

BROOKMOUNT EXPLORATIONS INC  
Form 10-Q  
October 13, 2009

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 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 **August 31, 2009**

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Transition Report pursuant to 13 or 15(d) of the Securities Exchange Act of 1934

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

98-0201259

-----  
*(State or other jurisdiction of  
incorporation or organization)*

-----  
*(IRS Employer Identification No.)*

1465 Slater Road  
Ferndale, Washington

98248

-----  
*(Address of principal executive offices)*

-----  
*(Postal or Zip Code)*

*Issuer's telephone number, including area code:*

(206) 497-2138  
-----

N/A

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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 Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the issuer 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 large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of accelerated filer and large accelerated filer in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

Small 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

State the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date: **40,098,740 shares of \$0.001 par value common stock outstanding as of October 8, 2009.**

**PART I.**

**FINANCIAL INFORMATION**

**Item 1.**

**Financial Statements**

The financial statements of Brookmount Explorations Inc. (the Company, "we", "our", "us"), included herein were 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 as included in the Company's Form 10-K for the period ended November 30, 2008.

**BROOKMOUNT EXPLORATIONS INC.**

**(AN EXPLORATION STAGE COMPANY)**

**FINANCIAL STATEMENTS**

**AUGUST 31, 2009**

**Unaudited**



**Brookmount Explorations Inc.**  
**(An Exploration Stage Company)**

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**Brookmount Explorations Inc.**  
**(An Exploration Stage Company)**  
Consolidated Balance Sheets

	August 31, <u>2009</u> (Unaudited)	November 30, <u>2008</u>
<b>ASSETS</b>		
Current Assets:		
Cash	\$ 37,453	\$ 10,575
Total Assets	\$ 37,453	\$ 10,575
<b>LIABILITIES AND STOCKHOLDERS' DEFICIT</b>		
Current Liabilities:		
Accounts payable and accrued liabilities (Note 6)	\$ 202,702	\$ 197,176
Due to related parties (Note 6)	556,893	407,142
Total Liabilities	759,595	604,318
Commitments and Contingencies (Notes 1 and 4)	-	-
Stockholders' Deficit:		
Common Stock, \$0.001 par value, 200,000,000 shares authorized,		

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40,098,740 and 38,158,503 shares issued at August 31, 2009

and November 30, 2008, respectively (Note 5)

	40,098	38,158
Additional paid-in capital	4,684,649	4,560,489
Stock subscriptions receivable	(6,600)	(6,600)
Deficit accumulated during the exploration stage	(5,440,289)	(5,185,790)
Total Stockholders' Deficit	(722,142)	(593,743)
	\$	\$
Total Liabilities and Stockholders' Deficit	37,453	10,575

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

**Brookmount Explorations Inc.****(An Exploration Stage Company)**

## Consolidated Statements of Operations

(Unaudited)

	Three months ended August 31,		Nine months ended August 31,		December 9, 1999 (date of inception) to <u>August 31,</u> <u>2009</u>
	<u>2009</u>	<u>2008</u>	<u>2009</u>	<u>2008</u>	
REVENUE:	\$ -	\$ -	\$ -	\$ -	\$ -
EXPENSES:					
General and administrative (Note 6)	94,679	96,302	250,166	308,031	3,152,655
Mineral property costs (Note 4)	9,010	-	9,010	31,361	2,492,311
Total Expenses	(103,689)	(96,302)	(259,176)	(339,392)	(5,644,966)
Other income (loss)	4,677	-	4,677	200,000	204,677
Net Income (loss)	\$ (99,012)	\$ (96,302)	\$ (254,499)	\$ (139,392)	\$ (5,440,289)
Basic and diluted net income (loss)	\$ (0.00)	\$ (0.00)	\$ (0.01)	\$ (0.00)	

per share

Weighted average  
shares used in  
calculating

Basic and diluted  
net income (loss)  
per share

39,313,142	37,656,383	38,846,143	37,632,873
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*The accompanying notes are an integral part of these financial statements.*



**Brookmount Explorations Inc.****(An Exploration Stage Company)**

## Consolidated Statements of Changes in Stockholders Deficit

For the period December 9, 1999 (date of inception) to August 31, 2009

	Common Stock		Additional	Stock	Deficit	
	<u>Shares</u>	<u>Amount</u>	<u>Paid-in</u>	<u>Subscriptions</u>	Accumulated	<u>Total</u>
			<u>Capital</u>	<u>Receivable</u>	During the	
					Exploration	
					<u>Stage</u>	
<b>Balance at December 9, 1999</b>		\$				
<b>(date of inception)</b>	-	-	\$ -	\$ -	\$ -	\$ -
Common stock issued for cash at \$0.001	3,500,000	3,500	-	-	-	3,500
Common stock issued for cash at \$0.002	5,750,000	5,750	5,750	-	-	11,500
Common stock issued for cash at \$0.20	32,400	32	6,448	-	-	6,480
Contributions to capital by officers	-	-	9,000	-	-	9,000
Net loss for the period	-	-	-	-	(31,327)	(31,327)
<b>Balance at November 30, 2000</b>	9,282,400	9,282	21,198	-	(31,327)	(847)
Contributions to capital by officers	-	-	9,000	-	-	9,000
Net loss for the year	-	-	-	-	(17,215)	(17,215)
<b>Balance at November 30, 2001</b>	9,282,400	9,282	30,198	-	(48,542)	(9,062)
Contributions to capital by officers	-	-	9,000	-	-	9,000
Net loss for the year	-	-	-	-	(17,811)	(17,811)

