

Amended Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

BROOKMOUNT EXPLORATIONS, INC

A NEVADA Corporation

1 East Liberty, suite 600.

Reno NV, 89501

(775)5256012

www.brookmountcorp.com

info@brookmountcorp.com

1040

Quarterly Report

**For the Period Ending: May 31, 2021(the
"Reporting Period")**

As of May 31, 2021, the end of the Current Reporting Period, the number of shares outstanding of our Common Stock was: 13,207,365

As of February 28, 2021, the Previous Reporting Period, the number of shares outstanding of our Common Stock was: 12,706,365.

As of November 30, 2020, the Most Recent Complete Fiscal Year End, the number of shares outstanding of our Common Stock was: 12,513,865.

Indicate by check mark whether the company is a shell company (as defined in Rule 405 of the Securities Act of 1933 and Rule 12b-2 of the Exchange Act of 1934):

Yes: No:

Indicate by check mark whether the company's shell status has changed since the previous reporting period:

Yes: No:

Indicate by check mark whether a Change in Control¹ of the company has occurred over this reporting period:

Yes: No:

¹ "Change in Control" shall mean any events resulting in:

(i) Any "person" (as such term is used in Sections 13(d) and 14(d) of the Exchange Act) becoming the "beneficial owner" (as defined in Rule 13d-3 of the Exchange Act), directly or indirectly, of securities of the Company representing fifty percent (50%) or more of the total voting power represented by the Company's then outstanding voting securities;

(ii) The consummation of the sale or disposition by the Company of all or substantially all of the Company's assets;

(iii) A change in the composition of the Board occurring within a two (2)-year period, as a result of which fewer than a majority of the directors are directors immediately prior to such change; or

(iv) The consummation of a merger or consolidation of the Company with any other corporation, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or its parent) at least fifty percent (50%) of the total voting power represented by the voting securities of the Company or such surviving entity or its parent outstanding immediately after such merger or consolidation.

Brookmount Explorations, Inc.

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

In answering this item, please also provide any names used by predecessor entities and the dates of the name changes.

Brookmount Explorations, Inc.

No name change

No Predecessor Entities

The state of incorporation or registration of the issuer and of each of its predecessors (if any) during the past five years; Please also include the issuer's current standing in its state of incorporation (e.g. active, default, inactive):

Incorporated in Nevada on December 9, 1999. Active and in good standing.

Describe any trading suspension orders issued by the SEC concerning the issuer or its predecessors since inception:

None

List any stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization either currently anticipated or that occurred within the past 12 months:

- (1) On June 4, 2021, the Company entered into a Securities Exchange Agreement with the shareholders of 2206555 Alberta Inc., an Alberta company acting as Gennex Gold and having 100% ownership rights to the Moosehorn Gold Project, comprising an area of approximately 6000 hectares, together with accommodation camp, airstrip, fuel depot and heavy equipment, located southwest of Dawson City, Yukon, Canada ("the Project") to exchange 100% of the Gennex Shares for a 25% interest in the shares of the Company, calculated on a fully diluted basis ("Equity Consideration"), together with a commitment from the Company to invest not less than US\$1,650,000 for the purchase of the property and in further development of the operations of the Project and a 2.5% Net Smelter Royalty
- (2) Reverse split of common stock at 1:100, effective July 23, 2020

The address(es) of the issuer's principal executive office:

1 East Liberty, Suite 600
Reno, NV 89501

The address(es) of the issuer's principal place of business:

Check box if principal executive office and principal place of business are the same address:

The Company currently operates two individual mining sites located in the North Minahasa region of Sulawesi Province, Indonesia: One of these sites is located at Talawaan, near the regional capital Manado. The other site is located at Ratatotock, approximately three hours west of Manado by road.

Has the issuer or any of its predecessors ever been in bankruptcy, receivership, or any similar proceeding in the past five years?

Yes: No:

2) Security Information

Trading symbol: BMXI
Exact title and class of securities outstanding: COMMON
CUSIP: 114270
Par or stated value: 0.001

Brookmount Explorations, Inc.

Total shares authorized:	<u>2,000,000,000</u>	as of date: <u>May 31, 2021</u>
Total shares outstanding:	<u>13,207,365</u>	as of date: <u>May 31, 2021</u>
Number of shares in the Public Float ² :	<u>2,796,853</u>	as of date: <u>May 31, 2021</u>
Total number of shareholders of record:	<u>276</u>	as of date: <u>May 31, 2021</u>

Additional class of securities (if any):

Trading symbol: _____
 Exact title and class of securities outstanding: _____
 CUSIP: _____
 Par or stated value: _____
 Total shares authorized: _____ as of date: _____
 Total shares outstanding: _____ as of date: _____

Transfer Agent

Name: TRANSFER ONLINE, INC.
 Phone: 503.227.2950
 Email: info@transferonline.com
 Address: 512 E. Salmon S. Portland OR 97214

Is the Transfer Agent registered under the Exchange Act?³ Yes: No:

Describe any trading suspension orders issued by the SEC concerning the issuer or its predecessors:

None

List any stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization either currently anticipated or that occurred within the past 12 months:

