

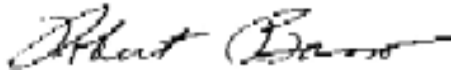


PROMANA SOLUTIONS, INC.
CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
Un-Audited Management Statements
December 31, 2006 AND 2005

PROMANA SOLUTIONS INC.

CERTIFICATION OF THE CHIEF FINANCIAL OFFICER

I, Robert Basso, Treasurer of ProMana Solutions Inc., hereby certify that the financial statements filed herewith and any notes thereto, fairly present, in all material respects the financial position of ProMana Solutions Inc. and the results of operations and cash-flows for the periods presented in conformity with accounting principles generally accepted in the United States, consistently applied.

A handwritten signature in cursive script, appearing to read "Robert Basso", with a horizontal line extending from the end of the signature.

Robert Basso
January 29, 2006

PROMANA SOLUTIONS, INC.

INDEX TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

Un-audited Management Statements

Condensed Consolidated Balance Sheet as of December 31, 2006 and 2005

Condensed Consolidated Statements of Operations for the Twelve Months ended Dec.31, 2006 and 2005

Condensed Consolidated Statements of Stockholders' Equity for the Twelve Months ended Dec. 31, 2006 and 2005

Condensed Consolidated Statements of Cash Flows for the Twelve Months ended Dec. 31, 2006 and 2005

Notes to Condensed Consolidated Financial Statements

PROMANA SOLUTIONS INC.
CONDENSED CONSOLIDATED BALANCE SHEET
DECEMBER 31, 2006 and 2005
Un-Audited Management Statements

ASSETS

	2006	2005
Current Assets:		
Cash	\$ 8,155	\$ 569
Accounts Receivable, Net	1,673	1,747
Due From Related Parties	93,525	116,350
Prepaid Expenses	17,891	914
Total Current Assets	<u>121,244</u>	<u>119,580</u>
Furniture and Equipment, Net	3,360	3,350
Other Assets		
Software Development Costs, Net	50,355	89,451
Deposits	968	968
Total Other Assets	<u>51,323</u>	<u>90,419</u>
Total Assets	<u>\$ 175,927</u>	<u>\$ 213,349</u>

LIABILITIES AND STOCKHOLDERS' EQUITY

Current Liabilities:		
Leases Payable - Current Portion	\$ 9,899	\$ 8,174
Due To Related Parties	153,990	545,029
Accounts Payable	27,606	45,891
Accrued Expenses	83,718	131,160
Client Deposits	6,263	-
Total Current Liabilities	<u>281,476</u>	<u>730,254</u>
Long Term Liabilities:		
Leases Payable - Net of Current Portion	<u>-</u>	<u>9,899</u>
Total Long Term Liabilities	<u>-</u>	<u>9,899</u>
STOCKHOLDERS' EQUITY (DEFICIT):		
Preferred Stock, \$.001 par value, 25,000,000 shares authorized; and 0 shares issued and outstanding	-	-
Common Stock, \$.001 par value, 300,000,000 shares authorized; and 66,258,128 shares issued and outstanding	66,258	49,158
Convertible Preferred Series A Stock, \$1.00 par value, 1,500,000 shares authorized; and 573,672 shares issued and outstanding	573,672	-
Additional paid-in capital	1,126,591	370,566
Retained Earnings	<u>(1,872,070)</u>	<u>(946,528)</u>
Total Stockholders Equity	<u>(105,549)</u>	<u>(526,804)</u>
Total Liabilities and Stockholders Equity	<u>\$ 175,927</u>	<u>\$ 213,349</u>

PROMANA SOLUTIONS INC.
CONDENSED CONSOLIDATED STATEMENTS OF INCOME
FOR THE TWELVE MONTHS ENDED DECEMBER 31, 2006 AND 2005
Un-Audited Management Statements

	<u>2006</u>	<u>2005</u>
REVENUE	\$ 92,099	\$ 99,883
COSTS AND EXPENSES		
Direct Costs of Revenue	\$ 42,812	\$ 51,022
Selling, General and Administrative	\$ 865,400	\$ 449,541
Depreciation	\$ 48,957	\$ 51,456
Total Costs and Expenses	<u>\$ 957,169</u>	<u>\$ 552,019</u>
PROFIT(LOSS) FROM OPERATIONS	\$ (865,070)	\$ (452,136)
OTHER INCOME(EXPENSE):		
Interest Income(Expense)	\$ (23,455)	\$ (31,726)
Stock Based Compensation	\$ (28,125)	\$ (12,500)
Other Income(Expense)	\$ (8,391)	\$ (135,965)
TOTAL OTHER INCOME(EXPENSE):	<u>\$ (59,971)</u>	<u>\$ (180,191)</u>
NET INCOME(LOSS)BEFORE TAX	<u>\$ (925,041)</u>	<u>\$ (632,327)</u>
INCOME TAX BENEFIT(EXPENSE)	\$ (500)	\$ (550)
NET INCOME(LOSS)AFTER TAX	<u><u>\$ (925,541)</u></u>	<u><u>\$ (632,877)</u></u>

