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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 10-Q

(Mark One)

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

For the quarterly period ended **November 30, 2008**

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

For the transition period from _____ to _____

COMMISSION FILE NUMBER 000-52398

WESTMONT RESOURCES, INC.

(Exact name of registrant as specified in its charter)

NEVADA

(State or other jurisdiction of incorporation or
organization)

76-0773948

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

1621 Freeway Drive, Suite 209

Mount Vernon, WA

(Address of principal executive offices)

98273

(Zip Code)

(360) 395-6040

(Registrant's telephone number, including area code)

Not Applicable

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

Indicate by check whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), 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, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Non-accelerated filer Accelerated filer **Smaller reporting company**

(Do not check if a smaller 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

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date: As of January 19, 2009, the Issuer had 48,833,000 Shares of Common Stock outstanding.

PART I - FINANCIAL INFORMATION**ITEM 1. FINANCIAL STATEMENTS.**

Westmont Resources Inc.
(An Exploration Stage Company)

November 30, 2008

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Westmont Resources Inc.
 (An Exploration Stage Company)
Consolidated Balance Sheets
 (Unaudited)

	November 30, 2008	May 31, 2008
ASSETS		
Current Assets		
Cash	\$ 3,167	\$ 33
Prepaid expenses	180	180
Total Assets	\$ 3,347	\$ 213
 LIABILITIES AND STOCKHOLDERS' DEFICIT		
Current Liabilities		
Accounts payable and accrued liabilities	\$ 29,753	\$ 28,933
Convertible notes payable (Note 4)	401,997	-
Due to related party	37,110	11,046
Total Liabilities	468,860	39,979
 Stockholders' Deficit		
Common Stock, 75,000,000 shares authorized, \$0.001 par value, 48,833,000 and 9,333,000 at November 30, 2008 and May 31, 2008 shares issued and outstanding	48,833	9,333
Additional paid-in capital	72,827	72,827
Deficit accumulated during the exploration stage	(587,173)	(121,926)
Total Stockholders' Deficit	(465,513)	(39,766)
Total Liabilities and Stockholders' Deficit	\$ 3,347	\$ 213

The accompanying notes are an integral part of the financial statements.

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Westmont Resources, Inc.
 (An Exploration Stage Company)
Consolidated Statements of Expenses
 (Unaudited)

	For the Three Months Ended November 30, 2008	For the Three Months Ended November 30, 2007	For the Six Months Ended November 30, 2008	For the Six Months Ended November 30, 2007	Period from November 16, 2004 (Inception) Through November 30, 2008
Expenses					
General and administrative	\$ 454,295	\$ 24,135	\$ 465,247	\$ 40,639	\$ 571,713
Mining expenses	-	-	-	-	15,460
<u>Net Loss</u>	<u>\$ (454,295)</u>	<u>\$ (24,135)</u>	<u>\$ (465,247)</u>	<u>\$ (40,639)</u>	<u>\$ (587,173)</u>
<u>Net Loss Per Share – Basic and Diluted</u>	<u>\$ (0.01)</u>	<u>\$ (0.00)</u>	<u>\$ (0.01)</u>	<u>\$ (0.00)</u>	<u>N/A</u>
<u>Weighted Average Shares Outstanding– Basic and Diluted</u>	<u>44,926,407</u>	<u>9,333,000</u>	<u>46,890,377</u>	<u>9,333,000</u>	<u>N/A</u>

The accompanying notes are an integral part of the financial statements.

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Westmont Resources Inc.
 (An Exploration Stage Company)
Consolidated Statements of Cash Flows
 (Unaudited)

	For the Six Months Ended November 30, 2008	For the Six Months Ended November 30, 2007	Period from November 16, 2004 (Inception) to November 30, 2008
Operating Activities			
Net loss	\$ (465,247)	\$ (40,639)	\$ (587,173)
Adjustments to reconcile net loss to net cash used in operating activities:			
Common shares issued for services	39,500	–	39,500
Note payable assumed for services	401,997	–	401,997
Changes in operating assets and liabilities:			
Prepaid expenses	–	–	(180)
Accounts payable and accrued liabilities	820	19,194	29,753
Net cash used in operating activities	(22,930)	(21,445)	(116,103)
Financing Activities			
Proceeds from issuance of common stock	–	–	82,160
Net advances from related party	26,064	–	37,110
Net cash provided by Financing Activities	26,064	–	119,270
Net change in cash	3,134	(21,445)	3,167
Cash – Beginning of Period	33	39,038	–
Cash – End of Period	\$ 3,167	\$ 17,593	\$ 3,167
Supplemental Disclosures			
Interest paid	\$ –	\$ –	\$ –
Income taxes paid	\$ –	\$ –	\$ –

The accompanying notes are an integral part of the financial statements.