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<b>Balance at November 30, 2002</b>	9,282,400	9,282	39,198	-	(66,353)	(17,873)
Common stock issued for cash at \$0.25	176,500	177	43,948	-	-	44,125
Common stock issued for cash at \$0.50	250,000	250	125,262	-	-	125,512
Contributions to capital by officers	-	-	2,250	-	-	2,250
Net loss for the year	-	-	-	-	(164,407)	(164,407)
<b>Balance at November 30, 2003</b>	9,708,900	9,709	210,658	-	(230,760)	(10,393)
Common stock issued for cash at \$0.50	575,948	576	287,398	(100)	-	287,874
Net loss for the year	-	-	-	-	(322,261)	(322,261)
<b>Balance at November 30, 2004</b>	10,284,848	10,285	498,056	(100)	(553,021)	(44,780)
Common stock issued for cash at \$0.21	100,000	100	21,130	-	-	21,230
Common stock issued for cash at \$0.25	200,000	200	46,300	-	-	46,500
Common stock issued for cash at \$0.35	134,100	134	46,867	(6,500)	-	40,501
Common stock issued for cash at \$0.40	62,500	63	24,937	-	-	25,000
Common stock issued for cash at \$0.50	411,190	411	205,184	-	-	205,595
Common stock issued for cash at \$0.56	35,714	35	19,965	-	-	20,000
Common stock issued for cash at \$0.60	10,333	10	6,190	-	-	6,200
Common stock issued for cash at \$0.63	30,000	30	18,870	-	-	18,900
Common stock issued for mineral property at \$0.40	5,000,000	5,000	1,995,000	-	-	2,000,000
Common stock issued for mineral property at \$0.30	500,000	500	149,500	-	-	150,000
Net loss for the year	-	-	-	-	(2,510,579)	(2,510,579)
<b>Balance at November 30, 2005</b>	16,768,685	16,768	3,031,999	(6,600)	(3,063,600)	(21,433)

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



**Brookmount Explorations Inc.****(An Exploration Stage Company)**

## Consolidated Statements of Changes in Stockholders Deficit

For the period December 9, 1999 (date of inception) to August 31, 2009

	Common Stock		Additional	Stock	Deficit	
	<u>Shares</u>	<u>Amount</u>	<u>Paid-in</u>	<u>Subscriptions</u>	Accumulated	
			<u>Capital</u>	<u>Receivable</u>	During the	<u>Total</u>
					Exploration	
					<u>Stage</u>	
<b>Balance at November 30, 2005</b>	16,768,685	16,768	3,031,999	(6,600)	(3,063,600)	(21,433)
Common stock issued for cash at \$0.09	1,580,000	1,580	131,366	-	-	132,946
Common stock issued for cash at \$0.40	759,975	760	274,240	-	-	275,000
Common stock issued for cash at \$0.60	163,001	163	99,837	-	-	100,000
Common stock issued for mineral property at \$0.10	100,000	100	9,900	-	-	10,000
Common stock issued for mineral property at \$0.15	375,000	375	55,875	-	-	56,250
Common stock issued for services	7,921,000	7,921	2,021,241	-	-	2,029,162
Common stock cancelled	(5,291,000)	(5,291)	(1,560,992)	-	-	(1,566,283)
Common stock issued for debt	3,621,841	3,622	175,953	-	-	179,575
Net loss for the year	-	-	-	-	(1,403,413)	(1,403,413)
<b>Balance at November 30, 2006</b>	25,998,502	25,998	4,239,419	(6,600)	(4,467,013)	(208,196)
	125,000	125	14,875	-	-	15,000

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Common stock issued for cash at \$0.12						
Common stock issued for cash at \$0.11	45,454	46	4,851	-	-	4,897
Common stock issued for cash at \$0.35	28,571	29	10,249	-	-	10,278
Common stock issued for cash at \$0.30	33,333	33	10,092	-	-	10,125
Common stock issued for cash at \$0.30	33,333	33	10,092	-	-	10,125
Common stock issued for debt at \$0.021	11,324,074	11,324	226,489	-	-	237,813
Net loss for the year	-	-	-	-	(466,255)	(466,255)
<b>Balance at November 30, 2007</b>	<b>37,588,267</b>	<b>37,588</b>	<b>4,516,067</b>	<b>(6,600)</b>	<b>(4,933,268)</b>	<b>(386,213)</b>
Common stock issued for cash at \$0.30	33,333	33	9,966	-	-	9,999
Common stock issued for cash at \$0.10	100,000	100	9,900	-	-	10,000
Common stock issued for cash at \$0.12	41,666	42	4,958	-	-	5,000
Common stock issued for cash at \$0.07	28,571	29	1,971	-	-	2,000
Common stock issued for cash at \$0.05	200,000	200	9,800	-	-	10,000
Common stock issued for services at \$0.06	166,666	166	9,833	-	-	9,999
Share issue cost	-	-	(2,006)	-	-	(2,006)
Net loss for the year	-	-	-	-	(252,522)	(252,522)
<b>Balance at November 30, 2008</b>	<b>38,158,503</b>	<b>38,158</b>	<b>4,560,489</b>	<b>(6,600)</b>	<b>(5,185,790)</b>	<b>(593,743)</b>
Common stock issued for cash at \$0.05	200,000	200	9,800	-	-	10,000
Common stock issued for cash at \$0.07	1,428,571	1,428	98,572	-	-	100,000
Common stock issued for services at \$0.06	166,666	167	9,833	-	-	10,000
Common stock issued for services at \$0.03	120,000	120	3,480	-	-	3,600
Common stock issued for services at \$0.10	25,000	25	2,475	-	-	2,500
Net loss for the period	-	-	-	-	(254,499)	(254,499)
<b>Balance at August 31, 2009 (unaudited)</b>	<b>40,098,740</b>	<b>40,098</b>	<b>4,684,649</b>	<b>\$ (6,600)</b>	<b>(5,440,289)</b>	<b>(722,142)</b>