PROMANA SOLUTIONS INC.
CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
Un-Audited Management Statements

	<u>Common Stock</u>		<u>Convert. Preferred</u>		<u>Additional</u>	<u>Subscription</u>	<u>Retained</u>	
	<u>Shares</u>	<u>Amount</u>	<u>Shares</u>	<u>Amount</u>	<u>Paid-in</u>	<u>Receivable</u>	<u>Earnings</u>	<u>Total</u>
					<u>Capital</u>		<u>(Deficit)</u>	
Balance, December 31, 2004	52,544,795	52,545			916,679	(662,000)	(313,651)	(6,427)
Issuance of shares for services	250,000	250			12,250			12,500
Issuance of shares for cash						65,000		65,000
Default on remainder of subscription receivable					(597,000)	597,000		0
Net income for the three months ended Mar.31,2005							(312,769)	(312,769)
Balance, March 31, 2005	52,794,795	52,795			331,929	0	(626,420)	(241,696)
Return of Shares on default subscription receivable	(5,970,000)	(5,970)			5,970			0
Net income for the three months ended Jun.30,2005							(77,100)	(77,100)
Balance, June 30, 2005	46,824,795	46,825			337,899	0	(703,520)	(318,796)
Issuance of shares for cash	2,333,333	2,333			32,667			35,000
Net income for the three months ended Sep.30,2005							(121,801)	(121,801)
Balance, September 30, 2005	49,158,128	49,158			370,566	0	(825,321)	(405,597)
Net income for the three months ended Dec.31,2005							(121,207)	(121,207)
Balance, December 31, 2005	49,158,128	49,158			370,566	0	(946,528)	(526,804)
Issuance of shares for services	3,000,000	3,000			87,000			90,000
Issuance of shares for cash			525,000	525,000		(250,000)		275,000
Net income for the three months ended Mar.31,2006							(181,737)	(181,737)
Balance, March 31, 2006	52,158,128	52,158	525,000	525,000	457,566	(250,000)	(1,128,265)	(343,541)
Issuance of shares for services	1,500,000	1,500			43,500			45,000
Reverse Subscriptions for Convertible Preferred			(250,000)	(250,000)		250,000		-
Net income for the three months ended June.30,2006							(243,541)	(243,541)
Balance, June 30, 2006	53,658,128	53,658	275,000	275,000	501,066	0	(1,371,806)	(542,082)
Issuance of shares for cash	5,600,000	5,600			274,400			280,000
Issuance of shares for services	100,000	100	298,672	298,672	4,900			303,672
Stock Based Compensation					11,250			11,250
Net income for the three months ended September.30,2006							(232,112)	(232,112)
Balance, September 30, 2006	59,358,128	59,358	573,672	573,672	791,616	0	(1,603,918)	(179,272)
Issuance of shares for cash	4,900,000	4,900			240,100			245,000
Issuance of shares for services	2,000,000	2,000			78,000			80,000
Stock Based Compensation					16,875			16,875
Net income for the three months ended December.31,2006							(268,152)	(268,152)
Balance, December 31, 2006	66,258,128	66,258	573,672	573,672	1,126,591	0	(1,872,070)	(105,549)

PROMANA SOLUTIONS INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE TWELVE MONTHS ENDED DECEMBER 31, 2006 AND 2005
Un-Audited Management Statements