Westmont Resources Inc.
(An Exploration Stage Company)
Notes to the Consolidated Financial Statements
(Unaudited)

Note 1 - Basis of Presentation

The accompanying unaudited interim financial statements of Westmont Resources have been prepared in accordance with accounting principles generally accepted in the United States of America and the rules of the Securities and Exchange Commission, and should be read in conjunction with Westmont Resources' audited 2008 annual financial statements and notes thereto contained in Westmont's Annual Report filed with the SEC on Form 10-KSB. In the opinion of management, all adjustments, consisting of normal recurring adjustments, necessary for a fair presentation of financial position and the results of operations for the interim periods present have been reflected herein. The results of operation for interim periods are not necessarily indicative of the results to be expected for the full year. Notes to the financial statements, which would substantially duplicate the disclosure required in Westmont's fiscal 2008 financial statements have been omitted.

On March 9, 2005, the Company formed a wholly-owned subsidiary, known as Norstar Explorations Ltd. ("Norstar"), a company incorporated in British Columbia, Canada. On November 21, 2008, the Company entered into a Share Purchase Agreement whereby the Company acquired all the issued and outstanding shares of common stock of Avalon International Inc. ("Avalon"), a Washington corporation, in exchange for 22,500,000 shares of common stock of the Company. These consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries, Norstar and Avalon from the date of inception and acquisition, respectively.

All significant inter-company balances and transactions have been eliminated on consolidation.

Note 2 - Going Concern

These financial statements have been prepared on a going concern basis, which implies Westmont Resources will continue to realize its asset and discharge its liabilities in the normal course of business. Westmont Resources has never generated revenue since inception and is unlikely to generate earnings in the immediate or foreseeable future. The continuation of Westmont Resources as a going concern is dependent upon the continued financial support from its shareholders, the ability of Westmont Resources to obtain necessary equity financing to continue operations, and the attainment of profitable operations. As of November 30, 2008, Westmont Resources has accumulated losses since inception. These factors raise substantial doubt regarding Westmont Resources' ability to continue as a going concern. These financial statements do not include any adjustments to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should Westmont Resources be unable to continue as a going concern.

Note 3 - Common Stock

- a. During the quarter ended November 30, 2008, the Company issued 17,000,000 shares of common stock at \$0.001 per share to its officers as compensation for services rendered.
- b. During the quarter ended November 30, 2008, the Company issued 22,500,000 shares of common stock at \$0.001 per share for the acquisition of Avalon International Inc. (See Note 4).

Note 4 - Convertible Notes Payable

On November 21, 2008, Westmont acquired control of Avalon International. Avalon had no assets or operations and therefore is not considered a business under EITF 98-3. Westmont accounted for the shares issued and note payable assumed as compensation expense to the Avalon shareholders and has expensed the fair value of both in general and administrative expense in the statement of operations.

In connection with the acquisition of Avalon International, Westmont assumed a convertible note payable previously issued by Avalon (the "Note") totaling \$401,997, bearing interest based on Libor Rate plus 2.5% per annum. The Note holder has the option to convert the outstanding balance at any time to the equivalent of Twenty-Five Percent of the total issued and outstanding shares of Westmont provided the conversion would not cause Westmont to issue more shares than Westmont has authorized less the actual shares issued and obligations to issue shares under any outstanding agreement. Westmont evaluated the embedded conversion option to determine if it was within the scope of SFAS 133 and EITF 00-19. Westmont concluded that the convertible note should not be classified as a liability, and therefore, is not subject to SFAS 133 and EITF 00-19. Westmont also evaluated the convertible note to determine if it was within the scope of EITF 98-5 or EITF 00-27 and determined there was no intrinsic value associated with the conversion option.

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ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATION.