- (1) On June 4, 2021, the Company entered into a Securities Exchange Agreement with the shareholders of 2206555 Alberta Inc., an Alberta company acting as Gennex Gold and having 100% ownership rights to the Moosehorn Gold Project, comprising an area of approximately 6000 hectares, together with accommodation camp, airstrip, fuel depot and heavy equipment, located southwest of Dawson City, Yukon, Canada (“the Project”) to exchange 100% of the Gennex Shares for a 25% interest in the shares of the Company, calculated on a fully diluted basis (“Equity Consideration”), together with a commitment from the Company to invest not less than US\$1,650,000 for the purchase of the property and in further development of the operations of the Project and a 2.5% Net Smelter Royalty
- (2) Reverse split of common stock at 1:100, effective July 23, 2020

3) Issuance History

The goal of this section is to provide disclosure with respect to each event that resulted in any direct changes to the total shares outstanding of any class of the issuer’s securities **in the past two completed fiscal years and any subsequent interim period.**

Disclosure under this item shall include, in chronological order, all offerings and issuances of securities, including debt convertible into equity securities, whether private or public, and all shares or any other securities or options to acquire such securities issued for services. Using the tabular format below, please describe these events.

A. Changes to the Number of Outstanding Shares

Check this box to indicate there were no changes to the number of outstanding shares within the past two completed fiscal years and any subsequent periods:

Brookmount Explorations, Inc.

² "Public Float" shall mean the total number of unrestricted shares not held directly or indirectly by an officer, director, any person who is the beneficial owner of more than 10 percent of the total shares outstanding (a "control person"), or any affiliates thereof, or any immediate family members of officers, directors and control persons.

³ To be included in the Pink Current Information tier, the transfer agent must be registered under the Exchange Act.

Date of Transaction	Transaction type (e.g. new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to (entities must have individual with voting / investment control disclosed).	Reason for share issuance (e.g. for cash or debt conversion) OR Nature of Services Provided (if applicable)	Restricted or Unrestricted as of this filing?	Exemption or Registration Type?
Number of Shares outstanding as of <u>December 1, 2018</u> Opening Balance: Common: <u>213,140,567</u> Preferred: <u>0</u>									
12-14-2018	New	10,000,000	Common	\$0.001	Yes	Zafer Sungur	Debt Conv.	Unrestricted	Rule 144
02-25-2019	New	15,000,000	Common	\$0.001	Yes	Zafer Sungur	Debt Conv.	Unrestricted	Rule 144
07-17-2019	New	10,000,000	Common	\$0.001	Yes	Zafer Sungur	Debt Conv.	Unrestricted	Rule 144
11-12-2019	New	5,000,000	Common	services	No	StockVest (Art Brent, CEO)	New Issue	Restricted	§4(a)(2)
11-18-2019	New	10,000,000	Common	Services	No	Troy Gould PC (David Fisksman, Partner)	New Issue	Restricted	§4(a)(2)
11-18-2019	New	10,000,000	Common	\$0.0035	Yes	Nicholas Medway	New Issue	Restricted	§4(a)(2)
02-04-2020	New	1,000,000	Common	\$0.0035	Yes	Kym Newton	New Issue	Restricted	§4(a)(2)
03-26-2020	New	20,000,000	Common	\$0.001	Yes	The Chesapeake Group, Inc. (Tim Rieu, CEO)	New Issue	Restricted	§4(a)(2)
04-02-2020	New	1,000,000	Common	\$0.001	Yes	Jordan Kym Newton	New Issue	Restricted	Rule 506
04-02-2020	New	5,000,000	Common	\$0.001	Yes	Joseph Laxague	New Issue	Restricted	§4(a)(2)
04-08-2020	New	1,000,000	Common	\$0.001	Yes	Liam Jay Newton	New Issue	Restricted	Rule 506
06-15-2020	New	10,000,000	Common	\$0.001	Yes	Zafer Sungur	New Issue	Unrestricted	Rule 506

Brookmount Explorations, Inc.

06-17-2020	New	3,000,000	Common	\$0.001	Yes	Lara Ollquist	New Issue	Restricted	§4(a)(2)
07-23-2020	Reverse split 100:1	(310,999,149)	Common	\$0.001					n/a
07-27-2020	New	12	Common	\$0.001	Yes	Fast Balance CEDE & CO	New Issue	Unrestricted	[rounding adjustment on reverse split]
08-07-2020	New	30,000	Common	\$0.001	Yes	Leonite Capital, LLC (Avi Geller, Chief Investment Officer)	Funding Fee	Restricted	Rule 506
09-29-2020	New	200,000	Common	\$0.01	Yes	Leonite Capital, LLC (Avi Geller, Chief Investment Officer)	Funding Fee	Restricted	Rule 506
10-13-2020	New	1,725,365	Common	\$0.087	Yes	The Chesapeake Group Inc. (Tim Rieu, CEO)	IR Services	Unrestricted	§4(a)(2)
10-13-2020	New	2,000,000	Common	\$0.087	Yes	Brett Morley	Debt Conv	Restricted	§4(a)(2)
10-13-2020	New	1,434,210	Common	\$0.087	Yes	Chendu Holdings Pty Ltd (Hu Zeng Li, beneficial owner)	Debt Conv	Restricted	Rule 506
10-13-2020	New	1,917,073	Common	\$0.087	Yes	Elysian Investments Holdings Pty Ltd (Jane Cameron, beneficial owner)	Debt Conv	Restricted	Rule 506
10-13-2020	New	250,000	Common	\$0.087	Yes	Jan Verkade	Debt Conv	Restricted	Rule 506
10-13-2020	New	191,707	Common	\$0.087	Yes	Juhee sungur	Debt Conv	Unrestricted	Rule 506
10-13-2020	New	989,080	Common	\$0.087	Yes	Nicholas Medway	Debt Conv	Restricted	Rule 506
11-02-2020	New	25,000	Common	\$0.001	Yes	Transcontinental Marketing LLC (Juhee Sungur, President)	Debt Conv	Unrestricted	Rule 506
11-02-2020	New	150,000	Common	\$0.001	Yes	Dony Pulumoduyo	Employee Compensation	Restricted	§4(a)(2)

Brookmount Explorations, Inc.