	2006	2005
Cash Flows from Operating Activities:		
Net Loss	\$ (925,541)	\$ (632,877)
Adjustments to reconcile net loss to net cash provided by (used in) operating activities:		
Depreciation and Amortization	48,957	51,456
Changes in Operating Assets and Liabilities:		
(Increase) Decrease in Accounts Receivable	74	(1,747)
(Increase) Decrease in Prepaid Expenses	(16,977)	1,330
Increase (Decrease) in Deferred Revenue	-	(50,000)
Increase (Decrease) in Client Deposits	6,263	-
Increase (Decrease) in Accounts Payable and Accrued Expenses	(65,729)	120,994
Total Adjustments	(27,412)	122,033
Net Cash Provided By (used in) Operating Activities	(952,953)	(510,844)
 Cash Flows from Investing Activities:		
Purchase of Furniture and Equipment	(2,070)	(2,547)
Increase in Software Development Costs	(7,800)	-
Amounts Due Under License Agreements	-	188,469
Increase (Decrease) in Due To/From Related Party	(368,214)	218,699
Net Cash Provided By (used in) Investing Activities	(378,084)	404,621
 Cash Flows from Financing Activities:		
Amounts Received From Issuance of Stock / Contributed Capital	1,318,672	100,000
Stock Based Compensation	28,125	12,500
Proceeds(Payments) on Leases Payable	(8,174)	(6,750)
Net Cash Provided By Financing Activities	1,338,623	105,750
 Net (Decrease) in Cash	7,586	(473)
 Cash, Beginning of Period	569	1,042
Cash, End of Period	\$ 8,155	\$ 569

PROMANA SOLUTIONS INC.
NOTES TO UN-AUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2006 AND 2005

NOTE 1 - ORGANIZATION AND BASIS OF PRESENTATION

The condensed consolidated un-audited financial statements included herein have been prepared, without audit, by the management of the company. Management believes that the disclosures are adequate to make the information presented not misleading and the procedures followed in preparing these condensed consolidated financial statements are reasonable.

These condensed consolidated unaudited financial statements reflect all adjustments, including normal recurring adjustments which, in the opinion of management, are necessary to present fairly the consolidated operations and cash flows for the periods presented.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Principles of Consolidation

The condensed consolidated financial statements include the accounts of the Company and its wholly owned subsidiary. All significant intercompany accounts and transactions have been eliminated in consolidation.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures 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.

Cash and Cash Equivalents

The Company considers all highly liquid debt instruments and other short-term investments with an initial maturity of three months or less to be cash equivalents.

The Company maintains cash and cash equivalent balances at several financial institutions, which are insured by the Federal Deposit Insurance Corporation up to \$100,000.

PROMANA SOLUTIONS INC.
NOTES TO UN-AUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2006 AND 2005

Furniture and Equipment

Furniture and equipment are stated at cost. Depreciation is computed using the straight-line method over the estimated useful lives of the assets; three to seven years for machinery and equipment and two to four years for computer software. Reviews are regularly performed to determine whether facts and circumstances exist which indicate that the carrying amount of assets may not be recoverable or the useful life is shorter than originally estimated. The Company assesses the recoverability of its assets by comparing the projected undiscounted net cash flows associated with the related asset or group of assets over their remaining lives against their respective carrying amounts. Impairment, if any, is based on the excess of the carrying amount over the fair value of those assets. If assets are determined to be recoverable, but the useful lives are shorter than originally estimated, the net book value of the assets is depreciated over the newly determined remaining useful lives. When furniture and equipment are retired or otherwise disposed of, the cost and related accumulated depreciation are removed from the accounts and the resulting gain or loss is included in operations.

Software License Costs

Software license costs are recorded at cost, which approximates fair market value as of the date of purchase. These costs represent the purchase of various exploitation rights to certain software, pre – developed codes and systems developed by a non – related third party. These costs are capitalized pursuant to Statement of Financial Accounting Standards (“SFAS”) 86, *“Accounting for the Costs of Computer Software to be Sold, Leased or Otherwise Marketed”*. The carrying value of software license costs are regularly reviewed by the Company and a loss would be recognized if the value of the estimated un – discounted cash flow benefit related to the asset falls below the unamortized cost.

It is Management’s plan to devote additional resources to its software technology to recognize the technology’s potential value and therefore, no impairment loss has been recorded. The Company has estimated the useful life of the software development at five years, and has amortized the cost over the five-year period.

Revenue and Cost Recognition

The Company accounts for the licensing of software in accordance with the American Institute of Certified Public Accountants Statement of Position (SOP) 97-2, “Software Revenue Recognition.” The Company recognizes revenue when (i) persuasive evidence of an arrangement exists; (ii) delivery has occurred or services have been rendered; (iii) the sales price is fixed or determinable; and (iv) ability to collect is reasonably assured.

PROMANA SOLUTIONS INC.
NOTES TO UN-AUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2006 AND 2005

Revenue earned from the Company's license agreements are earned ratably over the life of the license fee agreements. Revenue generated under the administrative service component of the agreements are earned as the services are performed.

Cost of revenue includes direct costs to produce and distribute product and direct costs to provide product support and training.

Income Taxes

The income tax benefit is computed on the pretax loss based on the current tax law. Deferred income taxes are recognized for the tax consequences in future years of differences between the tax basis of assets and liabilities and their financial reporting amounts at each year-end based on enacted tax laws and statutory tax rates. No benefit is reflected for the twelve months ended December 31, 2006 and 2005, respectively.

