

# WESTMONT RESOURCES INC.

## FORM 10-Q (Quarterly Report)

Filed 01/14/11 for the Period Ending 11/30/10

Address	10610 NE 9TH PLACE, SUITE 2407 BELLEVUE, WA 98004
Telephone	(452) 453-1090
CIK	0001377963
Symbol	WMNSD
SIC Code	1000 - Metal Mining
Industry	Gold & Silver
Sector	Basic Materials
Fiscal Year	05/31

**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, 2010**

**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.)

**155 108<sup>th</sup> Avenue NE, Suite 150**

**Bellevue, WA**

(Address of principal executive offices)

**98004**

(Zip Code)

**(206) 922-2203**

(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 mark 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 has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (Section 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). 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

Accelerated filer

(Do not check if a smaller reporting company)

Non-accelerated filer

**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

**APPLICABLE ONLY TO CORPORATE ISSUERS:**

Indicate the number of shares outstanding of each of the registrant's classes of common stock, as of the latest practicable date. As of Friday, 14 January 2011 the Issuer had 106,201,400 Shares of Common Stock and 1,130,000 of Class A Preferred Stock outstanding.

## PART I - FINANCIAL INFORMATION

### ITEM 1. FINANCIAL STATEMENTS.

#### **Westmont Resources Inc.**

(A Development Stage Consolidated Group of Companies)

November 30, 2010

Consolidated Balance Sheets as of November 30, 2010 and May 31, 2010 (Unaudited)	3
Consolidated Statements of Expenses for the three months ended November 30, 2010 and 2009; and from Inception through November 30, 2010 (Unaudited)	4
Consolidated Statements of Cash Flows for the three months ended November 30, 2010 and 2009 And from Inception through November 30, 2010 (Unaudited)	5
Notes to the Consolidated Financial Statements as of November 30, 2010 (Unaudited)	6

**WESTMONT RESOURCES INC**  
**CONSOLIDATED BALANCE SHEETS**  
**(AN EXPLORATION STAGE COMPANY)**  
**(Unaudited)**

	<b>30-Nov- 2010</b>	<b>31-May- 2010</b>
<b>ASSETS</b>		
Cash	\$ 20	\$ 1
Prepaid Expenses	\$ -	\$ -
Total Current Assets	\$ 20	\$ 1
<b>TOTAL ASSETS</b>	<b>\$ 20</b>	<b>\$ 1</b>
<b>LIABILITIES &amp; DEFICIT</b>		
<b>Liabilities</b>		
<b>Current Liabilities</b>		
Accounts Payable	\$ 63,484	\$ 31,947
Total Accounts Payable	\$ 63,484	\$ 31,947
<b>Other Current Liabilities</b>		
Due to Related Parties		
Andrew Jarvis Loan	\$ 51,242	\$ 49,979
The Avalon Group Loan	\$ 507,894	\$ 357,216
Total Due to Related Parties	\$ 559,136	\$ 407,195
Convertible Note Payable		
The Brooklyn Group Loan	\$ 325,577	\$ 328,956
Total Convertible Note Payable	\$ 325,577	\$ 328,956
Total Other Current Liabilities	\$ 884,713	\$ 736,152
Total Current Liabilities	\$ 948,197	\$ 768,099
<b>Long Term Liabilities</b>		
Convertible Note Payable		
Mark Greenlaw Loan	\$ 62,581	\$ 60,736
Total Convertible Note Payable	\$ 62,581	\$ 60,736
Total Long Term Liabilities	\$ 62,581	\$ 60,736
Total Liabilities	\$ 1,010,778	\$ 828,835
<b>Deficit</b>		
Additional Paid in Capital	\$ 233,068	\$ 233,531
Common Stock, 775,000,000 shares authorized, \$0.001 par value, 60,407,660 shares issued and outstanding at November 30, 2010 and 53,499,660 shares issued and outstanding at May 31, 2010	\$ 66,823	\$ 53,500
Convertible Preferred Stock, 25,000,000 shares authorized, \$0.001 par value, 130,000 shares issued and outstanding at November 30, 2010 and 100,000 shares issued and outstanding at May 31, 2010	\$ 130	\$ 100
Deficit Accumulated During the Exploration Stage	\$ (1,310,604)	\$ (1,115,965)
Total Stockholders Deficit	\$ (1,010,758)	\$ (828,834)
<b>TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT</b>	<b>\$ 20</b>	<b>\$ 1</b>

(The accompanying notes are an integral part of these consolidated unaudited financial statements)

**WESTMONT RESOURCES INC**  
**CONSOLIDATED STATEMENTS OF EXPENSES**

(AN EXPLORATION STAGE COMPANY)  
(Unaudited)