11-02-2020	New	30,000	Common	\$0.001	Yes	Herbert Adamczyk	Advisory Services	Restricted	§4(a)(2)
11-02-2020	New	30,000	Common	\$0.001	Yes	John Newman	Advisory Services	Restricted	§4(a)(2)
11-02-2020	New	30,000	Common	\$0.001	Yes	Justin Simpson	Employee Compensation	Restricted	§4(a)(2)
11-02-2020	New	250,000	Common	\$0.001	Yes	Mark Hayman	Advisory Services	Restricted	§4(a)(2)
11-13-2020	New	120,000	Common	\$0.001	Yes	Nicholas R Bryan	Consulting Services	Restricted	§4(a)(2)
01-20-2021	New	22,500	Common	\$0.001	No	Milestone Management Servicel LLC: Jonathan Olson	Investor relations services	restricted	§4(a)(2)
02-23-2021	New	50,000	Common	\$0.001	No	Christopher Lim	Employee compensation	restricted	§4(a)(2)
02-10-2021	New	70,000	Common	\$0.001	No	Nicholas Medway	Director compensation	restricted	§4(a)(2)
02-10-2021	New	50,000	Common	\$0.001	No	Frederick Kempson	Director compensation	Restricted	§4(a)(2)
04-08-2021	New	500,000	Common	\$0.001	Yes	Chesapeake Group (Tim Rieu, CEO)	Investor Relations	Restricted	§4(a)(2)
05-19-2021	New	1,000	Common	\$0.001	No	Lawrence Sufryn	Conversion	Restricted	§4(a)(2)
Shares Outstanding on <u>May 31, 2021</u> :	<u>Ending Balance:</u> Common: 13,207,365 Preferred: 0								

Example: A company with a fiscal year end of December 31st, in addressing this item for its quarter ended September 30, 2018, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2016 through September 30, 2018 pursuant to the tabular format above.

Use the space below to provide any additional details, including footnotes to the table above:

- All issuances of common shares made at par unless otherwise indicated.
- Individuals with voting control indicated in parentheses.

B. Debt Securities, Including Promissory and Convertible Notes

Use the chart and additional space below to list and describe all outstanding promissory notes, convertible notes, convertible debentures, or any other debt instruments that may be converted into a class of the issuer's equity securities.

Check this box if there are no outstanding promissory, convertible notes or debt arrangements:

Brookmount Explorations, Inc.

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder (entities must have individual with voting / investment control disclosed)	Reason for Issuance (e.g. Loan, Services, etc.)
August 7, 2020	58,000	58,000	USD 1,907	May 7, 2021	\$0.75 /share	Leonite Capital, LLC (Avi Geller, Chief Investment Officer)	Working Capital
October 7, 2020	50,000	50,000	USD 888	July 7, 2021	\$0.75 /share	Leonite Capital, LLC (Avi Geller, Chief Investment Officer)	Working Capital
December 2, 2020	50,000	50,000	0	September 2, 2021	\$0.75 /share	Leonite Capital, LLC (Avi Geller, Chief Investment Officer)	Working Capital
March 23, 2021	50,000	50,000	0	December 23, 2021	\$0.75 /share	Leonite Capital, LLC (Avi Geller, Chief Investment Officer)	Working Capital

Use the space below to provide any additional details, including footnotes to the table above:

4) Financial Statements

A. The following financial statements were prepared in accordance with:

- U.S. GAAP
- IFRS

B. The financial statements for this reporting period were prepared by (name of individual)⁴:

Name: **Chris Lim**
 Title: **Independent Accountant**
 Relationship to Issuer: **As above**

Provide the financial statements described below for the most recent fiscal year or quarter. For the initial disclosure statement (qualifying for Pink Current Information for the first time) please provide reports for the two previous fiscal years and any subsequent interim periods.

- C. Balance sheet;
- D. Statement of income;
- E. Statement of cash flows;
- F. Statement of Changes in Shareholders' Equity;
- G. Financial notes; and
- H. Audit letter, if audited

Brookmount Explorations, Inc.

⁴ The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS by persons with sufficient financial skills.

You may either (i) attach/append the financial statements to this disclosure statement or (ii) file the financial statements through OTCIQ as a separate report using the appropriate report name for the applicable period end. (“Annual Report,” “Quarterly Report” or “Interim Report”).

If you choose to publish the financial statements in a separate report as described above, you must state in the accompanying disclosure statement that such financial statements are incorporated by reference. You may reference the document(s) containing the required financial statements by indicating the document name, period end date, and the date that it was posted to OTCIQ in the field below.