Cautionary Statement Regarding Forward-Looking Statements

Certain statements contained in this Quarterly Report constitute "forward-looking statements". These statements, identified by words such as "plan", "anticipate", "believe", "estimate", "should", "expect" and similar expressions include our expectations and objectives regarding our future financial position, operating results and business strategy. These statements reflect the current views of management with respect to future events and are subject to risks, uncertainties and other factors that may cause our actual results, performance or achievements, or industry results, to be materially different from those described in the forward-looking statements. Such risks and uncertainties include those set forth under Part II – Item 1A "Risk Factors" and elsewhere in this Quarterly Report. We advise you to carefully review the reports and documents we file from time to time with the United States Securities and Exchange Commission (the "SEC"), particularly our Annual Reports on Form 10-KSB or Form 10-K and our Current Reports on Form 8-K.

As used in this Quarterly Report, the terms "we", "us", "our", "Westmont" and the "Company" mean Westmont Resources, Inc. and its subsidiaries unless otherwise indicated. All dollar amounts in this Quarterly Report are in U.S. dollars unless otherwise stated.

Overview

The following discussion and analysis summarizes our plan of operation for the next twelve months, our results for the three months ended November 30, 2008 and changes in financial condition from May 31, 2008. The following discussion should be read in conjunction with Management's Discussion and Analysis or Plan of Operation included in our Annual Report on Form 10-KSB filed on September 9, 2008.

Until shortly prior to the end of the period covered by this report, the Company was engaged solely in the acquisition and exploration of mineral properties. On November 21, 2008, we closed a transaction whereby we acquired all of the capital stock of Avalon International, Inc., a Washington corporation ("Avalon"). At the time of the transaction, Avalon had no assets or operations and, thus, the transaction was accounted for as compensation and not as an acquisition of a business.

We are an exploration stage company engaged in the acquisition and exploration of mineral properties. During the fiscal year ended May 31, 2008, we amalgamated our two mineral properties called "JB 1 Claim" and the "JB 2 Claim" located in the Province of British Columbia, Canada into one mineral property that we now call the "JB 1 Claim." The newly formed "JB 1 Claim" is registered with the Ministry of Mines under tenure number 578808 and covers an area of approximately 1211 hectares. We own a 100% undivided interest in the "JB 1 Claim" and the property is in good standing until March 22, 2009.

Due to restrictions set by the Province of British Columbia on the ownership of mineral claims, title to the JB 1 Claim is currently held by our wholly owned subsidiary, Norstar Explorations Ltd., a British Columbia company. We are currently conducting mineral exploration activities on the JB 1 Claim in order to assess whether it contains any commercially exploitable gold, copper or silver reserves. Currently, there are no known mineral reserves on the JB 1 Claim.

PLAN OF OPERATION

Over the next twelve months, we plan to conduct mineral exploration activities on the JB 1 Claim in order to assess whether the property contains mineral reserves capable of commercial extraction. Our exploration program is designed to explore for commercially viable mineral deposits. We have not, nor have any predecessors, identified any commercially exploitable reserves of these minerals on the JB 1 Claim.

We received a geological evaluation report on the JB 1 Claim, as formerly constituted, entitled "Report and Recommendations, JB 1 Claim Tenure No. 530766, Atlin Mining District Northwestern British Columbia Canada" prepared by our consulting geologist on April 23, 2006. The geological report summarizes the results of the history of the exploration of the mineral claim, the regional and local geology of the mineral claim and the mineralization and the geological formations identified as a result of the prior exploration. The geological report also gives conclusions regarding potential mineralization of the mineral claim and recommends a further geological exploration program on the mineral claim. Phases I, II and III of our recommended exploration program involve the following:

Phase	Exploration Program	Cost	Status
Phase I	Review historic data for initial evaluation in the field; geochemical sampling and reconnaissance work; analyses of rock samples and stream sediment and soil samples.	\$4,320	Completed in the Spring of 2007.
Phase II	Satellite imagery and computer driven software programs to provide base maps and structural studies of the JB 1 Claim.	\$7,420	Completed in Fall of 2007.
Phase III	Continue surveys and conduct sampling work; trenching and drilling; continue assessment; helicopter-supported grid preparation and magnetometer and electromagnetic survey.	\$25,000	Expected to be completed in 2009.

Work on Phase I of our exploration program was completed in the Spring of 2007 and consisted of a very limited program of geochemical stream sediment and rock sampling. The results of Phase I did not indicate any geologically anomalous values. However, acting on the recommendations of our consulting geologist we decided to proceed with Phase II of our exploration program.