	For the Three Months Ended	For the Three Months Ended	For the Six Months Ended	For the Six Months Ended	Period from November 16, 2004 (Inception) through
	30-Nov-10	30-Nov-09	30-Nov-10	30-Nov-09	30-Nov-10
<b>Ordinary Income/Expense</b>					
Income	\$ 36,095	\$ -	\$ 36,095	\$ -	\$ 36,095
COGS	\$ 56,254	\$ -	\$ 56,254	\$ -	\$ 56,254
Gross Margin	\$ (20,159)	\$ -	\$ (20,159)	\$ -	\$ (20,159)
<b>Expense</b>					
Acquisition Costs	\$ -				\$ 410,396
Consulting	\$ 30,000	\$ -	\$ 36,000		\$ 36,000
Impairment Loss- Mineral Proper	\$ -	\$ -	\$ -		\$ 3,450
Licenses and Permits	\$ -	\$ 489	\$ -	\$ 489	\$ 128,800
Management Fees	\$ -	\$ 17,325	\$ -	\$ 24,825	\$ 72,433
Donated Management Fees	\$ -	\$ -	\$ -		\$ (14,500)
Mineral Property Exploration Co	\$ -	\$ -	\$ -		\$ 12,010
Office Supplies	\$ 4,575	\$ 3,098	\$ 9,172	\$ 16,879	\$ 64,401
<b>Professional Fees</b>					
Accounting	\$ 30,245	\$ 20,533	\$ 30,245	\$ 31,288	\$ 126,828
Filing	\$ 931	\$ 7,296	\$ 2,051	\$ 12,971	\$ 41,325
<b>Legal Fees</b>					
Incorporation Costs	\$ -				\$ 790
Legal Fees - Other	\$ 50,000	\$ 753	\$ 50,000	\$ 8,510	\$ 179,327
Total Legal Fees	\$ 50,000	\$ 753	\$ 50,000	\$ 8,510	\$ 180,117
Total Professional Fees	\$ 81,176	\$ 28,582	\$ 82,296	\$ 52,770	\$ 348,270
Rent	\$ 6,576	\$ 4,444	\$ 13,152	\$ 10,965	\$ 42,961
Software and Programming	\$ -	\$ -			\$ 39,128
Travel & Ent	\$ -	\$ 115	\$ 8,732	\$ 147	\$ 28,478
Total Expense	\$ 122,327	\$ 54,053	\$ 149,352	\$ 106,074	\$ 1,171,827
Net Ordinary Expenses	\$ (122,327)	\$ (54,053)	\$ (149,352)	\$ (106,074)	\$ (1,171,827)
<b>Other Income/Expense</b>					
<b>Other Expense</b>					
Interest Expenses	\$ 13,024	\$ 9,897	\$ 25,128	\$ 18,703	\$ 85,426
Loss on Deconsolidation					\$ 33,192
Other Expenses					\$ -
Total Other Expense	\$ 13,024	\$ 9,897	\$ 25,128	\$ 18,703	\$ 118,618
Net Other Income/Expenses	\$ (13,024)	\$ (9,897)	\$ (25,128)	\$ (18,703)	\$ (118,618)
Net Loss	\$ (155,510)	\$ (63,950)	\$ (194,639)	\$ (124,777)	\$ (1,310,604)
Deemed dividend to Preferred Shareholders		\$ (1,500)			\$ (4,570)
Net Loss available to Common Shareholders	\$ (155,510)	\$ (65,450)	\$ (194,639)	\$ (124,777)	\$ (1,315,174)

(The accompanying notes are an integral part of these consolidated unaudited financial statements)

**WESTMONT RESOURCES INC**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**

(AN EXPLORATION STAGE COMPANY)  
(Unaudited)

	<b>For the Six Month Ended <u>30-Nov-10</u></b>	<b>For the Six Month Ended <u>30-Nov-09</u></b>	<b>Period from November 16, 2004 (Inception) through <u>30-Nov-10</u></b>
<b>OPERATING ACTIVITIES</b>			
Net Income / (Loss)	\$ (194,639)	\$ (127,324)	\$ (1,349,733)
Adjustments to reconcile Net Income to net cash provided by operations:			
Loss on Deconsolidation			\$ 33,192
Common Stock for Services			\$ 69,500
Preferred Stock for Services		\$ 1,500	\$ 4,540
Notes Payable for Services			\$ 387,896
<b>Changes in Operating Assets and Liabilities</b>			
Prepaid Expenses			\$ 47,878
Accounts Payable	\$ 42,718	\$ 121,279	\$ 124,816
Net cash provided by Operating Activities	\$ (151,921)	\$ (4,545)	\$ (681,911)
<b>FINANCING ACTIVITIES</b>			
Due to Related Parties	\$ 151,940	\$ 6,940	\$ 599,770
Proceeds from Common Stock			\$ 82,160
Net cash provided by Financing Activities	\$ 151,940	\$ 6,940	\$ 681,930
Net cash increase for period	\$ 20	\$ 2,395	\$ 20
Cash at Beginning of Period	\$ -	\$ 146	
Cash at end of period	<b>\$ 20</b>	<b>\$ 2,541</b>	<b>\$ 20</b>
<b>Non-cash investing and financing activities</b>			
Common stock for partial settlement of convertible note	\$ -	\$ -	\$ 60,538
Net assets acquired from Get2Networks	\$ -	\$ -	\$ 43,300

(The accompanying notes are an integral part of these consolidated unaudited financial statements)

**WESTMONT RESOURCES INC**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

**(AN EXPLORATION STAGE COMPANY)**  
**(Unaudited)**

**November 30, 2010**

**1. Basis of Presentation**

The accompanying unaudited interim financial statements of Westmont Resources Inc. ("Westmont") 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's audited 2010 annual financial statements and notes thereto contained in Westmont's Annual Report filed with the SEC on Form 10-K. 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 operations 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 2010 Annual Report and financial statements have been omitted.

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

**2. Going Concern**

These financial statements have been prepared on a going concern basis, which implies Westmont will continue to realize its assets and discharge its liabilities in the normal course of business. The Company has not yet established an ongoing source of revenues sufficient to cover its operating costs and allow it to continue as a going concern. The ability of the Company to continue as a going concern is dependent on raising capital to fund its business plan and ultimately to attain profitable operations. As of November 30, 2010, Westmont has accumulated a loss carry over since inception. Accordingly, these factors raise substantial doubt as to the Company's ability to continue as a going concern. The Company is intending to fund its initial operations by way of issuing Founders' shares and entering into a private placement offering.

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 be unable to continue as a going concern.

**3. Convertible Notes Payable; Acquisitions & Sales**

**a. Avalon International Inc.**

On November 21, 2008, Westmont acquired 100% of Avalon International Inc. ("Avalon") by issuing 450,000 shares, which had a fair value of \$22,500. Avalon had an extensive amount of experience and a collection of 9 agricultural land development projects completed to date and an additional 6 contracted projects ready for financing. The Company had no current operations and therefore was not considered a business under ASC 805-10 "Determining Whether a Non-monetary Transaction Involves Receipt of Productive Assets or of a Business".

In connection with the acquisition of Avalon International, Westmont assumed a convertible note payable previously issued by Avalon (the "Note") totaling \$387,896, bearing interest based on Libor plus 2% per annum. The Note holder has the option to convert the entire outstanding balance at any time to the equivalent of Twenty-Five Percent of the total authorized 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 ASC 815-15 "Accounting for Derivative Instruments and Hedging Activities". Westmont concluded that the conversion option should be classified as equity under ASC 815-15. Westmont also evaluated the convertible note to determine if it was within the scope of ASC 470-20 "Accounting for Convertible Securities with Beneficial Conversion Features or Contingently Adjustable Conversion Ratios" and determined there was no intrinsic value associated with the conversion option.