Quarterly Financial Statements for May 31, 2021 attached hereto are incorporated herein by reference.

Financial statement information is considered current until the due date for the subsequent report (as set forth in the qualifications section above). To remain qualified for Current Information, a company must post its Annual Report within 90 days from its fiscal year-end date and Quarterly Reports within 45 days of each fiscal quarter-end date.

5) Issuer’s Business, Products and Services

The purpose of this section is to provide a clear description of the issuer’s current operations. In answering this item, please include the following:

- A. Summarize the issuer’s business operations (If the issuer does not have current operations, state “no operations”)

Brookmount Explorations, Inc. is an operator of producing gold properties in the Republic of Indonesia. The Company currently operates 2 gold producing properties in volcanic hosted sediment within the tropical rain forest region of Sulawesi Province in north east Indonesia and is in the process of acquiring additional high grade properties in the area, which was originally surveyed and developed by Newmont Mining of the U.S. The Company is incorporated in Nevada and was organized for the purpose of acquiring, exploring and developing mineral properties. In 2019, the Company entered into a joint venture with a Taiwanese operator under the terms of which the operator agreed to construct and operate leach pads and associated processing facilities utilizing ore sourced from the Company’s properties, with profits from gold sales shared between the parties on a 70(operator)/30(Company) basis. Production under these arrangements commenced in December 2019.

- B. Describe any subsidiaries, parents, or affiliated companies, if applicable, and a description of such entity’s business, contact information for the business, officers, directors, managers or control persons. Subsidiary information may be included by reference

None.

- C. Describe the issuers’ principal products or services, and their markets

The Company’s business encompasses the exploration, extraction, processing and sale of gold bullion through locally based trading houses.

6) Issuer’s Facilities

The Company’s operations are carried out through the excavation and processing of volcanic hosted gold bearing ore in 2 separate locations in Sulawesi Province, Republic of Indonesia. The company operates a floatation based processing facility adjacent to its 25 HA gold reserve situated in a tropical rain forest area close to the airport at Manado regional capital, with surface and subsurface consisting of medium to high grade ore of 1.5-2.5 grams/tonne. Processing equipment at this location comprises a state of the art platform for processing of

Brookmount Explorations, Inc.

ore through to smelting of phase 2 finished product which represents gold with a purity level of 99%, and includes ore crushers and ball mills, 5 high capacity floatation tanks, onsite power generation and plumbing facilities, including tailing ponds, as well as off-site smelting facilities. The Company has invested approximately \$500k in an exclusive 20 year operating agreement for this facility, including unrestricted access to the volcanic sediment hosted ore contained in the 25 HA site.

The Company also owns a heap leach processing facility approximately 3 hours by road from the Manado operation. This facility has been acquired by The Company and comprises 17 HA of ore reserve, in 2 separate titles, together with a 10,000 tonne heap leach pad and associated plumbing with tailing ponds, power generation, carbon filtration unit, and onsite accommodation for workers and security guards.

7) Officers, Directors, and Control Persons

The goal of this section is to provide an investor with a clear understanding of the identity of all the persons or entities that are involved in managing, controlling or advising the operations, business development and disclosure of the issuer, as well as the identity of any significant or beneficial shareholders.

Using the tabular format below, please provide information regarding any person or entity owning 5% of more of the issuer, as well as any officer, and any director of the company, regardless of the number of shares they own. **If any listed are corporate shareholders or entities, provide the name and address of the person(s) beneficially owning or controlling such corporate shareholders, or the name and contact information of an individual representing the corporation or entity in the note section.**

Name of Officer/Director and Control Person	Affiliation with Company (e.g. Officer/Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Note
Jan Verkade	Director	Hing Keng Shek Village rd Clearwater Bay, NT Hong Kong SAR	2,217,073	common	17.45%	
Brett Morley	Director	WingHangLung rd Clearwater Bay NT, HK SAR	1,995,365	common	15.70%	
Nicholas Medway	Director & Secretary	Bishop st, Yarraville, Vic. Australia	361,707	common	2.85%	
Nils Ollquist	CEO and Director		0	Common	0%	
Fred Kempson	Director		50,000	Common	0.39%	
Elysian Investment Holdings Pty. Ltd	shareholder	Avoca st. South Yarra, Vic. Australia	1,764,210	common	13.88%	Jane Cameron, Canberra, ACT, Australia...,beneficial shareholder through Elysian.

Brookmount Explorations, Inc.

Chengdu Holdings Pty. Ltd	shareholder	Avoca st. south Yarra, Vic. Australia	2,000,000	common	15.74%	Hu ZengLi, Melbourne, Vic Australia..beneficial shareholder through Chengdu
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8) Legal/Disciplinary History

A. Please identify whether any of the persons listed above have, in the past 10 years, been the subject of:

1. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);

NA

2. The entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities;

NA

3. A finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated; or

3. The entry of an order by a self-regulatory organization that permanently or temporarily barred, suspended, or otherwise limited such person's involvement in any type of business or securities activities.

NA

B. Describe briefly any material pending legal proceedings, other than ordinary routine litigation incidental to the business, to which the issuer or any of its subsidiaries is a party or of which any of their property is the subject. Include the name of the court or agency in which the proceedings are pending, the date instituted, the principal parties thereto, a description of the factual basis alleged to underlie the proceeding and the relief sought. Include similar information as to any such proceedings known to be contemplated by governmental authorities.