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

**Brookmount Explorations Inc.****(An Exploration Stage Company)**

## Consolidated Statements of Cash Flows

(Unaudited)

	Nine months ended August 31,		December 9, 1999
	<u>2009</u>	<u>2008</u>	(date of inception) <u>to August 31, 2009</u>
<b>Cash Flows from Operating Activities</b>			
Net loss	\$ (254,499)	\$ (139,392)	\$ (5,440,289)
Adjustments to reconcile net loss to net cash used by operating activities			
Amortization	-	-	1,813
Capital contributions	-	-	29,250
Common stock issued for services	16,100	-	488,980
Common stock issued for mineral property	-	-	2,216,250
Provision for unrecoverable advances	-	-	193,618
Changes in operating assets and liabilities			
Accounts payable and accrued liabilities	5,526	(17,557)	226,412
Net cash used by operating activities	(232,873)	(156,949)	(2,283,966)
<b>Cash Flows from Investing Activities</b>			
Advances	-	-	(193,617)
Acquisition of equipment	-	-	(1,813)
Net cash used by investing activities	-	-	(195,430)
<b>Cash Flows from Financing Activities</b>			
Due to related parties	149,751	115,168	950,570

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Common stock issued, net	110,000	17,985	1,566,279
Net cash provided by financing activities	259,751	133,153	2,516,849
Increase (decrease) in cash	26,878	(23,796)	37,453
Cash, beginning of period	10,575	23,950	-
	\$	\$	\$
Cash, end of period	37,453	154	37,453
Supplemental disclosures information:			
	\$	\$	\$
Interest paid	-	-	-
	\$	\$	\$
Income taxes paid	-	-	-

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

**Brookmount Explorations Inc.**

**(An Exploration Stage Company)**

Notes to Consolidated Financial Statements

August 31, 2009

(Unaudited)

**NOTE 1 NATURE OF CONTINUED OPERATIONS AND BASIS OF PRESENTATION**

The Company is an exploration stage company. The Company is incorporated in Nevada and was organized for the purpose of acquiring, exploring and developing mineral properties. The recoverability of amounts from properties acquired will be dependent upon discovery of economically recoverable reserves, confirmation of the Company's interest in the underlying property, the ability of the Company to obtain necessary financing to satisfy the expenditure requirements under the property agreement and to complete the development of the property and upon future profitable production.

In December 2006, the Company incorporated a wholly-owned subsidiary, Brookmount Peru SAC, in Peru. As at August 31, 2009, this subsidiary is inactive and has no assets or liabilities

**Going Concern**

The consolidated financial statements have been prepared on the basis of a going concern which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. The Company has a working capital deficiency of \$722,142 at August 31, 2009 (November 30, 2008 - \$593,743) and has incurred losses since inception of \$5,440,289 and further losses are anticipated in the development of its mineral properties raising substantial doubt as to the Company's ability to continue as a going concern. The ability of the Company to continue as a going concern is dependent on raising additional capital to fund ongoing exploration and development and ultimately on generating future profitable operations. Management plans to continue funding the Company's operations with advances, other debt sources and further equity placements.

## **NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

### Basis of Presentation

The unaudited interim consolidated financial statements of the Company have been prepared in accordance with generally accepted accounting principles for interim financial information and with the instructions to Form 10-Q of Article 10 of Regulations S-X in the United States of America and are presented in United States dollars. They do not include all information and footnotes required by United States 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 consolidated financial statements for the year ended November 30, 2008 included in the Company's Annual Report on Form 10-K filed with the Securities and Exchange Commission. The interim unaudited consolidated financial statements should be read in conjunction with those consolidated financial statements included in Form 10-K. In the opinion of Management, all adjustments considered necessary for fair presentation, consisting solely of normal recurring adjustments, have been made. Operating results for the nine months ended August 31, 2009 are not necessarily indicative of the results that may be expected for the year ending November 30, 2009.

### Exploration Stage Company

The Company complies with Financial Accounting Standards Board Statement No. 7 its characterization of the Company as an exploration stage enterprise.

### Mineral Property

The Company is primarily engaged in the acquisition, exploration and development of mineral properties. Mineral property acquisition costs are capitalized in accordance with EITF 04-2 when management has determined that probable future benefits consisting of a contribution to future cash inflows, have been identified and adequate financial resources are available or are expected to be available as required to meet the terms of property acquisition and budgeted exploration and development expenditures.

Mineral property acquisition costs are expensed as incurred if the criteria for capitalization is not met. Mineral property exploration costs are expensed as incurred. When it has been determined that a mineral property can be economically developed as a result of establishing proven and probable reserves, the costs incurred to develop such property are capitalized. As of the date of these financial statements, the Company has incurred only acquisition and exploration costs which have been expensed. To date the Company has not established any proven or probable reserves on its mineral properties.





