

PROM RESOURCES, INC.
BALANCE SHEET
FOR THE YEAR ENDING JUNE 30, 2008
(UNAUDITED)

| ASSETS | <u>June 30, 2008</u> | <u>June 30, 2007</u> |
|--|-----------------------------|----------------------------|
| CURRENT ASSETS | | |
| Cash | \$ 675,808 | \$ 39,486 |
| Accounts Receivable | 12,500 | 50,000 |
| Refundable Taxes | 69,265 | 31,765 |
| Inventory | 4,715,000 | 950,000 |
| TOTAL CURRENT ASSETS | <u>5,472,573</u> | <u>1,071,251</u> |
| OTHER ASSETS | | |
| Property and Equipment | 4,093,459 | 202,000 |
| Pre Paid -Taxes (note 2) | <u>728,625</u> | <u>0</u> |
| | <u>4,822,084</u> | <u>292,000</u> |
| TOTAL ASSETS | <u>\$ 10,294,657</u> | <u>\$ 1,273,251</u> |
| LIABILITIES AND STOCKHOLDERS' EQUITY | | |
| CURRENT LIABILITIES | | |
| Accounts Payable | \$ 1,291,225 | \$ 18,549 |
| Inventory Liability | 2,000,000 | 700,000 |
| Notes Payable on Taxes (note 2) | <u>800,000</u> | <u>0</u> |
| Total Current Liabilities | <u>4,091,225</u> | <u>718,549</u> |
| Loans Payable (note 3) | <u>2,351,459</u> | <u>737,173</u> |
| Total Liabilities | <u>\$ 6,442,684</u> | <u>\$ 1,455,722</u> |
| SHAREHOLDERS EQUITY | | |
| Preferred Stock | | |
| Par Value \$10 per share | | |
| Authorized 10,000,000 stock | | |
| No shares are issued or outstanding | \$ 0 | \$ 0 |
| Common Stock | | |
| No par value | | |
| Authorized – 2,500,000,000 | | |
| Issued and Outstanding 1,484,821,806 | 13,650,363 | 10,567,144 |
| Retained earnings (deficit) | 951,225 | (179,000) |
| Accumulated earnings (deficit) | (10,749,615) | (10,570,615) |
| Total Stockholders' Equity (Deficiency) | <u>3,851,973</u> | <u>(182,471)</u> |
| Total Liabilities and Stockholders' Equity (Deficiency) | <u>\$ 10,294,657</u> | <u>\$ 1,273,251</u> |

See the accompanying notes to the financial statements.

**PROM RESOURCES INC.
STATEMENT OF COMPREHENSIVE GAIN (LOSS)
FOR THE PERIOD ENDING JUNE 30, 2008
(UNAUDITED)**

| | <u>June 30, 2008</u> | <u>June 30, 2007</u> |
|---|--------------------------|----------------------------|
| REVENUE | \$ 1,250,000 | \$ 0 |
| LOSSES AND EXPENSES | | |
| Accounting | 10,000 | 15,000 |
| Camp Supplies | 15,000 | 0 |
| Communications | 20,000 | 10,000 |
| Engineering | 15,000 | 0 |
| Equipment Rentals | 7,600 | 0 |
| Export Tax | 8,750 | 0 |
| Finance Costs | 27,000 | 20,000 |
| Fuel | 33,400 | 0 |
| Housing | 26,000 | 0 |
| Inventory Storage | 7,500 | 0 |
| Labor | 30,000 | 0 |
| Legal | 7,000 | 15,000 |
| Licensing | 10,000 | 0 |
| Maintenance | 27,000 | 0 |
| Office | 12,000 | 24,000 |
| Shipping Costs | 12,000 | 0 |
| Testing Supplies | 1,200 | 0 |
| Transfer Agent | 9,325 | 15,000 |
| Travel | 20,000 | 80,000 |
| Total expenses | <u>298,775</u> | <u>179,000</u> |
| <u>NET (LOSS)</u> | <u>\$ 951,225</u> | <u>\$ (179,000)</u> |
| NET GAIN PER COMMON SHARE (LOSS) | <u>\$ 0</u> | <u>\$ 0</u> |

See the accompanying notes to the financial statements.