NA

9) Third Party Providers

Please provide the name, address, telephone number and email address of each of the following outside providers:

Securities Counsel

Name: Joe Laxague
Firm: The Crone Law Group, PC
Address 1: 1 East Liberty
Address 2: Reno NV 89501

Brookmount Explorations, Inc.

Phone: (775)2345221
Email: jlaxague@cronelawgroup.com

Accountant or Auditor

Name: Matthew Schofield
Firm: ShineWing Australia
Address 1: 530 Collins st
Address 2: Melbourne, Victoria 3000
Phone: 61 3 87796511
Email: na

Investor Relations Consultant

Name: Tim Rieu
Firm: Chesapeake Group
Address 1: 305 Washington Ave
Address 2: Towson MD 21204
Phone: (410) 8253930
Email: info@chesapeakegp.com

Other Service Providers

Provide the name of any other service provider(s), including, counsel, advisor(s) or consultant(s) **that assisted, advised, prepared or provided information with respect to this disclosure statement**, or provided assistance or services to the issuer during the reporting period.

10) Issuer Certification

Principal Executive Officer:

I, Nils Ollquist, certify that:

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

July 21, 2021

/s/ Nils Ollquist
[CEO's Signature]

Brookmount Explorations, Inc.

Principal Financial Officer:

I, Christopher Lim, certify that:

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

July 21, 2021

/s/ Christopher Lim
[CFO's Signature]

**BROOKMOUNT EXPLORATIONS, INC
CONSOLIDATED FINANCIAL STATEMENTS
FOR THE QUARTERS ENDED MAY 31, 2021
AND 2020**

Brookmount Explorations, Inc.

Unaudited Consolidated Balance Sheet As at May 31, 2021 and November 30, 2020

	May 2021 \$'000	November 2020 \$'000
Assets		
Cash and cash equivalents	60	172
Inventory	350	224
Derivative Assets	-	3
Total current assets	410	399
Property, plant and equipment, net of accumulated depreciation and amortization	1,258	820
Investment in Talawaan Project	500	500
Land Usage rights	5,800	5,800
Receivable due from non affiliate	9,602	6,933
Total non-current assets	17,160	14,053
Total assets	17,570	14,452
Liabilities and Stockholders' Equity/(Deficit)		
Liabilities		
Accounts payable	38	6
Convertible notes	207	105
Warrants	22	23
Derivative liabilities	18	5
Income taxes payable	959	675
Total current liabilities	1,244	814
Unpaid capital commitments	244	244
Total non-current liabilities	244	244
Total liabilities	1,488	1,058
Equity		
Common stock		
Authorized: \$0.001 par value, 2,000,000,000 shares authorized		
Issued and outstanding: 13,207,365	\$233,823	\$233,129
Additional paid in capital	737	737
Adjustments to equity to reflect retroactive application of reverse acquisition of accounting	(911)	(911)
Accumulated profits	16,022	13,335
Total stockholders' equity	16,082	13,394
Total liabilities and stockholders' equity	17,570	14,447

Brookmount Explorations, Inc.**Unaudited Consolidated Statement of Operations
For the quarter ended May 31, 2021**

	3 months ended May 31, 2021	3 Month ended May31, 2020
	\$'000	\$'000
Revenue		
Sales	3,145	2,622
Cost of sales	(1,055)	(840)
Gross profit	2,090	1,782
Operating expenses		
Depreciation and amortization	62	45
Selling, general and administrative expenses	315	150
Total operating expenses	377	195
Interest expense	(18)	-
Fair value adjustment of derivative financial instruments	(16)	-
Fair value adjustment of warrant liabilities	(4)	-
Total other income/(other expenses)	(38)	-
Income/(loss) from continuing operations before income tax expenses	1,676	1,587
Income tax expense	(335)	(58)
Net income/(loss) after income tax expense for the period	1,340	1,529
Other comprehensive income /(loss)		
Other comprehensive income/(loss)	-	-
Total comprehensive income/(loss) for the period	1,340	1,529

Brookmount Explorations, Inc.

**Unaudited Consolidated Statement of Changes in Stockholders' Equity
For the year ended February 28, 2021 and 2020**

	Common Stock		Additional Paid in Capital \$'000	Other Comprehensive Income \$'000	Accumulated Profits \$'000	Adjustments to equity to reflect retroactive application of reverse acquisition accounting \$'000	Total Equity \$'000
	Shares	Amount \$'000					
Balance at November 30, 2019	273,140,567	181	-	-	7,673	(911)	6,943
Income after income tax expense for the year	-	-	-	-	780	-	780
New Share issuance (1,000,000 shares @ USD 0.0035/Share)	1,000,000	1	3	-	-	-	3.5
Total comprehensive	-	-	-	-	-	-	-
Income /(loss) for the period	1,000,000	1	3	-	780	-	783.5
Balance at February 28, 2020	274,140,567	182	3	-	8,453	(911)	7,727
Income after income tax expense for the year	-	-	-	-	1,529	-	1,529
New Share issuance (27,000,000 shares @ USD0.0001/Share)	27,000,000	27	-	-	-	-	27
Total comprehensive	-	-	-	-	-	-	-
Income /(loss) for the period	27,000,000	27	-	-	1,529	-	1,556
Balance at May 31, 2020	301,140,567	209	3	-	9,982	(911)	9,283

Brookmount Explorations, Inc.