**Brookmount Explorations Inc.**

**(An Exploration Stage Company)**

Notes to Consolidated Financial Statements

August 31, 2009

(Unaudited)

**NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**

Use of Estimates and Assumptions

The preparation of consolidated financial statements in conformity with generally accepted accounting principles 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 revenues and expenses during the period. Actual results could differ from those estimates.

Foreign Currency Translation

The consolidated financial statements are presented in United States dollars. In accordance with Statement of Financial Accounting Standards No. 52, Foreign Currency Translation, foreign denominated monetary assets and liabilities are translated into their United States dollar equivalents using foreign exchange rates which prevailed at the balance sheet date. Revenue and expenses are translated at average rates of exchange during the year. Gains or losses resulting from foreign currency transactions are included in results of operations.

Fair Value of Financial Instruments

Financial instruments are recorded at fair value in accordance with FASB Statement No. 157.

### Environmental Costs

Environmental expenditures that relate to current operations are expensed or capitalized as appropriate. Expenditures that relate to an existing condition caused by past operations, and which do not contribute to current or future revenue generation, are expensed. Liabilities are recorded when environmental assessments and/or remedial efforts are probable, and the cost can be reasonably estimated. Generally, the timing of these accruals coincides with the earlier of completion of a feasibility study or the Company's commitments to plan of action based on the then known facts.

### Income Taxes

The Company follows the liability method of accounting for income taxes. Under this method, deferred income tax assets and liabilities are recognized for the estimated tax consequences attributable to differences between the financial statement carrying values and their respective income tax basis (temporary differences). The effect on deferred income tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date.

At November 30, 2008 a full deferred tax asset valuation allowance has been provided and no deferred tax asset benefit has been recorded.

### Loss Per Share

Basic loss per share includes no dilution and is computed by dividing loss available to common stockholders by the weighted average number of common shares outstanding for the period. Dilutive loss per share reflects the potential dilution of securities that could share in the earnings of the Company. The dilutive securities are excluded from the computation of diluted securities outstanding, as they would have been an anti-dilutive impact; therefore, basic loss per share is equal to dilutive loss per share.

### Stock-based Compensation

The Company has not adopted a stock option plan and has not granted any stock options. Accordingly no stock-based compensation has been recorded to date.



**Brookmount Explorations Inc.****(An Exploration Stage Company)**

## Notes to Consolidated Financial Statements

August 31, 2009

(Unaudited)

**NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**Recent Accounting Pronouncements

In December 2007, the FASB issued SFAS No. 160, Non-controlling Interests in Consolidated Financial Statements . This Statement amends ARB 51 to establish accounting and reporting standards for the non-controlling (minority) interest in a subsidiary and for the deconsolidation of a subsidiary. It clarifies that a non-controlling interest in a subsidiary is an ownership interest in the consolidated entity that should be reported as equity in the consolidated financial statements. The Company has not yet determined the impact, if any, that SFAS No. 160 will have on its financial statements. SFAS No. 160 is effective for the Company's fiscal year beginning December 1, 2009. Management has determined that the accounting standard will have no effect on the Company.

In April 2008, the FASB issued Staff Position FAS 142-3, Determination of the Useful Life of Intangible Assets ( FSP FAS 142-3 ) which amends the factors an entity should consider in developing renewal or extension assumptions used to determine the useful life of a recognized intangible asset under FAS No. 142, Goodwill and Other Intangible Assets ( FAS No. 142 ). FSP FAS 142-3 applies to intangible assets that are acquired individually or with a group of assets and intangible assets acquired in both business combinations and asset acquisitions. It removes a provision under FAS No. 142, requiring an entity to consider whether a contractual renewal or extension clause can be accomplished without substantial cost or material modifications of the existing terms and conditions associated with the asset. Instead, FSP FAS 142-3 requires that an entity consider its own experience in renewing similar arrangements. An entity would consider market participant assumptions regarding renewal if no such relevant experience exists. FSP FAS 142-3 is effective for year ends beginning after December 15, 2008 with early adoption prohibited. We have not yet determined the effect, if any, of the adoption of this statement on our financial condition or results of operations.

In June 2008, the Financial Accounting Standards Board ( FASB ) issued FSP No. EITF 03-6-1, Determining Whether Instruments Granted In Share-Based Payment Transactions Are Participating Securities ( FSP EITF 03-6-1 ). FSP EITF 03-6-1 concludes that unvested share-based payment awards that contain rights to receive non-forfeitable dividends or dividend equivalents are participating securities, and thus, should be included in the two-class method of computing earnings per share ( EPS ). FSP EITF 03-6-1 is effective for fiscal years beginning after December 15, 2008, and interim periods within those years. Early application of EITF 03-06-1 is prohibited. It also requires that all prior-period EPS data be adjusted retrospectively. We have not yet determined the effect, if any, of the adoption of this statement on our financial condition or results of operations

In March 2009, FASB unanimously voted for the FASB Accounting Standards Codification (the Codification ) to be effective beginning on July 1, 2009. Other than resolving certain minor inconsistencies in current GAAP, the Codification is not supposed to change GAAP, but is intended to make it easier to find and research GAAP applicable to particular transactions or specific accounting issues. The Codification is a new structure which takes accounting pronouncements and organizes them by approximately ninety accounting topics. Once approved, the Codification will be the single source of authoritative U.S. GAAP. All guidance included in the Codification will be considered authoritative at that time, even guidance that comes from what is currently deemed to be a non-authoritative section of a standard. Once the Codification becomes effective, all non-grandfathered, non-SEC accounting literature not included in the Codification will become non-authoritative.

