

BROOKMOUNT EXPLORATIONS INC  
Form 10-Q/A  
August 27, 2009

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

**FORM 10-Q/A**

(Amendment No. 2)

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

For the quarterly period ended **February 28, 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

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

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*(IRS Employer Identification No.)*

1465 Slater Road  
Ferndale, Washington

98248

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*(Address of principal executive offices)*

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*(Postal or Zip Code)*

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

(206) 497-2138  
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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: **38,525,169 shares of \$0.001 par value common stock outstanding as of April 13, 2009.**

**Explanatory Note**

This Amendment No. 2 on Form 10-Q/A ( *Amendment No. 2* ) amends the Company's Quarterly Report on Form 10-Q for the first quarter ended February 28, 2009, as filed with the Securities and Exchange Commission ( *SEC* ) on April 13, 2009 ( *Original Filing* ) and the Form 10-Q/A (Amendment No. 1), as filed with the Securities and Exchange Commission on July 1, 2009 ( *Amendment No. 1* ) and is being filed for the sole purpose of revising Item 4 discussing the Company's (i) disclosure controls and procedures, and (ii) changes in internal control over financial reporting.

In connection with the filing of this Amendment No. 2, and as required by Rule 12b-15 of the *Securities Exchange Act of 1934*, the Company is also filing as an exhibit to this Amendment No.2 the certification pursuant to Rule 13a-14(a). Because no financial statements are contained within this Amendment No.2, the Company is not including those parts of the Rule 13a-14(a) certifications pertaining to financial statements and is not including certifications pursuant to Rule 13a-14(b) (18 U.S.C. §1350).

This Amendment No. 2 to the Original Filing and the Amendment No. 1 is solely for the purpose described above. The Company has not revised, modified or updated any other disclosures that were presented in the Original Filing, unless such revisions, modification or updates were expressly set forth herein. This Amendment No. 2 does not reflect any events that may have occurred subsequent to the Original Filing. All other information not affected by this Amendment No. 2 remains unchanged and reflects the disclosure made at the time of the filing of the Original Filing.

**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.

**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*

(b)

Reports on Form 8-K

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On January 16, 2009 we filed a Form 8-K advising that Dale Matheson Carr-Hilton Labonte LLP ( *DMCL* ), Chartered Accountants, were dismissed as our independent auditor. *DMCL*'s reports on our financial statements for the fiscal years ended November 30, 2005, November 30, 2006 and November 30, 2007 did not contain an adverse opinion or a disclaimer of opinion, and was not qualified or modified as to uncertainty, audit scope or accounting principles. The decision to change Accountants was approved by our board of directors.

We also announced that we had engaged Kempisty & Company, Certified Public Accountants, P.C. ( *Kempisty* ) of 15 Maiden Lane, 10<sup>th</sup> Floor, New York, NY 10038 as our new independent accountants.

We have not consulted with Kempisty regarding the application of accounting principles, the type of audit opinion that might be rendered by Kempisty or any other matter.

**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: August 27, 2009

**BROOKMOUNT EXPLORATIONS INC.**

/s/ Peter Flueck

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Peter Flueck,

Chief Executive Officer (Principal Executive Officer

and Principal Accounting Officer)