**Unaudited Consolidated Statement of Changes in Stockholders' Equity
For the year ended May 31, 2021 and 2020**

	Common Stock		Additional Paid in Capital \$'000	Other Comprehensive Income \$'000	Accumulated Profits \$'000	Adjustments to equity to reflect retroactive application of reverse acquisition accounting \$'000	Total Equity \$'000
	Shares	Amount \$'000					
Balance at November 30, 2020	12,513,865	233	737	-	13,335	(911)	13,394
Income after income tax expense for the year	-	-	-	-	1,347	-	1,347
New Share issuance (192,500 shares @ USD 0.001/Share)	192,500	-	-	-	-	-	-
Total comprehensive	-	-	-	-	-	-	-
Income /(loss) for the period	192,500	-	-	-	1,347	-	1,347
Balance at February 28, 2021	12,706,365	233	737	-	14,682	(911)	14,741
Income after income tax expense for the year	-	-	-	-	1,340	-	1,340
New Share issuance (501,000 shares @ USD 0.001/Share)	501,000	1	-	-	-	-	1
Total comprehensive	-	-	-	-	-	-	-
Income /(loss) for the period	501,000	1	-	-	1,340	-	1,341
Balance May 31, 2021	13,207,365	234	737	-	16,022	(911)	16,082

Brookmount Explorations, Inc.

Unaudited Consolidated Statement of Cash Flows For the quarter ended May 31, 2021

	3 months ended May 31, 2021	3 months ended May 31, 2020
	\$'000	\$'000
Cash flows from operating activities:		
Net income/(Loss)	1,340	1,529
Adjustments to reconcile net income to net cash provided by operating activities		
Depreciation and amortization	62	45
Fair value adjustment of derivative	17	
Fair value adjustment of warrant	4	
Net changes in operating assets and liabilities		
(Increase)/Decrease in inventory	(70)	(503)
Increase/(Decrease) in account payable	25	40
(Increase)/Decrease in unpaid capital commitments	-	169
(Increase)/Decrease in non affiliate loans	(1,766)	(1,121)
Increase/(Decrease) in tax provision	334	498
Net cash used in operating activities	<u>(54)</u>	<u>657</u>
Cash flows from investing activities		
Payments for property, plant & equipment	-	(575)
Payments for Talawaan Project	-	(250)
Proceeds/(Payments) for Land Usage Rights	-	148
Net cash used in investing activities	<u>-</u>	<u>(677)</u>
Cash flows from financing activities		
Proceeds from Convertible Notes	56	-
Proceeds from share issuance	1	-
Net cash provided by financing activities	<u>57</u>	<u>-</u>
Net increase/(decrease) in cash and cash equivalents	3	(20)
Cash and cash equivalents at the beginning of period	57	126
Cash and cash equivalents at the end of period	<u>60</u>	<u>105</u>

Brookmount Explorations, Inc.

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

1.1 Nature of Operations

Following its merger with SL Holdings Ltd, the Company is now an operator of producing gold properties in the Republic of Indonesia. The Company currently operates 2 gold producing properties in volcanic hosted sediment within the tropical rain forest region of Sulawesi Province in north east Indonesia and is in the process of acquiring additional high grade properties in the area, which was originally surveyed and developed by Newmont Mining of the US. The Company is incorporated in Nevada and was organized for the purpose of acquiring, exploring and developing mineral properties. The Company is in the process of increasing the processing rates of ore on its properties and focusing on increasing yields and is looking to secure financing to acquire additional producing facilities in the Indonesia.

Basis of Presentation

These unaudited financial statements of the Company have been prepared by Management. These financial statements have been prepared in accordance with the accounting principles generally accepted in the United States ("GAAP").

Going concern basis

The financial statements have been prepared on the going concern basis, which assumes continuity of normal business activities and the realization of assets and the settlement of liabilities in the ordinary course of business.

At May 31, 2021, the company had a current asset deficiency of \$834,000 and net asset surplus of \$16,082,000 (November 30, 2020 current asset deficiency of \$414,000 and net asset surplus \$14,741,000) The Company reported an after tax profit of \$1,340,000 for the quarter ended May 31, 2021 (May 31, 2020 after tax profit: \$1,347,000).

The company has prepared the financial statements on a going concern basis that contemplates the continuity of normal business activity, realization of assets and settlement of liabilities at the amounts recorded in the financial statements in the ordinary course of business.

The company believes that there are reasonable grounds to support the fact that it will be able to pay its debts as and when they become due and payable. In forming this opinion, the Group has considered the following factors:

- (i) The company has generated positive cash flow from operations in each of the past 2 years;
- (ii) The company has ability to raise additional funds through issuance of common stock; and
- (iii) The company has issued convertible notes to raise additional funds.

If the Company is unable to continue as a going concern it may be required to realize its assets and extinguish its liabilities other than in the ordinary course of business at amounts different from those stated in the financial statements.

The financial statements do not include adjustments relating to the recoverability and classification of recorded asset amounts or to the amounts and classification of liabilities that might be necessary should the Company not continue as a going concern.

Brookmount Explorations, Inc.