In April 2009, the FASB issued FSP FAS 115-2 and FAS 124-2, Recognition and Presentation of Other-Than-Temporary Impairment (FSP 115-2/124-2). FSP 115-2/124-2 amends the requirements for the recognition and measurement of other-than-temporary impairments for debt securities by modifying the pre-existing intent and ability indicator. Under FSP 115-2/124-2, another-than-temporary impairment is triggered when there is an intent to sell the security, it is more likely than not that the security will be required to be sold before recovery, or the security is not expected to recover the entire amortized cost basis of the security. Additionally, FSP 115-2/124-2 changes the presentation of another-than-temporary impairment in the income statement for those impairments involving credit losses. The credit loss component will be recognized in earnings and the remainder of the impairment will be recorded in other comprehensive income. FSP 115-2/124-2 is effective for us beginning in the second quarter of fiscal year 2009. Upon implementation at the beginning of the second quarter of 2009, FSP 115-2/124-2 is not expected to have a significant impact on our consolidated financial statements.

**Brookmount Explorations Inc.****(An Exploration Stage Company)**

## Notes to Consolidated Financial Statements

August 31, 2009

(Unaudited)

**NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**Recent Accounting Pronouncements (continued)

In April 2009, FASB issued FSP SFAS No. 107-1 and APB 28-1, Interim Disclosures about Fair Value of Financial Instruments. FSP SFAS No. 107-1 and APB 28-1 enhances consistency in financial reporting by increasing the frequency of fair value disclosures. The FSP relates to fair value disclosures for any financial instruments that are not currently reflected a company's balance sheet at fair value. Prior to the effective date of this FSP, fair values for these assets and liabilities have only been disclosed once a year. The FSP will now require these disclosures on a quarterly basis, providing qualitative and quantitative information about fair value estimates for all those financial instruments not measured on the balance sheet at fair value. The disclosure requirement under this FSP is effective for interim reporting periods ending after June 15, 2009, and early adoption is permitted for periods ending after March 15, 2009.

**NOTE 3 ADVANCES**

On May 13, 2005, the Company signed a Letter of Agreement with a private corporation Jemma Resources Corp. ( Jemma ) to acquire 100% of the outstanding capital stock of Jemma. Significant terms contained in the Letter of Agreement were the appointment of two of Jemma's directors to the Company's board of directors, Jemma completing a debt financing of \$15 million, the Company's right to elect not to proceed with the transaction resulting in all advances made to Jemma by the Company being refundable, and the replacement of the Letter of Agreement with a binding contract. The purchase price consisted of 3,000,000 shares of common stock of the Company, 3,000,000 share purchase warrants at \$1.50 per warrant exercisable within 24 months from the date of the agreement and approximately CDN \$75,000 in refundable advances to secure an extension for the option to purchase a mineral property and for operating costs. During May 2005 two directors of Jemma were appointed to the Company's board of directors. During the year ended November 30, 2005, the Company advanced \$43,617 (CDN \$54,400) pursuant to the

Letter of Agreement. At November 30, 2005 the Letter of Agreement had not been replaced by a binding contract and Jemma had not raised the debt financing as contemplated in the Letter of Agreement. Accordingly the Company's management decided not to proceed with this transaction. The decision was as a result of the Company's due diligence and Jemma's inability to raise the agreed financing. As a result, the advances totaling \$43,617 became refundable pursuant to the terms of the Letter of Agreement. As of February 28, 2009, the Company has not received the funds from Jemma. Due to delays in collecting this advance the Company has fully provided against this advance during the year ended November 30, 2006. In July 2009, the Company recovered \$4,677 (CDN \$5,440) and is included in other income.

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 and legal costs of \$20,959. The sum of \$200,000 was received by the Company in May 2008 and included in other income.

On June 29, 2006, a former director of the Company commenced legal action against the Company and its director. The former director claimed 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. The legal action against the Company was dismissed in its entirety.

#### **NOTE 4 MINERAL PROPERTIES**

##### Brookmount Claims, Abitibi West County, Quebec, Canada

During the year ended December 31, 2003, the Company acquired five mineral claims located in the Chazel Township, in the Province of Quebec for \$47,779. At November 14, 2006, the mineral claims lapsed and the Company chose not to renew them as the claims did not appear to be promising.

**Brookmount Explorations Inc.**

**(An Exploration Stage Company)**

Notes to Consolidated Financial Statements

August 31, 2009

(Unaudited)

**NOTE 4 MINERAL PROPERTIES (continued)**

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 August 31, 2009, the title of this property has not been recorded in the name of the Company.

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 obligated to make cash payments totalling 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 instalment 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;

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.

5.

On March 31, 2008, a formal notice of default was issued to the Company by BC Ltd. The Company had 30 days to cure the default at which time the agreement terminated except as to the Company's obligations prior to the default of approximately \$75,000 which has been recorded as a liability by the Company. The Company did not cure the default and the agreement terminated on April 30, 2008.

Due to the preliminary stage of exploration activities on the Company's properties, all mineral property acquisition cost have been expense



**Brookmount Explorations Inc.**

**(An Exploration Stage Company)**

Notes to Consolidated Financial Statements

August 31, 2009

(Unaudited)

**NOTE 5 CAPITAL STOCK**

The total number of common shares authorized that may be issued by the Company is 200,000,000 shares with a par value of one tenth of one cent (\$0.001) per share and no other class of shares is authorized. At August 31, 2009 there were 40,098,740 shares issued and outstanding (November 30, 2008 38,158,503).