PROM RESOURCES, INC.
STATEMENT OF CASH FLOWS
FOR THE PERIOD ENDING JUNE 30, 2008
(UNAUDITED)

| | <u>June 30, 2008</u> | <u>June 30, 2007</u> |
|---|----------------------------|-----------------------------|
| Cash flow from operating activities (Loss) | \$ 1,250,000 | \$ (179,000) |
| Adjustments: Costs of Goods Sold | 298,775 | 50,000 |
| Net cash provided from operating activities | 951,225 | (129,000) |
| Cash flows from investment activities | 0 | 200,000 |
| Purchase of equipment | (4,073,459) | 0 |
| Cash flows from financing activities | | |
| Sale of Common Stock | 3,082,748 | 510,000 |
| Increase in loans payable to officers/shareholder | 0 | (270,514) |
| Net cash provided by financing activities | 3,082,748 | 239,486 |
| Net Increase in cash (decrease) | 39,486 | 39,486 |
| CASH, BEGINNING OF THE YEAR | 39,486 | 0 |
| CASH END OF PERIOD | <u>\$ 675,808</u> | <u>\$ 39,486</u> |
| ACCUMULATED DEFICIT | <u>\$ 9,798,390</u> | <u>\$ 10,749,615</u> |
| TOTAL SHAREHOLDERS EQUITY (Deficiency) | <u>\$ 3,851,973</u> | <u>\$ (182,471)</u> |

See the accompanying notes to the financial statements.

**PROM RESOURCES, INC.
STATEMENT OF SHAREHOLDERS EQUITY
FOR THE YEAR ENDING JUNE 30, 2008
(UNAUDITED)**

| | PREFERRED STOCK | STOCK AMOUNTS | COMMON SHARES | STOCK AMOUNT | RETAINED EARNINGS (DEFICIT) | ACCUMULATED RETAINED EARNING (DEFICIT) | TOTAL SHAREHOLDER EQUITY |
|---|--------------------|------------------|-------------------------|----------------------|-----------------------------------|---|--------------------------------|
| BALANCE JULY 1, 2007 | 0 | \$0 | 1,484,831,800 | \$10,567,144 | (\$179,000) | (\$10,749,615) | (\$182,000) |
| ISSUANCE OF COMMON STOCK FOR CASH | | | 783,365,815 | 3,082,748 | 0 | 0 | 3,082,748 |
| NET GAIN FOR THE YEAR ENDING JUNE 30, 2008 | | | | | 951,225 | 951,225 | 951,225 |
| BALANCE JUNE 30, 2008 | | | <u>\$ 2,268,197,615</u> | <u>\$ 13,649,892</u> | <u>\$ 772,225</u> | <u>\$ (9,798,390)</u> | <u>\$ 3,851,973</u> |

See the accompanying notes to the financial statements.

CERTIFICATIONS

I, Dror Moradov, Chief Executive Officer, certify that:

1. I have reviewed this annual report of Prom Resources, Inc.; For the year ended June 30 2008;
2. Based on my knowledge, this annual report For the year ended June 30, 2008 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 annual report;
3. Based on my knowledge, the financial statements, and other financial information included in this annual 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 for the year ended June 30, 2008;
4. Based on my knowledge, the financial statements, and other financial information included in this Annual report were prepared according to GAAP

February 11, 2009

/s/ Dror Moradov

Dror Moradov
Chief Executive Officer

PROM RESOURCES INC
NOTES TO FINANCIAL STATEMENTS
JUNE 30, 2008
(Unaudited)

Note 1 – Summary of Significant Accounting Policies

This summary of significant accounting policies of Prom Resources, Inc. (the “Company”) is presented to assist in understanding the Company’s financial statements. These financial statements and notes are representations of the company’s management. These accounting policies conform to generally accepted accounting principles and have been consistently applied in the preparation of the financial statements. The Company’s books are maintained on the accrual basis.

Treasury stock is carried on the books using the cost method for the purpose of the statement of cash flows, the Company considers all highly liquid debt instruments purchased with maturity of three months or less to be cash equivalents.