1.2 Recent Accounting Pronouncements

The Company continually assesses any new accounting pronouncements to determine their applicability to the Company. Where it is determined that a new accounting pronouncement affects the Company's financial reporting, the Company undertakes a study to determine the consequence of the change to its financial statements and assures that there are proper controls in place to ascertain that the Company's financials properly reflect the change. The Company currently does not have any recent accounting pronouncements that they are studying and feel may be applicable.

1.3 Use of Estimates and Assumptions

The preparation of these 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.

1.4 Reverse Acquisition Accounting

In accordance with "reverse acquisition" accounting treatment, our historical financial statements as of period ends, and for periods ended, prior to the Acquisition will be replaced with the historical financial statements of SL Group Holdings, Limited ("SL Group"), in all future filings with the SEC. Consequently retroactive adjustments have been made to the equity balances of SL Group to reflect the equity balances of the legal parent company Brookmount Explorations, Inc. as required under ASC 805 and the application of reverse acquisition accounting.

1.5 Foreign Currency Translation

The consolidated financial statements are presented in United States dollars. In accordance with the standard, "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.

1.6 Environmental Costs

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.

1.7 Principles of Consolidation

The unaudited consolidated financial statements include the Company's accounts and those of the Company's wholly-owned subsidiary. All significant intercompany accounts and transactions have been eliminated in consolidation.

1.8 Cash and Cash Equivalents

The Company considers cash deposits and all highly liquid investments with a maturity of three months or less when purchased to be cash equivalents.

Brookmount Explorations, Inc.

1.9 Fixed Assets

Fixed assets are stated at cost less accumulated depreciation and are comprised of assets utilized in the processing and refining of ore into phase 1 and 2 gold production. These assets include electrical and plumbing infrastructure and equipment, on site facilities and buildings and general equipment. Depreciation is calculated using the straight-line method over the estimated useful life of the assets.

1.10 Fair Value of Financial Instruments

The Company adopted Accounting Standards Codification (“ASC”) ASC 820, “Fair Value Measurements and Disclosures” (“ASC 820”), for assets and liabilities measured at fair value on a recurring basis. ASC 820 establishes a common definition for fair value to be applied in accordance with accounting principles generally accepted in the United States of America that requires the use of fair value measurements, establishes a framework for measuring fair value and expands disclosure about such fair value measurements.

ASC 820 defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Additionally, ASC 820 requires the use of valuation techniques that maximize the use of observable inputs and minimize the use of unobservable inputs.

These inputs are prioritized below:

Level 1: Observable inputs such as quoted market prices in active markets for identical assets or liabilities

Level 2: Observable market-based inputs or unobservable inputs that are corroborated by market data.

Level 3: Unobservable inputs for which there is little or no market data, which require the use of the reporting entity’s own assumptions.

The Company analyzes all financial instruments with features of both liabilities and equity under the Financial Accounting Standard Board’s (“FASB”) accounting standard for such instruments. Under this standard, financial assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement.

The carrying amounts reported in the condensed consolidated balance sheets for cash, and accounts payable, approximate their estimated fair values based on the short-term maturity of these instruments.

Convertible notes payable and Common stock warrant liability

Level 3

Convertible Notes Payable	\$206,818
Warrant to purchase common stock	\$22,200

Our Level 3 financial liabilities consist of convertible notes payable (the “Notes”) and warrants for the purchase of common stock, all of which were issued as detailed below:

- (i) On August 7, 2020 we entered into a Securities Purchase Agreement with one person, pursuant to which we sold (i) convertible senior secured convertible promissory notes dated August 7, 2020 in the aggregate principal amount of \$568,182 to be drawn in tranches and (ii) Warrants to purchase up to an aggregate of 50,000 shares of our common stock at an initial exercise price of \$1.00 per share .
- (ii) On October 7, 2020, a further \$50,000 in a second tranche was drawn down from the Securities Purchase Agreement with one person, pursuant to which we sold convertible senior secured convertible promissory notes dated August 7, 2020 in the aggregate principal amount of \$568,182 as per (i) above.

Brookmount Explorations, Inc.

- (iii) On December 2, 2020, a further \$50,000 in a third tranche was drawn down from the Securities Purchase Agreement with one person, pursuant to which we sold convertible senior secured convertible promissory notes dated August 7, 2020 in the aggregate principal amount of \$568,182 as per (i) above.
- (iv) On March 23, 2021, a further \$50,000 in a fourth tranche was drawn down from the Securities Purchase Agreement with one person, pursuant to which we sold convertible senior secured convertible promissory notes dated August 7, 2020 in the aggregate principal amount of \$568,182 as per (i) above.

The fair values of these liabilities as of their issuance date and the subsequent measurement date of August 31, 2020 were determined utilizing a Black-Scholes valuation model, which requires use of unobservable inputs. The inputs are determined by management, with the assistance of independent experts; they represent our best estimates, but involve certain inherent uncertainties. We used the market value of the underlying stock, a life equal to the contractual life of the financial instrument, incremental borrowing rates and bond yields that correspond to instruments of similar credit worthiness and the instrument's remaining life, an estimate of volatility based on the historical prices of our trading securities, and we made assumptions as to our abilities to test and commercialize our product(s), to obtain future financings when and if needed, and to comply with the terms and conditions of our Notes.

