with generally accepted accounting principles for interim financial information and in accordance with the rules and regulations of the Securities and Exchange Commission. They may not include all information and footnotes required by generally accepted accounting principles for complete financial statements. However, except as disclosed herein, there has been no material changes in the information disclosed in the notes to the financial statements for the year ended November 30, 2007, included in the Company's Form 10-KSB filed with the Securities and Exchange Commission. The unaudited interim financial statements should be read in conjunction with those financial statements included in the Form 10-KSB. In the opinion of Management, all adjustments considered necessary for a fair presentation, consisting solely of normal recurring adjustments, have been made. Operating results for the three months ended May 31, 2008 are not necessarily indicative of the results that may be expected for the year ending November 30, 2008.

Note 2

Advances

During the year ending November 30, 2006, \$150,000 was withdrawn from the Company's bank account by a former director of the Company. The former director was not an authorized signatory on the Company's bank account and had not been granted any such authority to withdraw the funds by the Company's Board of Directors. Upon completion of an investigation, the Company determined that the former director had not used the funds for corporate purposes. The Company took legal action against the former director in an effort to recover the \$150,000. As a result, the Supreme Court of British Columbia ordered the former director to pay the Company a sum of USD \$173,700 plus accrued interest of USD \$5,341. The sum of \$200,000 was received by the Company in May 2008 and included in general and administrative expenses.

Note 3

Mineral Properties

a)

Mercedes Property, Junin, Peru

Pursuant to a property acquisition agreement dated July 3, 2003, and amended on January 24, 2005, the Company acquired a 100% interest in 2,611 hectares located in Central Peru from a director of the Company (the Vendor ) for consideration of \$22,500 (paid) and the issuance of 5,000,000 common shares valued at \$0.40 per share (issued). The property is held in trust by the Vendor for the Company. Upon request from the Company the title will be recorded in the name of the Company. At May 31, 2008, the title of this property has not been recorded in the name of the Company.

b) Rock Creek Claims, British Columbia, Canada

On May 25, 2006, the Company entered into an option agreement (the Agreement ) to acquire an option to purchase 100% of the issued share capital of 722161 B.C. Ltd ( BC Ltd ) on the following terms:

1.

The Company must issue 100,000 common shares upon execution of the Agreement (issued);

2. Although the Company has not made its cash payments in accordance with the Agreement, BC Ltd has agreed to uphold the Agreement to date. In accordance with the Agreement, the Company is obliged make cash payments totaling CAD\$250,000 as follows:

-

August 15, 2006 - \$10,000; (paid)

-

September 15, 2006 - \$12,500; (paid)

-

November 15, 2006 - \$12,500; (unpaid)

-

\$12,500 on or before January 15, 2007 , and installment payments of \$12,500 quarterly thereafter on or before the 15<sup>th</sup> days of April, July October and January of each year until the total of \$250,000 has been paid or satisfied;

3. The Company must issue 500,000 common shares in four equal tranches of 125,000 each on or before the 15<sup>th</sup> of October in each of 2006, 2007, 2008 and 2009. During the year November 30, 2006, the Company issued 125,000 shares. No other shares have been issued;

4. The Company must incur exploration expenses of \$1,000,000 over a period of five years from the date of the Agreement. BC Ltd has a 56% interest in mineral claims located in the Rock Creek area of British Columbia, Canada.

At February 29, 2008, the Company was in default of the Agreement. On March 31, 2008, a formal notice of default was issued to the Company by BC Ltd. The Company has 30 days to cure the default at which time the agreement will be terminated except as to the Company's obligations prior to the default of approximately \$80,000 which has been recorded as a liability by the Company. As at May 31, 2008, the Company has not cure the default.

Note 4

#### Capital Stock

During the six month period ended May 31, 2008, the Company issued 33,333 shares of common stock for net cash proceeds of \$7,999; and

As at May 31, 2008, the Company has not granted any stock options or warrants.

## Item 2. Management's Discussion and Analysis or Plan of Operation

### FORWARD LOOKING STATEMENTS

This quarterly report contains forward-looking statements that involve risks and uncertainties. We use words such as anticipate, believe, plan, expect, future, intend and similar expressions to identify such forward-looking statements. You should not place too much reliance on these forward-looking statements. Our actual results are likely to differ materially from those anticipated in these forward-looking statements for many reasons, including the risks faced by us described in the Risk Factors section of our annual report on Form 10KSB and 10KSB/A and elsewhere in this quarterly report.

#### *Plan of Operations*

Our plan of operations for the twelve months following the date of this quarterly report is to complete a secondary exploration program on the Mercedes property. We anticipate that this program will cost approximately \$250,000.

In addition, we anticipate spending \$60,000 on professional fees, \$240,000 on salaries and wages, \$40,000 on travel costs, \$40,000 on promotional expenses and \$40,000 on other administrative expenses in the next 12 months.

Total expenditures over the next 12 months are therefore expected to be \$670,000. We will not be able to proceed with either exploration program, or meet our administrative expense requirements, without additional financing.

On May 25, 2006, the Company entered into an option agreement (the "Agreement") to acquire an option to purchase 100% of the issued share capital of 722161 B.C. Ltd ( "BC Ltd") on the following terms:

- 1.