Advertising

Costs of advertising and marketing are expensed as incurred.

Fair Value of Financial Instruments

The carrying amounts reported in the condensed consolidated balance sheets for cash and cash equivalents, accounts payable and accrued expenses approximate fair value because of the immediate or short-term maturity of these financial instruments. The carrying amount reported for notes payable approximates fair value because, in general, the interest on the underlying instruments fluctuates with market rates.

Accounts Receivable

The Company conducts business and extends credit based on an evaluation of the customers' financial condition, generally without requiring collateral. Exposure to losses on receivables is expected to vary by customer due to the financial condition of each customer. The Company monitors exposure to credit losses and maintains allowances for anticipated losses considered necessary under the circumstances.

PROMANA SOLUTIONS INC.
NOTES TO UN-AUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2006 AND 2005

NOTE 3- CONCENTRATION OF CREDIT RISK

The Company's trade receivables are derived from sales to its customers. The Company performs ongoing credit evaluations of its customers' and does not believe that any customers' cause additional risk.

NOTE 4- FURNITURE AND EQUIPMENT

Furniture and equipment consist of the following at December 31, 2006:

Office and computer equipment	\$ 17,686
Less: accumulated depreciation	<u>14,326</u>
Net book value	<u>\$ 3,360</u>

Depreciation expense for the twelve months ended December 31, 2006 and 2005 was \$2,061 and \$6,730 respectively.

NOTE 5- SOFTWARE DEVELOPMENT COSTS

Costs incurred in creating products are charged to expense when incurred as research and development until technological feasibility is established upon completion of a working model. Thereafter, all software production costs are capitalized and subsequently reported at the lower of un-amortized cost or net realizable value. Capitalized costs are amortized based on current and future revenue for each product with an annual minimum equal to the straight-line amortization over the remaining estimated economic life of the product.

In accordance with SFAS No. 86, "Accounting for the Costs of Computer Software to be Sold, Leased, or Otherwise Marketed", the Company has determined that a portion of the computer software license fees are recorded as intangible assets.

NOTE 6- LEASES PAYABLE

The Company entered into a lease payable in December 2002 for software development totaling \$35,000.

PROMANA SOLUTIONS INC.
NOTES TO UN-AUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2006 AND 2005

The lease is for a period of 60 months for equal monthly payments including principal and interest of \$968.50.

Maturities remaining for the lease are as follows at December 31, 2006:

2007	<u>\$9,899</u>
Current portion	<u>(9,899)</u>
Long-term portion	<u>\$ 0</u>

NOTE 7- RELATED PARTY TRANSACTIONS

The Company from time to time will contract with Branded Partners for the solutions to their human resource needs. Some transactions with these Branded Partners may be with related parties to the Company, either through ownership or like shareholders. The Company in 2004, entered into a contract totaling \$150,000 with an entity having a common officer. Monthly payments are being made and the balance outstanding on this contract is \$93,525 at December 31, 2006.

The Company has an amount outstanding at December 3, 2006 totaling \$136,490 for salaries and benefits advanced from another company that has a common officer. There are no specific terms for the repayment and the Company is currently paying \$8,500 per month.

The Company also had an amount outstanding note payable, originally \$170,000 due a company that has common officer of the Company. On December 31, 2003, the Company agreed to pay interest on this amount at the rate of 3.5% per annum and agreed to repay the amount over a two-year period of time in unequal monthly payments ranging from \$500 to \$35,000. The Company did not made regular payments on this note and had classified this liability as current due to its' nature. On August 1, 2006, the officer Lawrence Kass agreed to convert the balance of this Note(\$168,088) to 168,088 shares of Series A Convertible Preferred Stock of the Company.

The Company had an amount outstanding of \$98,249 for rent and expenses from 2003 to 2005 and \$12,500 loan advanced from the same officer, John Felice. On August 1, 2006, Mr. Felice agreed to convert these balances(\$110,749) to 110,749 shares of Series A Convertible Preferred Stock of the Company.

PROMANA SOLUTIONS INC.
NOTES TO UN-AUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2006 AND 2005

The Company was loaned \$25,000 from one of its' officers in April, 2005. The outstanding balance at December 31, 2006 is \$17,500. There are no specific terms for the repayment and the Company is presently paying \$750 per month.