Phase II of our exploration program was completed in the Fall of 2007. Surveys and geological mapping was undertaken using aerial and satellite imagery to provide base maps and structural studies on the former JB 1 Claim. We attempted to have rock and soil samples taken and analyzed, however, due to inclement weather conditions we were unable to access the JB 1 Claim. Based on a review of the satellite imagery we obtained of the former JB 1 Claim, our consulting geologist has recommended that we proceed with Phase III of our exploration program. Phase III of our exploration program is expected to consist of rock and soil sampling with a proposed budget of \$25,000. We hope to engage consultants to visit the JB1 claim area to conduct Phase III of our exploration program in 2009.

As of November 30, 2008, we had cash on hand of \$3,167 and a working capital deficit of \$465,693. We do not currently have sufficient cash to pay for the anticipated costs of Phase III of our exploration program and meet the anticipated costs of operating our business for the next twelve months. In addition, there are no assurances that the actual costs of completing our exploration program will not exceed our estimates of those costs. We currently do not have any arrangements for additional financing.

We anticipate that we will incur the following expenses over the next twelve months:

Category	Planned Expenditures Over The Next 12 Months (US\$)
Legal and Accounting Fees	\$ 20,000
Office Expenses	\$ 5,000
Mineral Property Exploration Expenses	\$ 25,000
TOTAL	\$ 50,000

RESULTS OF OPERATIONS

Three Months Summary

	Three Months Ended November 30, 2008	Three Months Ended November 30, 2007	Percentage Increase / (Decrease)
Revenue	Nil	Nil	n/a
Expenses	\$ (454,295)	\$ (24,135)	1,800%
Net Income (Loss)	\$ (454,295)	\$ (24,135)	1,800%

Revenue

We have not earned any revenues to date. We do not anticipate earning revenues until such time as we enter into commercial production of our mineral properties. We are presently in the exploration stage of our business and we can provide no assurance that we will discover commercially exploitable levels of mineral resources on our properties, or if such deposits are discovered, that we will enter into further substantial exploration programs.

Operating Expenses

Our general and administrative expenses increased \$430,160 from \$24,135 during the three months ended November 30, 2007 to \$454,295 during the three months ended November 30, 2008. This increase in general and administrative expenses was primarily due to an increase in professional fees and the accounting treatment of the Avalon transaction as an expense. Professional fees consisted of accounting and legal expenses incurred in connection with meeting our ongoing reporting obligations under the Exchange Act.

We anticipate our operating expenses will increase significantly as we proceed with our exploration program of the JB 1 Claim.

Six Months Summary

	Six Months Ended November 30, 2008	Six Months Ended November 30, 2007	Percentage Increase / (Decrease)
Revenue	Nil	Nil	n/a
Expenses	\$ (465,247)	\$ (40,639)	1,000%
Net Income (Loss)	\$ (465,247)	\$ (40,639)	1,000%

Revenue

We have not earned any revenues to date. We do not anticipate earning revenues until such time as we enter into commercial production of our mineral properties. We are presently in the exploration stage of our business and we can provide no assurance that we will discover commercially exploitable levels of mineral resources on our properties, or if such deposits are discovered, that we will enter into further substantial exploration programs.

Operating Expenses

Our general and administrative expenses increased \$424,608 from \$40,639 during the six months ended November 30, 2007 to \$465,247 during the three months ended November 30, 2008. The increase in general and administrative expenses was primarily due to an increase in professional fees and the accounting treatment of the Avalon transaction as an expense. Professional fees consisted of accounting and legal expenses incurred in connection with meeting our ongoing reporting obligations under the Exchange Act.

We anticipate our operating expenses will increase significantly as we proceed with our exploration program of the JB 1 Claim.

LIQUIDITY AND CAPITAL RESOURCES

Working Capital

	At		Percentage
	November 3, 2008	At May 31, 2008	Increase / (Decrease)
Current Assets	\$ 3,167	\$ 33	9,497%
Current Liabilities	446,860	39,979	1,100%
Working Capital (Deficit)	\$ (465,693)	\$ (39,946)	(1,100)%

Cash Flows

	From Inception (November 18, 2004) to November 30, 2008		
	Six Months ended November 3, 2008	Six months ended November 3, 2007	
Cash Flows Used in Operating Activities	\$ (116,103)	\$ (22,930)	\$ (21,445)
Cash Flows Used in Investing Activities	-	-	-
Cash Flows From Financing Activities	\$ 119,270	\$ 26,064	-
Net Increase/Decrease in Cash During Period	\$ 3,167	\$ 3,167	\$ (21,445)

The decrease in our working capital at August 31, 2008 from our year ended May 31, 2008 is primarily a result of the acquisition of Avalon.