During the year ending November 30, 2008, the Company issued:

- 403,570 common shares for net cash proceeds of \$34,993;
- 166,666 common shares for services of \$9,999.

During the nine month period ended August 31, 2009, the Company issued:

-

On December 12, 2008, the Company issued 200,000 units for cash proceeds of \$10,000. Each unit consisted of one common share of the Company and one-half warrant. One warrant entitles the holder to subscribe for one additional common share at a price of \$0.25 until December 12, 2009. The grant date fair market value of the warrants granted in connection with this issuance was estimated to be \$nil, have been included in share capital on a net basis and accordingly have not been recorded as a separate component of shareholders' equity.

-

During July, 2009, the Company issued 1,428,571 common shares for cash proceeds of \$100,000.

-

311,666 shares of common stock for services of \$16,100.

As of August 31, 2009, the Company had granted nil stock options and had granted 100,000 warrants (November 30, 2008 - nil). Each warrant entitles the holder to subscribe for one additional common share at a price of \$0.25 until December 12, 2009. The weighted average remaining life of these warrants as at August 31, 2009 is 0.26 years.

**NOTE 6 RELATED PARTY TRANSACTIONS**

The Company paid or incurred the following amounts to directors of the Company, a former director and/or companies with common directors or officers:

General and administrative:	Nine months ended August 31,	
	<u>2009</u>	<u>2008</u>
Consulting fees	\$ 90,000	\$ 90,000
Interest on loans	5,817	1,494
Management fees	90,000	90,000
	\$ 185,817	\$ 181,494

The management and consulting fees were measured at the exchange amount which is the amount agreed upon by the transacting parties.

At August 31, 2009, \$325,583 (November 30, 2008 - \$240,233) is due to the President and CEO and a private company controlled by him for cash loans, fees and expenses incurred on behalf of the Company. These amounts are unsecured. The amounts due for unpaid management fees have no specific terms for repayment while the amounts due for cash advances are payable on demand. The amounts due for unpaid management fees are non-interest bearing while the amounts due for cash advances bear interest at a rate of 10% per annum. In addition, interest of \$6,574 (November 30, 2008 - \$1,392) has been accrued on cash advances and is included in accounts payable.



**Brookmount Explorations Inc.**

**(An Exploration Stage Company)**

Notes to Consolidated Financial Statements

August 31, 2009

(Unaudited)

**NOTE 6 RELATED PARTY TRANSACTIONS (continued)**

At August 31, 2009, \$217,245 (November 30, 2008 - \$152,843) is due to a shareholder for cash loans, fees and expenses incurred on behalf of the Company. These amounts are unsecured. The amounts due for unpaid consulting fees have no specific terms of repayment while the amounts due for cash advances are payable on demand. The amounts due for unpaid consulting fees are non-interest bearing while the amounts due for cash advances bearing while the amounts due for cash advances bear interest at a rate of 10% per annum. In addition, interest of \$1,397 (November 30, 2008 - \$761) has been accrued on cash advances and is included in accounts payable.

At August 31, 2009, \$14,065 (November 30, 2008 - \$14,065) is due to a former director. The amounts are unsecured and have no specific terms of repayment and no interest bearing.

**NOTE 7 NON-CASH TRANSACTIONS**

Investing and financing activities that do not have a direct impact on current cash flows are excluded from the statement of cash flows.

During the nine months ending August 31, 2009 the Company issued:

a)

311,666 shares of common stock with a fair value of \$16,100 for services rendered.

**NOTE 8 SUBSEQUENT EVENTS**

On August 28, 2009, the Company entered into a consulting agreement with Value Relations ( VR ). The Agreement will start on September 1, 2009 and end on December 30, 2009. The Company agreed to pay a Lump Sum fee of \$5,000 and issue 100,000 shares at price of \$ 0.01value at \$10,000 on September 1, 2009.

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

This document includes statements that may constitute forward-looking statements made pursuant to the Safe Harbor provisions of the *Private Securities Litigation Reform Act of 1995*. We caution readers regarding certain forward-looking statements in this document, press releases, securities filings, and all other documents and communications. All statements, other than statements of historical fact, including statements regarding industry prospects and future results of operations or financial position, made in this Quarterly Report on Form 10-Q ("*Report*") are forward looking. The words "*believes*," "*anticipates*," "*estimates*," "*expects*," and words of similar import, constitute "*forward-looking statements*." While we believe in the veracity of all statements made herein, forward-looking statements are necessarily based upon a number of estimates and assumptions that, while considered reasonable by us, are inherently subject to significant business, economic and competitive uncertainties and contingencies and known and unknown risks. As a result of such risks, our actual results could differ materially from those expressed in any forward-looking statements made by, or on behalf of, our company. We will not necessarily update information if any forward-looking statement later turns out to be inaccurate. Our actual results could differ materially from those anticipated in these forward-looking statements for many reasons, including risks and uncertainties set forth in our Annual Report on Form 10-K, as well as in other documents we file with the Securities and Exchange Commission ("*SEC*").

The following information has not been audited. You should read this information in conjunction with the unaudited financial statements and related notes to the financial statements included in this report.