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 as acquisition cost in the consolidated statement of expenses for the year ended May 31, 2010.

- On December 1, 2009 the Company issued 2,000,000 shares of common stock valued at \$2,000 for partial settlement of principal on a convertible note.
- On May 15, 2010, the Company issued 20,000,000 shares of common stock valued at \$20,000 for partial settlement of principal on a convertible note.
- On October 7, 2010 the Company issued 6,300,000 shares of common stock valued at \$12,715 for partial settlement of principal on a convertible note.

**b. Andrew Jarvis**

On October 9, 2009, the Company entered into a promissory note with Andrew Jarvis related to advances previously made by Andrew Jarvis for the Company in the principal amount of \$48,428. Prior to this agreement, the advances were not subject to a written agreement. The note bears an annual interest rate of 5% and was due on May 31, 2010. Upon default of the note and at the option of the holder, the holder may convert the outstanding amount of the note into common shares of the borrower at a discount to market price of 50%, where market price is equal to the average closing share price over 20 day trading range immediately preceding the date of default, Westmont analyzed the convertible note for derivative accounting consideration under FASB ASC 815-15 and FASB ASC 815-40. The Company determined the embedded conversion option in the convertible notes met the criteria for classification in stockholders equity under FASB ASC 815-15 and FASB ASC 815-40 until an event of default occurs. Therefore, derivative accounting was not applicable for this convertible note.

These advances were included in Due to Related Parties as of November 30, 2009 and were reclassified to Convertible Notes Payable on the accompanying balance sheet as a result of this amendment.

**c. Domestic Energy Corporation Well Interest**

On May 15, 2010, we signed a Memorandum of Understanding (MOU) for the Purchase of a 70% working interest in 92 oil & gas wells located in Scott & Morgan County Tennessee from Domestic Energy Corporation. Transfer of ownership in these wells from Domestic Energy to Westmont began in June 2010 and was completed on December 29, 2010. Domestic Energy Corporation is 87% controlled by The Avalon Group Ltd. who is also the largest beneficial owner of Westmont Resources Inc. through their control and ownership in F&M Inc.

**4. Related Party Balances and Transactions**

As of November 30, 2010 and 2009, Related Parties of the Company are owed for expenses they paid on behalf of the Company in the amount of \$559,136 and 460,571 respectively.

**a. The Avalon Group Ltd**

On June 3, 2010, Westmont formalized a "Letter of Credit" with the Avalon Group Ltd. The advances made by the Avalon Group Ltd as of November 30, 2010 are \$487,508 plus interest of \$20,385, and are associated with a \$1,000,000 Line of Credit with an interest rate of Libor +2.5% and a maturity date of May 31, 2015. The Note holder has the option to convert the outstanding balance at any time after June 15, 2011, into shares of common stock of the Company on a 75% discount to market price on the day of conversion. As of the date the financials were issued no conversion has been done on this debt.

**b. Andrew Jarvis**

The advances made by the Andrew Jarvis, a former company Director, as of November 30, 2010 is \$50,607 this debt is unsecured, with an interest rate of 5%. The Note holder has the option to convert the outstanding balance at any time after June 1, 2010, into shares of common stock of the Company on a 50% discount to market price on the day of conversion. As of the date the financials were issued no conversion has been done on this debt.

## 5. Subsequent Events

On May 15, 2010, we signed a Memorandum of Understanding (MOU) for the Purchase of a 70% working interest in 92 oil & gas wells located in Scott & Morgan County Tennessee from Domestic Energy Corporation. Transfer of ownership in these wells from Domestic Energy to Westmont began in June 2010 and was completed on December 29, 2010. Domestic Energy Corporation is 87% controlled by The Avalon Group Ltd. who is also the largest beneficial owner of Westmont Resources Inc. through their control and ownership in F&M Inc.

Subsequent to May 31, 2010, Westmont acquired the exclusive sales and distribution rights to “FracSolv” on June 11, 2010 from NuEarth Corporation. NuEarth Corporation is 85% controlled by The Avalon Group Ltd. who is also the largest beneficial owner of Westmont Resources Inc. through their control and ownership in F&M Inc.

On June 13, 2010 Westmont Resources, Inc entered into two Letters of Intent to acquire 1800 lease acres in Pennsylvania with 60 existing oil wells and 1600 lease acres in West Virginia with 60 existing oil wells. Closing on the two LOI's is scheduled for January 21, 2011.

On June 3, 2010, Westmont signed a memorandum of understanding (“MOU”) to acquire 10% rights to commercialize a patent pending, disruptive market making technology in the heavy oil production and extraction industry known as Heavy Oil and Gas Extraction technology (HOGE™). Closing on the acquisition of the 10% interest in this technology is scheduled for February 15, 2011.

On June 3, 2010, Westmont formalized a “Letter of Credit” with the Avalon Group Ltd. The advances made by the Avalon Group Ltd as of November 30, 2010 are \$487,508 plus interest of \$20,385, and are associated with a \$1,000,000 Line of Credit with an interest rate of Libor +2.5% and a maturity date of May 31, 2015. The Note holder has the option to convert the outstanding balance at any time after June 15, 2011, into shares of common stock of the Company on a 75% discount to market price on the day of conversion. As of the date the financials were issued no conversion has been done on this debt.

On November 23, 2010, the Company’s Board of Directors and Majority Shareholders voted to complete a 300:1 reverse stock-split effective as of December 30, 2010, of its issued and outstanding common stock and convertible preferred stock.

Subsequent to the end of the Quarter on November 30, 2010, Westmont complete the acquisition of the 70% working interest in 92 oil & gas wells located in Scott & Morgan County Tennessee from Domestic Energy Corporation on December 29, 2010. Domestic Energy Corporation is 87% controlled by The Avalon Group Ltd. who is also the largest beneficial owner of Westmont Resources Inc. through their control and ownership in F&M Inc.

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

### **1. CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION**

Certain statements contained in this Quarterly Report on Form 10-Q 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 the caption "Management's Discussion and Analysis or Plan of Operation" and elsewhere in this Annual Report. We advise you to carefully review the reports and documents we file from time to time with the Securities and Exchange Commission (the "SEC"), particularly our Annual Report on Form 10-K and our Quarterly Reports on Form 10-QSB and our Current Reports on Form 8-K.