Note 2 – Nature of Operations

Prom Resources, Inc. which was formerly known as American Benefits Group, Inc., Lifeline Benefits Group, Inc. and Living Benefits Group, Inc., was incorporated on February 26, 1996, in the state of Florida. The company was involved in the business of viatical settlements. Effective July 1997, the company ceased its business operations in viatical settlements, liquidated all assets and paid all liabilities. In September 1997, the company was acquired by new shareholders and the company is now in the business of exploring and sampling mining perimeters for mineable material in the Republic of Madagascar, and the Republic of Ghana.

In August 2002 the company elected to file at Form 15, a certification and notice of termination of registration under section 12(g) of the securities exchange act of 1934 or suspension of duty to file reports under sections 13 and 15(d) of the securities exchange act of 1934.

In September 2002 Mr. Dror Moradov was elected President and Chief Executive officer of the company. Under his leadership the company divested all of its subsidiary businesses and focused only on the or further economic viability of exploring and extractions of mineable material in the Republic of Madagascar, and the Republic of Ghana.

In October of 2006 the company began to secure additional perimeters in the of Republic of Madagascar

Note 3 - Mining Claims-

As of Sept 30, 2007; the Company has secured the mining rights in the Republic of Ghana.

Note 4 – Inventory

On Oct. 17 2008 the company had a gross sale of USD\$1,927,000.00.

On Nov. 12 2008 the company had a gross sale of USD\$816,000.00.

As of December 31, 2008; the Company has operations in Ghana and has secured 5000Kg. of gold mining concentrate having a significant amount of gold

Note 5 - Investments-

Investments are stated at cost. The Company has held all cash in a money market account.

Note 6 – Summary of Significant Accounting Policies

Depreciation is provided principally on the straight-line method for financial reporting purposes at rates based on the following estimated useful lives of the assets: Computer Hardware and software 6 years Machinery and equipment 5-7 years

Note 7 – New Structure and Symbol Change

The Company (Pink Sheets: PRMO.PK/formerly PMRX) by virtue of a unanimous vote of the Board of Directors on July 3rd, 2007 approved a reverse split of the Company's common stock at a ratio of one (1) share for Two Hundred (200) shares. The reverse split became effective on July 24, 2007, and the Company will now be quoted under the new symbol PRMO.

Note 8 - Comprehensive Income

The Company had no items of "other" comprehensive income; therefore net income is equal to comprehensive income.

Note 9 – Guarantees

The Company and its Directors have guaranteed Notes Payable to secure the purchase of mining equipment. As of February 11, 2009 the Company has secured the guarantees with the pledge of (144) Stock issued from treasury to further secure the grantees and notes

Note 10 - Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Note 11 - Recently issued accounting pronouncements –

In April 2003, FASB issued Statements of the Financial Accounting Standards No. 149 issued Statements of the Financial Accounting Standards No. 149 "Amendment of Statement 133 on Derivative Instruments and Hedging Activities" ("SFAS 149"). SFAS 149 amends and clarifies financial accounting and reporting for derivative instruments, including certain derivative instruments embedded in other contracts and for hedging activities under FASB Statement No. 133 "Accounting for Derivative Instruments and Hedging Activities". SFAS 149 is generally effective for contracts entered into or modified after June 30, 2003. In May 2003, FASB issued Statements of Financial Accounting Standards No. 150 "Accounting for Certain Financial Instruments with Characteristics of both Liabilities and Equity" ("SFAS 150"). SFAS 150 establishes standards for how an issuer classifies and measures certain financial instruments with characteristics of both liabilities and equity. SFAS 150 is effective for financial instruments entered into or modified after May 31, 2003. In December 2003, the Financial Accounting Standards Board (FASB) issued a revised Interpretation No. 46, "Consolidation of Variable Interest Entities" (FIN 46R). FIN 46R addresses consolidation by business enterprises of variable interest entities and significant changes the consolidation application of consolidation policies to variable interest entities and, thus improves comparability between enterprises engaged in similar activities when those activities are conducted through variable interest entities. The Company does not hold any variable interest entity