Since our inception, we have used our common stock to raise money for our operations and for our property acquisitions. When necessary, we have also relied on advances from our founder, Andrew Jarvis. We have not attained profitable operations and are dependent upon obtaining financing to pursue our plan of operation. For these reasons, our auditors stated in their report to our audited financial statements for the fiscal year ended May 31, 2008 that there is substantial doubt that we will be able to continue as a going concern.

We anticipate continuing to rely on equity sales of our common stock in order to continue to fund our business operations. Issuances of additional shares will result in dilution to our existing stockholders. There is no assurance that we will achieve any of additional sales of our equity securities. In the past, we have also relied on advances from Mr. Jarvis when needed. However, there are no assurances that Mr. Jarvis will be willing to advance us additional funds in the future. There are no assurances that we will be able to arrange for other debt or other financing to fund our planned business activities.

OFF-BALANCE SHEET ARRANGEMENTS

We have no significant off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources.

CRITICAL ACCOUNTING POLICIES

We have identified certain accounting policies, described below, that are most important to the portrayal of our current financial condition and results of operations. Our significant accounting policies are disclosed in the notes to the audited financial statements included in our Annual Report on Form 10-KSB.

Exploration Expenditures

We follow a policy of capitalizing mineral property acquisition costs and expensing mineral property exploration expenditures until a production decision in respect of the project and until we are reasonably assured that it will receive regulatory approval to permit mining operations, which may include the receipt of a legally binding project approval certificate.

Management periodically reviews the carrying value of its investments in mineral leases and claims with internal and external mining related professionals. A decision to abandon, reduce or expand a specific project is based upon many factors including general and specific assessments of mineral deposits, anticipated future mineral prices, anticipated future costs of exploring, developing and operating a production mine, the expiration term and ongoing expenses of maintaining mineral properties and the general likelihood that we will continue exploration on such project. We do not set a pre-determined holding period for properties with unproven deposits; however, properties which have not demonstrated suitable metal concentrations at the conclusion of each phase of an exploration program are re-evaluated to determine if future exploration is warranted, whether there has been any impairment in value and that their carrying values are appropriate.

If an area of interest is abandoned or it is determined that its carrying value cannot be supported by future production or sale, the related costs are charged against operations in the year of abandonment or determination of value. The amounts recorded as mineral leases and claims represent costs to date and do not necessarily reflect present or future values.

Our exploration activities and proposed mine development are subject to various laws and regulations governing the protection of the environment. These laws are continually changing, generally becoming more restrictive. We have made, and expect to make in the future, expenditures to comply with such laws and regulations.

The accumulated costs of properties that are developed on the stage of commercial production will be amortized to operations through unit-of-production depletion.

Donated Capital

In accordance with Statement of Financial Accounting Standards No. 116 ("SFAS 116"), "Accounting for Contributions Received and Contributions Made", we reflect donated capital, such as outright gifts to us by way of donated management services provided, in the Statement of Operations.

Donated management services are recognized if the services received (a) create or enhance non-financial assets, or (b) require specialized skills, are provided by individuals possessing these skills, and would typically need to be purchased if not provided by donation.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.

Not applicable.

ITEM 4. CONTROLS AND PROCEDURES.**(A) Evaluation of Disclosure Controls and Procedures**

Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by an issuer in the reports that it files or submits under the Securities Exchange Act of 1934, as amended (the "Act") is accumulated and communicated to the issuer's management, including its principal executive and principal financial officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure. It should be noted that the design of any system of controls is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions, regardless of how remote.

As of the end of the period covered by this Quarterly Report, we carried out an evaluation, under the supervision and with the participation of our President and our Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures. Based on this evaluation, our President and Chief Financial Officer have concluded that the Company's disclosure controls and procedures are effective.

(B) Changes in Internal Controls over Financial Reporting

In connection with the evaluation of the Company's internal controls during the Company's last fiscal quarter covered by this report required by paragraph (d) of Rules 13a-15 and 15d-15 under the Exchange Act, the Company has determined that the addition of a new President and a new Chief Financial Officer have had a material affect, and will have an ongoing material affect, on the quality and effectiveness of the Company's internal controls over financial reporting.

PART II - OTHER INFORMATION**ITEM 1. LEGAL PROCEEDINGS.**

None.