A significant change in the market price per share, expected volatility, or bond yield of equivalent securities, in isolation, would result in significantly higher or lower fair value measurements. In combination, changes in these inputs could result in a significantly higher or lower fair value measurement if the input changes were to be aligned, or could result in a minimally higher or lower fair value measurement if the input changes were of a compensating nature.

1.11 Income Taxes

The Company accounts for income taxes using the asset and liability method. Accordingly, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in the tax rate is recognized in income or expense in the period that the change is effective. Tax benefits are recognized when it is probable that the deduction will be sustained. A valuation allowance is established when it is more likely than not that all or a portion of a deferred tax asset will either expire before the Company is able to realize the benefit, or that future deductibility is uncertain.

The Company submits tax returns to local and provincial agencies in Indonesia but does not generate revenue in the US and as such, is not required to submit a US tax return. Uncertain tax positions taken on the Company's tax returns will be accounted for as liabilities for unrecognized tax benefits. The Company will recognize interest and penalties, if any, related to unrecognized tax benefits in general and administrative expenses in the statements of operations.

1.12 Inventory

Inventory is valued at a rate based on the market equivalent of the prevailing gold price which is continually variable. Inventory production cost is determined using a matrix of unit costs such as electricity, labour, chemicals and capital equipment such as excavators and dump trucks.

Brookmount Explorations, Inc.

1.13 Production Property

The Company is primarily engaged in the development and production of gold ore bearing properties. Properties are invested or operated under long term production agreements from local partners. Acquisition costs are capitalized in accordance with U.S. GAAP when management has determined that future benefits consisting of a contribution to future cash inflows, have been identified and adequate financial resources are available to complete the required investment.

1.14 Revenue Recognition

Revenue is recognized from a sale when persuasive evidence of an arrangement exists, the price is determinable, the product has been delivered, risk and the title has been transferred to the customer and collection of the sales price is reasonably assured.

1.15 Accumulated Other Comprehensive Income (Loss)

Comprehensive income (loss) is presented net of applicable income taxes in the accompanying consolidated statements of stockholders' equity and comprehensive income (loss). Other comprehensive income (loss) is comprised of revenues, expenses, gains, and losses that under GAAP are reported as separate components of stockholders' equity instead of net income (loss).

2. Investment in Talawaan Project

The Company has invested in long term (20 year) operating agreements with exclusive land usage rights with a local entity in Talawaan City, district of Minahasa in Northern Sulawesi Province for excavation, production and processing on a 25 hectare site close to the airport of the regional capital Manado. The property has a complete processing plant onsite, including ore crushers, ball mills, floatation processing tanks and tailing ponds and ore is excavated from reefs of medium to high grade volcanic hosted ore present on the property. The facility at Talawaan also processes ore on behalf of 3rd party mining groups on a contract basis.

3. Segment Information

The Company operates predominantly in one industry and one geographical segment, those being gold mining and Indonesia, respectively.

4. Capital and Leasing Commitments

There was no capital or leasing expenditure at May 31, 2021 except for the below:

The company will make the following payments at the following times to Gennex with respect to the purchase of the Assets as describe in Note 6:

- \$150,000.00 USD to Gennex payable on or before June 30
- \$100,000.00 USD to Gennex payable on or before December 15, 2021
- \$250,000.00 USD to Gennex payable on or before June 15, 2022.
- \$250,000.00 USD to Gennex payable on or before December 15, 2022.
- \$250,000.00 USD to Gennex payable on or before June 15, 2023.
- \$650,000.00 USD to Gennex payable on or before December 15, 2023.
- Or as otherwise agreed to in writing by separate amendment between the Parties.

Brookmount Explorations, Inc.

5. Contingencies

From time to time, the Company is involved in routine litigation that arises in the ordinary course of business. There are no pending significant legal proceedings to which the Company is a party for which management believes the ultimate outcome would have a material adverse effect on the Company's financial position.

6. Events After the Reporting Period

There has not arisen in the interval between the end of the financial period and the date of these financial statements any other item, transaction or event of a material and unusual nature likely, in the opinion of the Directors of the Company, to affect significantly the operation of the company, the results of those operations, or the state of affairs of the company, in future financial years except for:

- (a) Several events of default have occurred which have not been cured, including but not limited to the failure to make certain payments of interest and principal under the Senior Secured Convertible Promissory Note entered on August 7, 2020. On June 24, 2021, the Company entered into an agreement with its lender to amend the senior secured convertible promissory note, securities purchase agreement, and securities agreement. For a period of 3 months, the investor will not initiate collection actions against the collateral in which the investor was granted a security interest pursuant to the terms of the Security Agreement; and
- (b) On June 4, 2021, the Company entered into a Securities Exchange Agreement with the shareholders of 2206555 Alberta Inc., an Alberta company acting as Gennex Gold and having Gold and having 100% ownership rights to the Moosehorn Gold Project, comprising an area of approximately 6000 hectares, together with accommodation camp, airstrip, fuel depot and heavy equipment, located southwest of Dawson City, Yukon, Canada ("the Project") to exchange 100% of the Gennex Shares for a 25% interest in the shares of the Company, calculated on a fully diluted basis ("Equity Consideration"), together with a commitment from the Company to invest not less than US\$1,650,000 for the purchase of the property and in further development of the operations of the Project and a 2.5% Net Smelter Royalty.