### **2. OTHER PERTINENT INFORMATION**

We maintain our web site at [www.westmontresources.com](http://www.westmontresources.com). Information on this web site is not a part of this prospectus. We file annual, quarterly and other reports and information with the Securities Exchange Commission. Promptly after their filing, we provide access to these reports without charge on our website at [www.westmontresources.com](http://www.westmontresources.com). Our principal and administrative offices are located in Bellevue, Washington. Our common stock is traded on the Over The Counter Bulletin Board (OTCBB) under the symbol WMNS. Unless otherwise indicated, references in this report to "Westmont", "the Company" or to "we", "our", "us", and similar terms refer to and include Westmont Resources Inc., our direct and indirect wholly owned subsidiaries and our interests in sponsored drilling partnerships.

### **3. DEFINITIONS**

All defined terms under Rule 4-10(a) of Regulation S-X shall have their statutorily prescribed meanings when used in this report. As used in this document:

- "3-D" means three-dimensional.
- "B/d" means barrels of oil or natural gas liquids per day.
- "Bbl" or "Bbbls" means barrel or barrels of oil.
- "Bcf" means billion cubic feet.
- "Boe" means barrel of oil equivalent, determined by using the ratio of one Bbl of oil or NGLs to six Mcf of gas.
- "Boe/d" means boe per day.
- "Btu" means a British thermal unit, a measure of heating value, which is approximately equal to one Mcf.
- "LIBOR" means London Interbank Offered Rate.
- "LNG" means liquefied natural gas.
- "Mb/d" means Mbbls per day.
- "Mbbls" means thousand barrels of oil.
- "Mboe" means thousand boe.
- "Mboe/d" means Mboe per day.
- "Mcf" means thousand cubic feet of natural gas.
- "Mcf/d" means Mcf per day.
- "MMbbls" means million barrels of oil.
- "MMboe" means million boe.
- "MMBtu" means million Btu.
- "MMBtu/d" means MMBtu per day.



- “MMcf” means million cubic feet of natural gas.
- “MMcf/d” means MMcf per day
- “NGL” or “NGLs” means natural gas liquids, which are expressed in barrels.
- “Oil” includes crude oil and condensate.
- “PUD” means proved undeveloped.
- “SEC” means United States Securities and Exchange Commission.
- “Tcf” means trillion cubic feet.
- With respect to information relating to our working interest in wells or acreage, “net” oil and gas wells or acreage is determined by multiplying gross wells or acreage by our working interest therein. Unless otherwise specified, all references to wells and acres are gross.

#### **4. CORPORATE OVERVIEW**

Westmont Resources Inc., a Nevada corporation formed in 2004, is an independent natural resource exploration and production company that plans to explore to, develop and produce natural resources to include minerals, natural gas, crude oil, and natural gas liquids. In North America, our exploration and production interests are focused in mineral exploration in British Columbia Canada. Oil and natural gas exploration in the Appalachian Basin, Illinois Basin, Permian Basin, Williston Basin, and along the Gulf Coast in Eastern Texas.

The company is operational and engaged in the future acquisition, and planned development and production of oil and natural gas properties through the use of disruptive technology in an environmentally safe and cost effective manner.

As a development stage independent junior oil and gas Company with ambitions to become an independent major in selected regions, the company’s strategy is two-fold. First, to grow rapidly through the acquisition or “roll-up” of undervalued oil & gas properties with proven reserves in heavy oil and oil shale which have only been partially developed. Second, through the use of proprietary disruptive technologies the company “wings out” the untapped value of the target properties’ reserves. The company’s growth plans are in modular steps depending on the availability of capital.

Our Expansion strategy is modular and expandable based on funding. Our management team has extensive experience in the implementation of disruptive technology in various natural resources, mining and environmental remediation industries. We have brought together an exceptional team of financial, engineering, geological, geophysical, technical and operational expertise in successfully developing and operating properties in both our current and planned areas of operation. The management team is primarily focused on the acquisition and accumulation of natural resource assets, while building a strong operational management team to manage these assets to the highest effective and profitable degree possible.

Westmont Resources Inc is focused on the acquisition and development of natural resources properties, including oil and natural gas fields, with proven reserves. The company’s strategy is to shun the risks of traditional exploration of undeveloped basins. Rather, the company’s strategy is to more fully develop existing and proven fields. We seek to acquire and develop properties while economically attractive are not strategic to the oil and gas majors and which have not been fully developed by previous traditional operators. We will acquire properties that have produced and may still be producing but, while having significant proven reserves have been deemed not commercially productive. Through the use of proprietary disruptive technologies the company is in a position to “wring” out the untapped value of these proven reserves.

#### **5. GROWTH STRATEGY**

Westmont’s mission is to grow a profitable upstream natural resource company for the long-term benefit of our shareholders. Westmont’s long-term perspective has many dimensions, with the following core principles:

- Own a balanced portfolio of core assets;
- Maintain financial flexibility and a strong balance sheet; and
- Optimize rates of return, earnings and cash flow.

Throughout the cycles of our industries, these strategies have underpinned our commitment to deliver long-term production and reserve growth and achieve competitive investment rates of return for the benefit of our shareholders.

## **6. OPTIMIZE RETURNS ON INVESTED CAPITAL**

We will focus on optimizing returns on invested capital through strict cost control and the creative application of technology.

Our management systems provide a uniform process of measuring success across Westmont. Our management systems incentivize high rate-of-return activities but allow for appropriate risk-taking to drive future growth. Results of operations and rates of return on invested capital are measured monthly, reviewed with management quarterly and utilized to determine annual performance awards. We monitor capital allocations, at least quarterly, through a disciplined and focused process that includes analyzing current economic conditions, expected rates of return on proposed development and exploration drilling targets, opportunities for tactical acquisitions or, occasionally, new core areas that could enhance our portfolio. We also use technology to optimize our rates of return by reducing risk, decreasing drilling time and costs, and maximizing recoveries from reservoirs.

## **7. RECENT DEVELOPMENTS**

We completed several initiatives during 2010 to strengthen our balance sheet and add liquidity. These transactions have provided us with greater financial flexibility to take advantage of our development opportunities. See “Management’s Discussion and Analysis of Financial Condition and Results of Operations.”