### *Plan of Operations*

Our plan of operations for the near future is to complete a secondary exploration program on the Mercedes 100 property. We anticipate that this program will cost approximately \$250,000.

In addition, we anticipate spending \$60,000 on professional fees, \$120,000 on management fees, \$120,000 on consulting fees, \$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.



We will require additional funding in order to proceed with exploration on the Mercedes 100 property and to cover administrative expenses. We anticipate that additional funding will be in the form of equity financing from the sale of our common stock or from director loans. We do not have any arrangements in place for any future equity financing or loans.

We are the beneficial owner of a 100% interest in the Mercedes 100 property, consisting of six mineral claims, as follows:

<b>Claim Name</b>	<b>Claim Number</b>	<b>Claim Area (Hectares)</b>
Mercedes 100	C-08020145X011	450.00
Celeste	C-010151600	298.84
Celeste No. 2	C-010151500	218.58
Celeste No. 4	C-010151700	200.00

Nuevo Herraje Cuatro	C-010154100	996.96
Nueva Charo	C-010051101	446.93

Subsequently we acquired the Confianza Claim (C-010079806) consisting of 500 hectares at the Mercedes 100 property.

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

1.

The issuance of 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 instalment 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 issuance of 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 August 31, 2009, a total of 125,000 shares had been issued;

4.

We must incur exploration expenses of \$1,000,000 over a period of five years from the date of the Agreement. 722161 BC has a 56% interest in mineral claims located in the Rock Creek area of British Columbia, Canada.

On March 31, 2008, a formal notice of default was issued by 722161 BC. We had 30 days to cure the default, at which time the agreement terminated except as to our obligations prior to the default of approximately \$80,000, which we have recorded as a liability. We did not cure the default and the agreement terminated on April 30, 2008.

#### **Results of Operations for Three and Nine Months Ending August 31, 2009.**

We did not earn any revenues during the three month period ending August 31, 2009 and 2008. We incurred operating expenses in the amount of \$103,689 for the three month period ended August 31, 2009 (2008 - \$96,302) consisting of general and administrative expenses and mineral property costs.

We did not earn any revenues during the nine month period ending August 31, 2009 and 2008. We incurred operating expenses in the amount of \$259,176 for the nine month period ended August 31, 2009 (2008 - \$339,392) consisting of general and administrative expenses and mineral property costs. During the nine month ending August 31, 2008, we recouped \$200,000 from a former director which was credited to other income.

Related party transactions for the nine months ended August 31, 2009 were \$185,817 (2008 - \$181,494), consisting of consulting fees, interest on loans and management fees. AS of August 31, 2009, a total of \$325,583 (2008 - \$240,233) was due to the President and CEO and a private company controlled by him for cash loans, fees and expenses incurred on our behalf. These amounts are unsecured.



## Liquidity and Capital Resources

At August 31, 2009, we had total assets of \$37,453, consisting entirely of cash, compared to \$10,575 as of November 30, 2008. At the same date, our liabilities consisted of accounts payable and accrued liabilities of \$202,702 and \$556,893 due to related parties. Our working capital deficiency as of August 31, 2009 was \$722,142, compared to a working capital deficiency of \$593,743 for the year ended November 30, 2008.

## Off-Balance Sheet Arrangements

We do not maintain any off-balance sheet transactions, arrangements, or obligations that are reasonably likely to have a material effect on our financial condition, results of operations, liquidity, or capital resources.

## Recent Accounting Pronouncements

In December 2007, the FASB issued SFAS No. 160, *Non-controlling Interests in Consolidated Financial Statements*. This Statement amends ARB 51 to establish accounting and reporting standards for the non-controlling (minority) interest in a subsidiary and for the deconsolidation of a subsidiary. It clarifies that a non-controlling interest in a subsidiary is an ownership interest in the consolidated entity that should be reported as equity in the consolidated financial statements. We have not yet determined the impact, if any, that SFAS No. 160 will have on our financial statements. SFAS No. 160 is effective for our fiscal year beginning December 1, 2009. Management has determined that the accounting standard will have no effect on our company.

In April 2008, the FASB issued Staff Position FAS 142-3, Determination of the Useful Life of Intangible Assets ( *FSP FAS 142-3* ) which amends the factors an entity should consider in developing renewal or extension assumptions used to determine the useful life of a recognized intangible asset under FAS No. 142, Goodwill and Other Intangible Assets ( *FAS No. 142* ). FSP FAS 142-3 applies to intangible assets that are acquired individually or with a group of assets and intangible assets acquired in both business combinations and asset acquisitions. It removes a provision under FAS No. 142, requiring an entity to consider whether a contractual renewal or extension clause can be accomplished without substantial cost or material modifications of the existing terms and conditions associated with the asset. Instead, FSP FAS 142-3 requires that an entity consider its own experience in renewing similar arrangements. An entity would consider market participant assumptions regarding renewal if no such relevant experience exists. FSP FAS 142-3 is effective for year ends beginning after December 15, 2008 with early adoption prohibited. We have not yet determined the effect, if any, of the adoption of this statement on our financial condition or results of operations.