ITEM 1A. RISK FACTORS.**If we do not obtain additional financing, our business will fail.**

Our current working capital is insufficient to meet the anticipated costs of Phase III of our exploration program on the JB 1 Claim and the anticipated costs of operating our business over the next twelve months. Therefore, we will need to obtain additional financing in order to complete our business plan. We have not earned any revenues from our mineral exploration since our inception. We currently do not have any arrangements for financing and we may not be able to obtain financing when required. Obtaining additional financing would be subject to a number of factors outside of our control, including the results from our exploration program, and any unanticipated problems relating to our mineral exploration activities, including environmental assessments and additional costs and expenses that may exceed our current estimates. These factors may make the timing, amount, terms or conditions of additional financing unavailable to us in which case our business will fail.

We have yet to earn revenue from our mineral exploration and, because our ability to sustain our operations is dependent on our ability to raise financing, our accountants believe that there is substantial doubt about our ability to continue as a going concern.

We have incurred net losses of \$587,173 for the period from our inception on November 16, 2004 to November 30, 2008, including the net losses of Avalon, and have no significant revenues to date. Our future is dependent upon our ability to obtain financing and upon future profitable operations from the development of our mineral claim. These factors raise substantial doubt that we will be able to continue as a going concern. In our Annual Report on Form 10-KSB, Malone & Bailey PC, our independent registered public accounting firm, expressed substantial doubt about our ability to continue as a going concern given our accumulated losses. This could materially limit our ability to raise additional funds by issuing new debt or equity securities or otherwise. If we fail to raise sufficient capital, we will not be able to complete our business plan. As a result we may have to liquidate our business and investors may lose their investment. Investors should consider our auditor's comments when determining if an investment in Westmont is suitable.

Because of the unique difficulties and uncertainties inherent in mineral exploration ventures, we face a high risk of business failure.

Investors should be aware of the difficulties normally encountered by new mineral exploration companies and the high rate of failure of such enterprises. The likelihood of success must be considered in light of the problems, expenses, difficulties, complications and delays encountered in connection with the exploration of the mineral properties that we plan to undertake. These potential problems include, but are not limited to, unanticipated problems relating to exploration, and additional costs and expenses that may exceed current estimates. The JB 1 Claim does not contain known bodies of commercial ore and, therefore, any program conducted on the JB 1 Claim would be an exploratory search of ore. There is no certainty that any expenditures made in the exploration of the JB 1 Claim will result in discoveries of commercial quantities of ore. Most exploration projects do not result in the discovery of commercially mineable deposits of ore.

Problems such as unusual or unexpected formations and other conditions are involved in mineral exploration and often result in unsuccessful exploration efforts. If the results of our exploration program do not reveal viable commercial mineralization, we may decide to abandon our claim and acquire new claims for new exploration. The acquisition of additional claims will be dependent upon our possessing capital resources at the time in order to purchase such claims. If no funding is available, we may be forced to abandon our operations.

We have no known mineral reserves and if we cannot find any, we will have to cease operations.

We have no mineral reserves. If we do not find a commercially viable mineral reserve, or if we cannot complete the exploration of the mineral reserve, either because we do not have the money to do it or because it will not be economically feasible to do so, we may have to cease operations and investors may lose their investment. Mineral exploration is highly speculative. It involves many risks and is often non-productive. Even if we are able to find mineral reserves on our property, our production capability is subject to further risks including:

- Costs of bringing the property into production including exploration work, preparation of production feasibility studies, and construction of production facilities, all of which we have not budgeted for;
- Availability and costs of financing;
- Ongoing costs of production; and
- Environmental compliance regulations and restraints.

The marketability of any minerals acquired or discovered may be affected by numerous factors which are beyond our control and which cannot be accurately predicted, such as market fluctuations, the lack of milling facilities and processing equipment near the JB 1 Claim, and such other factors as government regulations, including regulations relating to allowable production, importing and exporting of minerals, and environmental protection.

Given the above noted risks, the chances of finding reserves on our mineral property are remote and funds expended on exploration will likely be lost.

Because of the inherent dangers involved in mineral exploration, there is a risk that we may incur liability or damages as we conduct our business.

The search for valuable minerals involves numerous hazards. As a result, we may become subject to liability for such hazards, including pollution, cave-ins and other hazards against which we cannot insure or against which we may elect not to insure. At the present time we have no insurance to cover against these hazards. The payment of such liabilities may result in our inability to complete our planned exploration program and/or obtain additional financing to fund our exploration program.