- Convertible Note Exchange:
  - o On December 1, 2009 the Company issued 2,000,000 shares of common stock valued at \$2,000 for partial settlement of principal on a convertible note.
  - o On May 15, 2010, the Company issued 20,000,000 shares of common stock valued at \$20,000 for partial settlement of principal on a convertible note.
  - o On October 7, 2010 the Company issued 6,300,000 shares of common stock valued at \$12,715 for partial settlement of principal on a convertible note.
- On May 15, 2010, we signed a Memorandum of Understanding (MOU) for the Purchase of a 70% working interest in 92 oil & gas wells located in Scott & Morgan County Tennessee from Domestic Energy Corporation. Transfer of ownership in these wells from Domestic Energy to Westmont began in June 2010 and was completed on December 29, 2010. Domestic Energy Corporation is 87% controlled by The Avalon Group Ltd. who is also the largest beneficial owner of Westmont Resources Inc. through their control and ownership in F&M Inc.
- On June 11, 2010, Westmont acquired exclusive sales and distribution rights to “FracSolv” manufactured and produced by NuEarth Corporation. NuEarth Corporation is 85% controlled by The Avalon Group Ltd. who is also the largest beneficial owner of Westmont Resources Inc. through their control and ownership in F&M Inc.
- On June 13, 2010 Westmont Resources, Inc entered into two Letters of Intent to acquire 1800 lease acres in Pennsylvania with 60 existing oil wells and 1600 lease acres in West Virginia with 60 existing oil wells. Closing on the two LOI’s is scheduled for January 21, 2011.
- On June 3, 2010, Westmont signed a memorandum of understanding (“MOU”) to acquire 10% rights to commercialize a patent pending, disruptive market making technology in the heavy oil production and extraction industry known as Heavy Oil and Gas Extraction technology (HOGE™). Closing on the acquisition of the 10% interest in this technology is scheduled for February 15, 2011.
- On June 3, 2010, Westmont formalized a “Letter of Credit” with the Avalon Group Ltd. The advances made by the Avalon Group Ltd as of November 30, 2010 are \$487,508 plus interest of \$20,385, and are associated with a \$1,000,000 Line of Credit with an interest rate of Libor +2.5% and a maturity date of May 31, 2015. The Note holder has the option to convert the outstanding balance at any time after June 15, 2011, into shares of common stock of the Company on a 75% discount to market price on the day of conversion. As of the date the financials were issued no conversion has been done on this debt.

- On November 23, 2010, the Company's Board of Directors and Majority Shareholders voted to complete a 300:1 reverse stock-split effective as of December 30, 2010, of its issued and outstanding common stock and convertible preferred stock.
- Subsequent to the end of the Quarter on November 30, 2010, Westmont complete the acquisition of the 70% working interest in 92 oil & gas wells located in Scott & Morgan County Tennessee from Domestic Energy Corporation on December 29, 2010. Domestic Energy Corporation is 87% controlled by The Avalon Group Ltd. who is also the largest beneficial owner of Westmont Resources Inc. through their control and ownership in F&M Inc.

## 8. PLAN OF OPERATION

Our plan of operation is to conduct re-working and re-entry program on the 212 wells associated with the Scott-Morgan 1 project; our Pennsylvania leasehold and our West Virginia leaseholds currently under contract for purchase in order to place these wells back into production and establish a positive cashflow at the earliest time frame. Our future plan of operation for the twelve months following the date of this annual report is to complete the acquisition of the 212 wells and start the first phase of the exploration program on our project consisting of the repair of equipment and wells to place the wells back into a minimal production plan.

Total expenditures over the next 12 months are therefore expected to be approximately \$325,000, which is approximately 10% of the amount to be raised by private placement and our cash on hand. If we experience a shortage of funds prior to funding we may utilize funds from our majority shareholder, who has formally agreed to advance funds to allow us to pay for offering costs, filing fees, professional fees, initial well and equipment repair. The Avalon Group Ltd has signed a formal commitment letter and arrangement to advance or loan funds to the company on a Libor +2% compounded interest rate to a maximum of \$1,000,000. If we are successful in raising the funds from this offering, we plan to commence Phase I of the program on the project claim in the fall of 2010. We expect these phases to take 6 months to complete. Subject to financing, we anticipate commencing Phase II of our re-development program in spring of 2010.

## 9. RESULTS OF OPERATIONS

As of November 30, 2010, we had cash on hand of \$20; a LOC remaining balance of \$512,491 and a working capital deficit of \$(1,310,604). Westmont Resources Inc, has a current rolling line of credit for \$1.0M with The Avalon Group Ltd. of Netanya, Israel, of which approximately \$487,508 has been draw down on the LOC. Utilizing the remaining balance of the LOC, Westmont has sufficient working capital to pay for the anticipated costs of \$325,000 for Phase I of our exploration program and meet the anticipated costs of operating our business for the next twelve months. Financial projections are based on the financial commitment arrangement made with the Avalon Group Ltd our largest beneficial shareholder. We anticipate that we will incur the following expenses over the next twelve months:

## 10. PLANNED EXPENDITURES OVER NEXT 12 MONTHS

<b>Category</b>	<b>Planned Expenditures Over The Next 12 Months (US\$)</b>
Legal and Accounting Fees	\$ 25,000.
Office Expenses	\$ 3,500.
Oil & Gas Property Exploration Expenses	\$ 325,000.
Travel Expenses	\$ 55,000.
<b>TOTAL</b>	<b>\$ 408,500.</b>

## 11. REVENUES

We have earned our first revenues from operations in the 2<sup>nd</sup> Quarter ending on November 30, 2010. We enter into commercial production of our oil and gas properties.