In June 2008, the Financial Accounting Standards Board ( *FASB* ) issued FSP No. EITF 03-6-1, *Determining Whether Instruments Granted In Share-Based Payment Transactions Are Participating Securities* ( *FSP EITF 03-6-1* ). FSP EITF 03-6-1 concludes that unvested share-based payment awards that contain rights to receive non-forfeitable dividends or dividend equivalents are participating securities, and thus, should be included in the two-class method of computing earnings per share ( *EPS* ). FSP EITF 03-6-1 is effective for fiscal years beginning after December 15, 2008, and interim periods within those years. Early application of EITF 03-06-1 is prohibited. It also requires that all prior-period EPS data be adjusted retrospectively. We have not yet determined the effect, if any, of the adoption of this statement on our financial condition or results of operations

In March 2009, FASB unanimously voted for the FASB Accounting Standards Codification (the *Codification* ) to be effective beginning on July 1, 2009. Other than resolving certain minor inconsistencies in current GAAP, the Codification is not supposed to change GAAP, but is intended to make it easier to find and research GAAP applicable to particular transactions or specific accounting issues. The Codification is a new structure which takes accounting pronouncements and organizes them by approximately ninety accounting topics. Once approved, the Codification will be the single source of authoritative U.S. GAAP. All guidance included in the Codification will be considered authoritative at that time, even guidance that comes from what is currently deemed to be a non-authoritative section of a standard. Once the Codification becomes effective, all non-grandfathered, non-SEC accounting literature not included in the Codification will become non-authoritative.

In April 2009, the FASB issued FSP FAS 115-2 and FAS 124-2, *Recognition and Presentation of Other-Than-Temporary Impairment* (FSP 115-2/124-2). FSP 115-2/124-2 amends the requirements for the recognition and measurement of other-than-temporary impairments for debt securities by modifying the pre-existing *intent and ability* indicator. Under FSP 115-2/124-2, another-than-temporary impairment is triggered when there is an intent to sell the security, it is more likely than not that the security will be required to be sold before recovery, or the security is not expected to recover the entire amortized cost basis of the security. Additionally, FSP 115-2/124-2 changes the presentation of another-than-temporary impairment in the income statement for those impairments involving credit losses. The credit loss component will be recognized in earnings and the remainder of the impairment will be recorded in other comprehensive income. FSP 115-2/124-2 is effective for us beginning in the second quarter of fiscal year 2009. Upon implementation at the beginning of the second quarter of 2009, FSP 115-2/124-2 is not expected to have a significant impact on our consolidated financial statements.

In April 2009, FASB issued FSP SFAS No. 107-1 and APB 28-1, *Interim Disclosures about Fair Value of Financial Instruments*. FSP SFAS No. 107-1 and APB 28-1 enhances consistency in financial reporting by increasing the frequency of fair value disclosures. The FSP relates to fair value disclosures for any financial instruments that are not currently reflected a company's balance sheet at fair value. Prior to the effective date of this FSP, fair values for these assets and liabilities have only been disclosed once a year. The FSP will now require these disclosures on a quarterly basis, providing qualitative and quantitative information about fair value estimates for all those financial instruments not measured on the balance sheet at fair value. The disclosure requirement under this FSP is effective for interim reporting periods ending after June 15, 2009, and early adoption is permitted for periods ending after March 15, 2009.

### Item 3.

**Quantitative and Qualitative Disclosures About Market Risk**

We are a smaller reporting company as defined by Rule 12b-2 of the Exchange Act and are not required to provide the information required under this item.

**Item 4:**

**Controls and Procedures**

Based on the evaluation of the effectiveness of our disclosure controls and procedures, our Chief Executive Officer and Chief Financial Officer have concluded that our disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) were not effective as a result of the weaknesses in the design of our internal control over financial reporting.

There were no changes in our internal controls that occurred during the period covered by this report that have materially affected, or are reasonably likely to materially affect our internal controls over financial reporting.

**PART II- OTHER INFORMATION**

**Item 1.**

**Legal Proceedings**

We are not presently a party to any litigation.

**Item 1A. Risk Factors**

We are a smaller reporting company as defined by Rule 12b-2 of the Exchange Act and are not required to provide the information required under this item.

**Item 2.**

**Unregistered Sales of Equity Securities and Use of Proceeds**



During the nine month period ended August 31, 2009, we issued:

.  
200,000 units for cash proceeds of \$10,000. Each unit consisted of one common share and one-half share purchase warrant. One warrant entitles the holder to subscribe for one additional common share at a price of \$0.25 until December 12, 2009. .

.  
1,428,571 common shares for cash proceeds of \$100,000.

.  
311,666 shares of common stock for services of \$16,100.

These securities were sold in private transactions in accordance with Section 4(2) of the Securities Act and the rules and regulations promulgated thereunder. The share issuances were made without the use of an underwriter or selling agent, and no commissions or underwriting discounts were paid in connection with such issuances.

### **Item 3.**

#### **Defaults Upon Senior Securities**

None.

### **Item 4.**

#### **Submission of Matters to a Vote of Security Holders**

None.

### **Item 5.**

#### **Other Information**

None.

**Item 6.**

**Exhibits and Report on Form 8-K**

(a)

Exhibit(s)

31.1

Certification of the Chief Executive Officer and Chief Financial Officer pursuant to Rule 13a-14 Or 15d-14 of the *Securities Exchange Act Of 1934*,as adopted pursuant to Section 302 of the *Sarbanes-Oxley Act of 2002*

32.1

Certification of the Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the *Sarbanes-Oxley Act of 2002*

(b)

Reports on Form 8-K

None.

**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.

DATED: October 8, 2009

**BROOKMOUNT EXPLORATIONS INC.**

/s/ Peter Flueck

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Peter Flueck,

Chief Executive Officer (Principal Executive Officer

and Principal Accounting Officer)