As we undertake exploration of our mineral claim, we will be subject to compliance with government regulation that may increase the anticipated cost of our exploration program.

There are several governmental regulations that materially restrict mineral exploration. We will be subject to the laws of the Province of British Columbia, Canada as we carry out our exploration program. We may be required to obtain work permits, post bonds and perform remediation work for any physical disturbance to the land in order to comply with these laws. If we enter the production phase, the cost of complying with permit and regulatory environment laws will be greater because the impact on the project area is greater. Permits and regulations will control all aspects of the production program if the project continues to that stage. Examples of regulatory requirements include:

- (i) Water discharge will have to meet drinking water standards;
- (ii) Dust generation will have to be minimal or otherwise re-mediated;
- (iii) Dumping of material on the surface will have to be re-contoured and re-vegetated with natural vegetation;
- (iv) An assessment of all materials to be left on the surface will need to be environmentally benign;
- (v) Ground water will have to be monitored for any potential contaminants;
- (vi) The socio-economic impact of the project will have to be evaluated and if deemed negative, will have to be re-mediated; and
- (vii) There will have to be an impact report of the work on the local fauna and flora including a study of potentially endangered species.

Our annual cost of compliance with the Mineral Tenure Act, with respect to the JB 1 Claim, is currently approximately \$4,846 CDN (approximately \$3,876 US). There is a risk that new regulations could increase our costs of doing business and prevent us from carrying out our exploration program. We will also have to sustain the cost of reclamation and environmental remediation for all exploration work undertaken. Both reclamation and environmental remediation refer to putting disturbed ground back as close to its original state as possible. Other potential pollution or damage must be cleaned up and renewed along standard guidelines outlined in the usual permits. Reclamation is the process of bringing the land back to its natural state after completion of exploration activities. Environmental remediation refers to the physical activity of taking steps to remediate, or remedy, any environmental damage caused. The amount of these costs is not known at this time as we do not know the extent of the exploration program that will be undertaken beyond completion of the recommended work program. If remediation costs exceed our cash reserves, we may be unable to complete our exploration program and have to abandon our operations.

We may conduct further offerings in the future in which case investor's shareholdings will be diluted.

Since our inception, we have relied on such equity sales of our common stock to fund our operations. We may conduct further equity offerings in the future to finance our current projects or to finance subsequent projects that we decide to undertake. If common stock is issued in return for additional funds, the price per share could be lower than that paid by our current stockholders. We anticipate continuing to rely on equity sales of our common stock in order to fund our business operations. If we issue additional stock, investors' percentage interest in us will be diluted. The result of this could reduce the value of their stock.

The quotation price of our common stock may be volatile, with the result that an investor may not be able to sell any shares acquired at a price equal to or greater than the price paid by the investor.

Our common shares are quoted on the OTC Bulletin Board under the symbol "WMNT." Companies quoted on the OTC Bulletin Board have traditionally experienced extreme price and volume fluctuations. In addition, our stock price may be adversely affected by factors that are unrelated or disproportionate to our operating performance. Market fluctuations, as well as general economic, political and market conditions such as recessions, interest rates or international currency fluctuations may adversely affect the market price of our common stock. In addition, to date, there has been no trading volume for our shares on the OTC Bulletin Board. As a result of this potential volatility and potential lack of a trading market, an investor may not be able to sell any of our common stock that they acquire that a price equal or greater than the price paid by the investor.

Because our stock is a penny stock, stockholders will be more limited in their ability to sell their stock.

The SEC has adopted rules that regulate broker-dealer practices in connection with transactions in penny stocks. Penny stocks are generally equity securities with a price of less than \$5.00, other than securities registered on certain national securities exchanges or quoted on the NASDAQ system, provided that current price and volume information with respect to transactions in such securities is provided by the exchange or quotation system.

Because our securities constitute "penny stocks" within the meaning of the rules, the rules apply to us and to our securities. The rules may further affect the ability of owners of shares to sell our securities in any market that might develop for them. As long as the quotation price of our common stock is less than \$5.00 per share, the common stock will be subject to rule 15c-9 under the Exchange Act. The penny stock rules require a broker-dealer, prior to a transaction in a penny stock, to deliver a standardized risk disclosure document prepared by the SEC, that:

1. contains a description of the nature and level of risk in the market for penny stocks in both public offerings and secondary trading;
2. contains a description of the broker's or dealer's duties to the customer and of the rights and remedies available to the customer with respect to a violation to such duties or other requirements of securities laws;
3. contains a brief, clear, narrative description of a dealer market, including bid and ask prices for penny stocks and the significance of the spread between the bid and ask price;
4. contains a toll-free telephone number for inquiries on disciplinary actions;
5. defines significant terms in the disclosure document or in the conduct of trading in penny stocks; and
6. contains such other information and is in such form, including language, type, size and format, as the SEC shall require by rule or regulation.