	<b>30-Nov-10</b>
Income	\$ 36,095
COGS	\$ 56,254
Gross Margin	<b>\$ (20,159)</b>

## 12. EXPENSES

	<b>For the Three Months Ended</b>	<b>For the Three Months Ended</b>
	<b>30-Nov-10</b>	<b>30-Nov-09</b>
Expense		
Consulting	\$ 30,000	\$ -
Licenses and Permits	\$ -	\$ 489
Management Fees	\$ -	\$ 17,325
Office Supplies	\$ 4,575	\$ 3,098
Total Professional Fees	\$ 81,176	\$ 28,582
Rent	\$ 6,576	\$ 4,444
Travel & Ent	\$ -	\$ 115
<b>Total Expense</b>	<b>\$ 122,327</b>	<b>\$ 54,053</b>

The increases in general expenses are primarily a result of the planned acquisition of the 70% working interest in the 92 oil and natural gas wells located in Tennessee from Domestic Energy Corporation and the acquisition of the Pennsylvania and West Virginia leaseholds totaling an additional 120 wells.

We anticipate our operating expenses will increase significantly as we proceed with our exploration and operations program associated with this acquisition.

## 13. LIQUIDITY AND FINANCIAL CONDITION

### A. WORKING CAPITAL

	<b>30-Nov-10</b>	<b>31-May-10</b>
Total Current Assets	\$ 20	\$ 1
Total Current Liabilities	\$ 954,437	\$ 439,142
<b>Working Capital / (Deficit)</b>	<b>\$ (954,417)</b>	<b>\$ (439,141)</b>

### B. CASH FLOW

	<b>For the Six Month Ended</b>	<b>For the Six Month Ended</b>	<b>Period from November 16, 2004 (Inception) through</b>
	<b>30-Nov-10</b>	<b>30-Nov-09</b>	<b>30-Nov-10</b>
<b>OPERATING ACTIVITIES</b>			
Net Income / (Loss)	\$ (194,639)	\$ (127,324)	\$ (1,349,733)
Net cash provided by Operating Activities	\$ (151,921)	\$ (4,545)	\$ (681,911)
Net cash provided by Financing Activities	\$ 151,940	\$ 6,940	\$ 681,930
Net cash increase for period	\$ 20	\$ 2,395	\$ 20
Cash at Beginning of Period	\$ -	\$ 146	
Cash at end of period	<b>\$ 20</b>	<b>\$ 2,541</b>	<b>\$ 20</b>

The decreases in our working capital deficit at November 30, 2010 from our year ended May 31, 2010, and the increase in our cash used during the 1<sup>st</sup> and 2<sup>nd</sup> Quarters of our Fiscal year ending May 31, 2011, from the preceding fiscal year are primarily a result of the increases in general expenses are primarily a result of the proposed acquisition of the 70% working interest in the 92 oil and natural gas wells located in Tennessee from Domestic Energy Corporation and the acquisition of the Pennsylvania and West Virginia leaseholds totaling an additional 120 wells.

Since our inception, we have used our common stock and loan financing from our shareholders to raise money for our operations and for our property acquisitions. When necessary, we have also relied on advances from our largest beneficial shareholder the Avalon Group Ltd. 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, 2010 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 and loans from the Avalon Group Ltd 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. However, there are no assurances that the Avalon Group Ltd 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.

#### **14. 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 that are material to our stockholders.

#### **ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.**

Not applicable to a small reporting Company.

#### **ITEM 4. CONTROLS AND PROCEDURES.**

##### **1. 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.

##### **2. 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 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS.

On October 26, 2009, Westmont issued Thirty Thousand (30,000) split-adjusted shares of Series A Preferred Stock to F&M Inc for services provided to the Company. These shares of Preferred Stock have 160 votes per share, and each share of Preferred Stock converts into 160 shares of Common Stock. Westmont estimated the fair value to total \$30.00 and charged this amount as compensation expense.

On May 11, 2010, Westmont issued Forty Thousand (40,000) shares of Series A Preferred Stock to F&M Inc. for services provided to the Company. These shares of Preferred Stock have 160 votes per share, and each share of Preferred Stock converts into 160 shares of Common Stock. Westmont estimated the fair value to total \$40 and charged this amount as compensation expense.

On May 11, 2010, Westmont issued Thirty Million (30,000,000) shares of Common Stock to the below listed organizations for services provided to the Company. These shares of Common Stock have 1 vote per share. Westmont estimated the fair value to total \$30,000 and charged this amount as compensation expense.

- 0692545 BC LTD            2,609,666 Common Shares
- Bogat Family Trust        2,609,666 Common Shares
- Harpreet Hayer            2,609,666 Common Shares
- F&M Inc.                    22,171,002 Common Shares

### ITEM 3. DEFAULTS UPON SENIOR SECURITIES.

None.

### ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.

On November 23, 2010, the Board of Directors and stockholders holding a majority of the voting power of Westmont Resource Inc., took action by written consent to reduce the number of the total issued and outstanding capital stock of the Company by effectuating a reverse stock split on a 300 to 1 ratio effective on December 30, 2010.

Since the actions was approved by a majority of stockholders who collectively hold or control Fifty-Nine and Two Hundreds percent (59.02%) of the total voting rights of the Company consisting of Fifty-Two and Eighty-Five Hundreds percent (52.85%) of the Common shares voting rights and Seventy-Six and Ninety-Two Hundreds percent (76.92%) of the Class A Preferred shares voting rights. As a result, the proposal has been approved without the affirmative vote of any other stockholders of the Company. The effective date on this corporate action will take effect after the close of business on December 30, 2010.

The corporate actions involve one (1) proposal (the "Proposal") providing for the following:

- To approve a 1 – for – 300 reverse split of the issued and outstanding shares of Common Stock such that each Three Hundred (300) shares of Common Stock, \$0.001 par value, issued and outstanding immediately prior to the effective date (the "Old Common Stock") shall be recombined, reclassified and changed into one (1) share of the corporation's Common Stock, \$0.001 par value (the "New Common Stock"), with any fractional interest rounded up to the nearest whole share.
- To approve a 1 – for – 300 reverse split of the issued and outstanding shares of Class A Preferred Stock such that each Three Hundred (300) shares of Class A Preferred Stock, \$0.001 par value, issued and outstanding immediately prior to the effective date (the "Old Class A Preferred Stock") shall be recombined, reclassified and changed into one (1) share of the corporation's Class A Preferred Stock, \$0.001 par value (the "New Class A Preferred Stock"), with any fractional interest rounded up to the nearest whole share.