The Company must issue 100,000 common shares upon execution of the Agreement (issued);

2. Cash payments totaling CAD\$250,000 as follows:

-

August 15, 2006 - \$10,000; (paid)

-

September 15, 2006 - \$12,500; (paid)

-

November 15, 2006 - \$12,500; (unpaid)

-

\$12,500 (unpaid) on or before January 15, 2007 , and installment payments of \$12,500 quarterly thereafter on or before the 15<sup>th</sup> days of April, July October and January of each year until the total of \$250,000 (unpaid) has been paid or satisfied;

3.

The Company must issue 500,000 common shares in four equal tranches of 125,000 each on or before the 15<sup>th</sup> of October in each of 2006, 2007, 2008 and 2009. As at February 29, 2008, he Company had issued 125,000 shares;

4.

The Company must incur exploration expenses of \$1,000,000 over a period of five years from the date of the Agreement. BC Ltd has a 56% interest in mineral claims located in the Rock Creek area of British Columbia, Canada.

At February 29, 2008, the Company was in default of the Agreement. On March 31, 2008, a formal notice of default was issued to the Company by BC Ltd. The Company has 30 days to cure the default at which time the agreement will be terminated except as to the Company's obligations prior to the default of approximately \$80,000 which has been recorded as a liability by the Company.



*Results of Operations for Three Month Period Ended May 31, 2008*

We incurred operating expenses in the amount of \$154,687 for the three month period ended May 31, 2008, as compared to \$169,016 for the comparative period in 2007. During the three month ended May 31, 2008, we received \$200,000 as proceeds from the settlement of a lawsuit. As a result, the net income for the three month ended May 31, 2008 was \$45,313.

As of May 31, 2008, we had cash on hand of \$4,510 and total assets of \$4,510. Our liabilities at the same date totaled \$425,814 and consisted of accounts payable and accrued liabilities of \$191,363 and \$234,451 due to related parties.

**Item 3. Controls and Procedures**

The Principal Executive Officer and Principal Financial Officer conducted an evaluation of the effectiveness of the design and operation of the Company's disclosure controls and procedures (as defined in Rule 13a-15(e) under the Securities Exchange Act of 1934, as amended (the Exchange Act)) as of the end of the period covered by this report. Based on that evaluation, the Principal Executive Officer and Principal Financial Officer concluded that the Company's disclosure controls and procedures were effective as of the end of the period covered by this report. There were no significant changes in internal control over financial reporting (as defined in Rule 13a-15(f) under the Exchange Act) that occurred during the second quarter of 2008 that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

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**PART II - OTHER INFORMATION**

**Item 1. Legal Proceedings.**

On June 29, 2006, a former director of the Company commenced legal action against the Company and its directors. The former director is claiming damages in excess of \$5,000,000 for alleged breach of contract, libel, fraud, intentional deceit, wrongful conduct and emotional distress. On February 12, 2007, the United States District Court issued a notice of dismissal with respect to this legal action in its entirety.

During the year ending November 30, 2006, \$150,000 was withdrawn from the Company's bank account by a former director of the Company. The former director was not an authorized signatory on the Company's bank account and had not been granted any such authority to withdraw the funds by the Company's Board of Directors. Upon completion of



an investigation, the Company determined that the former director had not used the funds for corporate purposes. The Company took legal action against the former director in an effort to recover the \$150,000. As a result, the Supreme Court of British Columbia ordered the former director to pay the Company a sum of USD \$173,700 plus accrued interest of USD \$5,341. The sum of \$200,000 was received by the Company in May 2008 and included in general and administrative expenses.

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**Item 2. Defaults Upon Senior Securities.**

None.

**Item 3. Submission of Matters to a Vote of Security Holders.**

None.

**Item 4. Exhibits.**

31.1 Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

32.1 Certification 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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**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.**

/s/ Peter Flueck

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Peter Flueck

President, Chief Executive

Officer and Director

(Principal Executive Officer)

Date: July 14, 2008

**Exhibit 31.1**

**CERTIFICATION**

I, Peter Flueck, certify that:

1.

I have reviewed this quarterly report on Form 10-QSB of Brookmount Explorations, Inc.;

2.

Based on my knowledge, this report does not contain any untrue statement of material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;

3.

Based on my knowledge, the financial statements, and other 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 report;

4.

The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:

a)

designed such disclosure controls and procedures, or caused such disclosure control and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b)

evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation;

c)

disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5.

The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

a)

all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process summarize and report financial information; and

b)

any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: July 14, 2008

/s/ Peter Flueck

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Peter Flueck, President and C.E.O.

(Principal Executive Officer)

**Exhibit 32.1**

**CERTIFICATION 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 of Brookmount Explorations Inc. (the Company ) on Form 10-QSB for the period ended May 31, 2008 as filed with the Securities and Exchange Commission on the date hereof (the Report ), the undersigned, in the capacities and on the dates indicated below, hereby certifies pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to his knowledge:

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

Date: July 14, 2008

/s/ Peter Flueck

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Peter Flueck, President and CEO

(Principal Executive Officer)