The broker-dealer also must provide, prior to effecting any transaction in a penny stock, the customer with: (a) bid and offer quotations for the penny stock; (b) the compensation of the broker-dealer and its salesperson in the transaction; (c) the number of shares to which such bid and ask prices apply, or other comparable information relating to the depth and liquidity of the market for such stock; and (d) a monthly account statements showing the market value of each penny stock held in the customer's account. In addition, the penny stock rules require that prior to a transaction in a penny stock not otherwise exempt from those rules; the broker-dealer must make a special written determination that the penny stock is a suitable investment for the purchaser and receive the purchaser's written acknowledgment of the receipt of a risk disclosure statement, a written agreement to transactions involving penny stocks, and a signed and dated copy of a written suitability statement. These disclosure requirements may have the effect of reducing the trading activity in the secondary market for our stock.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS.

None.

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.

Exhibit Number	Description of Exhibits
3.1	Articles of Incorporation. (1)
3.2	Bylaws, as amended.(1)
4.1	Form of Share Certificate.(1)
10.1	Purchase Agreement dated March 21, 2005 between Andrew Jarvis and Norstar Explorations Ltd. (1)
10.2	Share Purchase Agreement dated November 21, 2008 between Westmont Resources, Inc. and the Shareholders of Avalon International, Inc. (3)
14.1	Code of Ethics.(2)
21.1	List of Subsidiaries.
31.1	Certification of Chief Executive Officer as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of Chief Financial Officer as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Certification of Chief Executive Officer as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2	Certification of Chief Financial Officer as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
(1)	Filed with the Securities and Exchange Commission on October 13, 2006 as an exhibit to our Registration Statement on Form SB-2.
(2)	Filed with the Securities and Exchange Commissions on September 11, 2007 as an exhibit to our Annual Report on Form 10-KSB.
(3)	Filed with the Securities and Exchange Commission on November 26, 2008 as an exhibit to our Current Report on Form 8-K.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

WESTMONT RESOURCES, INC.Date: January 20, 2009By: /s/ Peter Lindhout**PETER LINDHOUT**

President

(Principal Executive Officer)

EX-21 2 wmont_ex21.htm

Exhibit 21.1

List of Subsidiaries

1. **Norstar Explorations, Ltd.**, incorporated under the laws of the province of British Columbia, Canada.
2. **Avalon International, Inc.**, incorporated under the laws of the State of Washington.

EX-31.1 3 wmont_ex31-1.htm

Exhibit 31.1**CERTIFICATION PURSUANT TO SECTION 302
OF THE SARBANES-OXLEY ACT OF 2002**

I, Peter Lindhout, certify that;

- (1) I have reviewed this Quarterly Report on Form 10-Q of Westmont Resources Inc.;
- (2) Based on my knowledge, this report 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 report;
- (3) Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
- (4) I am responsible for establishing and maintaining disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under my supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to me by others within those entities, particularly during the period in which this report is being prepared;
 - b) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report my conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - c) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
- (5) I have disclosed, based on my most recent evaluation of the internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: January 20, 2009

/s/ Peter Lindhout

By: PETER LINDHOUT
Title: President

EX-31.2 4 wmont_ex31-2.htm

Exhibit 31.2

**CERTIFICATION PURSUANT TO SECTION 302
OF THE SARBANES-OXLEY ACT OF 2002**

I, Glenn McQuiston, certify that;

- (1) I have reviewed this Quarterly Report on Form 10-Q of Westmont Resources Inc.;
- (2) Based on my knowledge, this report 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 report;
- (3) Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
- (4) I am responsible for establishing and maintaining disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under my supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to me by others within those entities, particularly during the period in which this report is being prepared;
 - b) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report my conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - c) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
- (5) I have disclosed, based on my most recent evaluation of the internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: January 20, 2009

/s/ Glenn McQuiston

By: GLENN McQUISTON
Title: Chief Financial Officer