## ITEM 5. OTHER INFORMATION.

1. August 20, 2009: Westmont Resources, Inc., has relocated its offices. The Company's new address is 155 – 108th Avenue NE, Suite 150, Bellevue, WA 98004. The Company's new telephone number is (206) 922-2203.
2. October 13, 2009: Andrew Jarvis our Secretary and Director resigned from, both positions as well as his management and Directorship in our wholly owned subsidiary NorthStar Exploration Ltd. Mr. Glenn McQuiston our Chief Financial Officer was appointed the Company Secretary. Dr. Fischer our Chief Executive Officer was appointed President, Secretary and Director of NorthStar Exploration Ltd.
3. October 16, 2009: Peter Lindhout our President resigned from his position as President. Mr. Glenn McQuiston our Chief Financial Officer was appointed as President.
4. April 15, 2010: Larry Grella resigns as Director of Westmont Resources Inc pursuant to Sale of Get2Networks Inc.
5. April 16, 2010: Marcie Corbin is appointed Director and CFO of Westmont Resources Inc.

## ITEM 6. EXHIBITS.

Exhibit Number	Description of Exhibits	Location
3.1	Articles of Incorporation.	Incorporated by reference to Exhibit 3.1 to the Company's Registration Statement on Form SB-2 as filed with the Securities & Exchange Commission on October 13, 2006, as subsequently amended.
3.2	Bylaws, as amended.	Incorporated by reference to Exhibit 3.2 to the Company's Registration Statement on Form SB-2 as filed with the Securities & Exchange Commission on October 13, 2006, as subsequently amended.
21.1	List of Subsidiaries.	Included herein.
31.1; and 31.2	Certification of Chief Executive Officer, and Chief Financial Officer pursuant to U.S.C. Section 7241, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.	Included herein.
32.1; and 32.2	Certification of Chief Executive Officer, and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.	Included herein.
99.1	Security Reports	

## SIGNATURES

In accordance with Section 13 or 15(d) of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

### WESTMONT RESOURCES, INC.

Date: Friday, 14 January 2011

By: /s/ Dr. Bruce E. Fischer  
**DR. BRUCE E. FISCHER**  
Managing Director, Chief Executive Officer  
(Principal Executive Officer)

In accordance with the Exchange Act, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Date: Friday, 14 January 2011

By: /s/ Dr. Bruce E. Fischer  
**DR. BRUCE E. FISCHER**  
Managing Director, Chief Executive Officer  
(Principal Executive Officer)

Date: Friday, 14 January 2011

By: /s/ Glenn McQuiston  
**GLENN MCQUISTON**  
President and Director  
(Principal Operations Officer)

Date: Friday, 14 January 2011

By: /s/ Marcie Corbin  
**MARCIE CORBIN**  
Chief Financial Officer and Director  
(Principal Financial Officer)



**EXHIBIT 21.1**

**LIST OF SUBSIDIARIES**

Norstar Exploration Ltd. incorporated under the laws of the Province of British Columbia, Canada.

**EXHIBIT 31.1**

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

I, Bruce E. Fischer, certify that;

- (1) I have reviewed this Quarterly Report on Form 10-QSB of Westmont Resources Inc. for the Quarter ended November 30, 2010;
- (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 small business issuer 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 small business issuer 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 small business issuer 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 small business issuer'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 small business issuer's internal control over financial reporting that occurred during the small business issuer's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the small business issuer'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 small business issuer's auditors and the audit committee of the small business issuer'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 small business issuer'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 small business issuer's internal control over financial reporting.

Date: Friday, 14 January 2011

/s/ Dr. Bruce E. Fischer  
BY: Dr. Bruce E. Fischer  
Title: Chief Executive Officer / Chairman  
(Principal Executive Officer)

**EXHIBIT 31.2**

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

I, Marcie Corbin, certify that;

(1) I have reviewed this Quarterly Report on Form 10-QSB of Westmont Resources Inc. for the Quarter ended November 30, 2010;

(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 small business issuer 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 small business issuer 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 small business issuer 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 small business issuer'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 small business issuer's internal control over financial reporting that occurred during the small business issuer's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the small business issuer'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 small business issuer's auditors and the audit committee of the small business issuer'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 small business issuer'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 small business issuer's internal control over financial reporting.

Date: Friday, 14 January 2011

/s/ Marcie Corbin  
BY: Marcie Corbin  
Title: CFO / Director  
(Principal Financial Officer)

**EXHIBIT 32.1**

**CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

I, Bruce E. Fischer, Chairman of Westmont Resources Inc. (the "Company"), hereby certify pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of my knowledge:

(i) the Quarterly Report on Form 10-QSB of the Company, for the Quarter ended November 30, 2010, and to which this certification is attached as Exhibit 32.1 (the "Report") fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and

(ii) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

By: /s/ Dr. Bruce E. Fischer

Name: BRUCE E. FISCHER

Title: Chief Executive Officer / Managing Director (Principal Executive Officer)

Date: Friday, 14 January 2011

*A signed original of this written statement required by Section 906 of the Sarbanes-Oxley Act of 2002 has been provided to the Registrant and will be retained by the Registrant and furnished to the Securities and Exchange Commission or its staff upon request.*

**EXHIBIT 32.2**

**CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-  
OXLEY ACT OF 2002**

I, Marcie Corbin, Chief Financial Officer of Westmont Resources Inc. (the "Company"), hereby certify pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of my knowledge:

(i) the Quarterly Report on Form 10-QSB of the Company, for the Quarter ended November 30, 2010, and to which this certification is attached as Exhibit 32.1 (the "Report") fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and

(ii) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

By: /s/ Marcie Corbin

Name: MARCIE CORBIN

Title: CFO / Director (Principal Financial Officer)

Date: Friday, 14 January 2011

*A signed original of this written statement required by Section 906 of the Sarbanes-Oxley Act of 2002 has been provided to the Registrant and will be retained by the Registrant and furnished to the Securities and Exchange Commission or its staff upon request.*

**EXHIBIT 99.1**

**WESTMONT RESOURCES INC**  
**CONSOLIDATED STATEMENT OF STOCKHOLDERS' DEFICIT**  
**FOR THE PERIOD FROM INCEPTION ON NOVEMBER 16, 2004 TO November 30, 2010**

*(AN EXPLORATION STAGE COMPANY)*  
*(Unaudited)*

	<u>Date</u>	<u>Number of Preferred Shares</u>	<u>Par Value of Preferred Shares</u> 0.001	<u>Number of Common Shares</u>	<u>Par Value of Common Shares</u> 0.001	<u>Additional Paid-in Capital</u>	<u>Share Subscription Receivables</u>	<u>Surplus/ (Deficit) Accumulated During the Exploration Phase</u>	<u>Total Stockholders Equity / (Deficit)</u>
Balance – November 16, 2004 (Date of Inception)	17-Nov-04	-	-	-	-	-	-	-	-
Common stock issued for cash at \$0.001 per share	18-Nov-04	-	-	110,000	110	5,390	-	-	5,500
Share subscriptions received	16-Mar-04	-	-	-	-	-	10,700	-	10,700
Net loss for the period	1-Jun-04	-	-	-	-	-	-	(4,515)	(4,515)
<b>Balance – May 31, 2005</b>	<b>1-Jun-05</b>	<b>-</b>	<b>-</b>	<b>110,000</b>	<b>110</b>	<b>5,390</b>	<b>10,700</b>	<b>(4,515)</b>	<b>11,685</b>
Common stock issued for cash at \$0.02 per share	16-Aug-05	-	-	76,660	77	76,583	-	-	76,660
Subscriptions receivable	16-Sep-05	-	-	-	-	-	(10,700)	-	(10,700)
Net loss for the year	1-Jun-05	-	-	-	-	-	-	(16,226)	(16,226)
<b>Balance – May 31, 2006</b>	<b>1-Jun-06</b>	<b>-</b>	<b>-</b>	<b>186,660</b>	<b>187</b>	<b>81,973</b>	<b>-</b>	<b>(20,741)</b>	<b>61,419</b>
Net loss for the year	1-Jun-06	-	-	-	-	-	-	(40,353)	(40,353)
<b>Balance – May 31, 2007</b>	<b>1-Jun-07</b>	<b>-</b>	<b>-</b>	<b>186,660</b>	<b>187</b>	<b>81,973</b>	<b>-</b>	<b>(61,094)</b>	<b>21,066</b>
Net loss for the year	1-Jun-07	-	-	-	-	-	-	(60,832)	(60,832)
<b>Balance – May 31, 2008</b>	<b>1-Jun-08</b>	<b>-</b>	<b>-</b>	<b>186,660</b>	<b>187</b>	<b>81,973</b>	<b>-</b>	<b>(121,926)</b>	<b>(39,766)</b>
Common stock issued for services at \$0.001 per share	22-Nov-08	-	-	340,000	340	16,660	-	-	17,000
Common stock issued for Avalon International services at \$0.001 per share	22-Nov-08	-	-	450,000	450	22,050	-	-	22,500
Common stock issued for partial conversion of debt	7-Feb-09	-	-	40,000	40	30,041	-	-	30,081
Convertible preferred stock issued for services at \$0.001 per share	17-Feb-09	60,000	60	-	-	2,940	-	-	3,000
Beneficial conversion feature for convertible preferred stock	17-Feb-09	-	-	-	-	3,000	-	-	3,000
Deemed dividend for preferred shares	17-Feb-09	-	-	-	-	(3,000)	-	-	(3,000)
Common stock issued for acquisition of Get2Networks, Inc. at \$0.001 per share	2-Mar-09	-	-	866,000	866	42,434	-	-	43,300
Common stock issued for partial conversion of debt	21-May-09	-	-	50,000	50	35,500	-	-	35,550
Net loss for the year	1-Jun-09	-	-	-	-	-	-	(546,925)	(546,925)

<b>Balance – May 31, 2009</b>	<b>1-Jun-09</b>	<b>60,000</b>	<b>60</b>	<b>1,932,660</b>	<b>1,933</b>	<b>231,598</b>	<b>-</b>	<b>(668,851)</b>	<b>(435,260)</b>
Convertible preferred stock issued for services at \$0.001 per share	26-Oct-09	30,000	30	-	-	1,470	-	-	1,500
Common stock issued for service at \$0.001 per share	1-Dec-09	-	-	2,000,000	2,000	-	-	-	2,000
preferred stock issued for services at \$0.001 per share	11-May-10	40,000	40	-	-	-	-	-	40
Common stock issued for service at \$0.001 per share	11-May-10	-	-	30,000,000	30,000	-	-	-	30,000
Common stock cancelled for sale of G2N	11-May-10	-	-	(433,000)	(433)	433	-	-	-
Preferred stock cancelled for sale of G2N	11-May-10	(30,000)	(30)	-	-	30	-	-	-
Shares issued for conversion of debt	15-May-10	-	-	20,000,000	20,000	-	-	-	20,000
<b>Net loss for the year</b>	<b>1-Jun-10</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(447,113)</b>	<b>(447,113)</b>
<b>Balance – May 31, 2010</b>	<b>1-Jun-10</b>	<b>100,000</b>	<b>100</b>	<b>53,499,660</b>	<b>53,500</b>	<b>233,531</b>	<b>-</b>	<b>(1,115,964)</b>	<b>(828,833)</b>
Net loss for the year	1-Sep-10	-	-	-	-	-	-	-	(39,129)
<b>Balance – August 31, 2010</b>	<b>1-Sep-10</b>	<b>100,000</b>	<b>100</b>	<b>53,499,660</b>	<b>53,500</b>	<b>233,531</b>	<b>-</b>	<b>(1,115,964)</b>	<b>(867,962)</b>
Common stock issued for service at \$0.001 per share	3-Sep-10	-	-	175,000	175	-	-	-	175
Shares issued for conversion of debt	7-Oct-10	-	-	6,300,000	12,715	-	-	-	12,715
Prior period adjustment for non-cancelled stock	30-Nov-10	30,000	30	433,000	433	(463)	-	-	-
Net loss for the year	30-Nov-10	-	-	-	-	-	-	-	(155,511)
<b>Balance – November 30, 2010</b>	<b>30-Nov-10</b>	<b>130,000</b>	<b>130</b>	<b>60,407,660</b>	<b>66,823</b>	<b>233,068</b>	<b>-</b>	<b>(1,115,964)</b>	<b>(1,010,583)</b>