Summary:

Due From Related Party-License Fee	<u>\$ 93,525</u>
Due To Related Party-Payroll Expenses	\$136,490
Due To Related Party-Officers Loans	<u>\$ 17,500</u>
	<u>\$153,990</u>

NOTE 8- PROVISION FOR INCOME TAXES

Deferred income taxes will be determined using the liability method for the temporary differences between the financial reporting basis and income tax basis of the Company's assets and liabilities. Deferred income taxes will be measured based on the tax rates expected to be in effect when the temporary differences are included in the Company's consolidated tax return. Deferred tax assets and liabilities are recognized based on anticipated future tax consequences attributable to differences between financial statement carrying amounts of assets and liabilities and their respective tax bases.

At December 31, 2005, deferred tax assets consist of the following:

Net operating loss carryforwards	\$797,994
Less: valuation allowance	<u>(797,994)</u>
	<u>\$ 0</u>

For the twelve months ended December 31, 2006, the Company had additional deficits in the approximate amount of \$900,000, available to offset future taxable income through 2026. The Company established valuation allowances equal to the full amount of the deferred tax assets due to the uncertainty of the utilization of the operating losses in future periods.

PROMANA SOLUTIONS INC.
NOTES TO UN-AUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2006 AND 2005

NOTE 9 **STOCKHOLDERS' EQUITY**

Common Stock

The Company has 300,000,000 shares of common stock authorized. As of December 31, 2006 there were 66,258,128 shares issued and outstanding. The par value of the Company's common stock is \$.001.

The Company issued 39,223,800 in exchange of 784,476 shares in the acquisition of ProMana Technologies, Inc. by the Company on April 1, 2004.

The Company also issued 13,320,995 shares of stock for subscriptions of \$1,000,000 to INFE Ventures Inc., Dolphin Bay Capital Inc. and Gold Coast Capital Inc. in exchange for promissory notes of \$930,000. An organized market never materialized and INFE Ventures Inc., the company's former investment relations firm, never fulfilled their promise of a bridge loan and completion of subscriptions. The promissory notes expired on October 28th, 2004 and the amount collected on the two notes was \$333,000 with the last payment made on February 23, 2005. The notes were verbally extended based on funding commitments until March 4, 2005 when the company sent a notice of default and demanded the return of 5,970,000 shares of stock. These shares have been returned to the company and were cancelled.

The Company issued 250,000 shares of common stock to three key employees on January 31, 2005.

The Company issued 2,333,333 shares of common stock in August, 2005 to two of its preferred vendors in exchange for \$35,000 in cash.

The Company issued 2,000,000 shares of common stock as part of a consulting, advisory and business development agreement to develop business markets for the insurance industry with JBL Trinity Group LTD during the first quarter 2006.

On February 6, 2006 the Company agreed to issued 1,000,000 shares of common stock as part of a consulting agreement with AGI Partners Ltd, a StarInvest affiliate, for investment advisory services including public relations, investor relations and alternative funding strategies. On April 24, 2006 the Company revised its Agreement with AGI Partners Ltd. by entering into a new agreement directly with the parent company StarInvest Group Inc. This new Agreement will better utilize the additional resources available from StarInvest Group Inc. for investment services. As part of this agreement, the company issued an additional 1,500,000 of Common Stock for a total of 2,500,000 Common Shares under the Agreement. In September, 2006 StarInvest purchased for \$50,000 cash 1,000,000 Common Shares of the Company under the Company's Rule 504 Offering as described in the next paragraph.

PROMANA SOLUTIONS INC.
 NOTES TO UN-AUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
 DECEMBER 31, 2006 AND 2005

During the third quarter 2006 the company made a public offering of its Common Stock pursuant to the provisions of Rule 504 of Regulation D of the General Rules and Regulations of the Securities And Exchange Commission. A maximum of 20,000,000 Common Shares at an offer price of \$0.05 per share will be offered for sale. This Offering will not be underwritten and will be made exclusively by one of the Officers of the company. The Officers of the company plan to utilize Form U-7 for compliance and disclosure purposes as required in various jurisdictions. As of December 31, 2006 the Company has received \$440,000 toward the purchase of 8,800,000 Common Shares.

The Company issued 100,000 shares of common stock as part of a consulting and advisory agreement to develop the “Non For Profit” business markets with Arthur Green during the third quarter 2006. Mr. Green also purchased for \$10,000 cash 200,000 Common Shares of the Company.

The Company sold 1,500,000 common shares for \$75,000 cash to one of the Company’s Officer and Director, John T. Felice.

During the fourth quarter 2006, the Company issued 2,000,000 common shares as part of a consulting agreement with Phoenix Holdings Inc. for consulting on financial and strategic matters for the Company.

Preferred Stock

The Company has 25,000,000 shares of preferred stock authorized. At December 31, 2006 no shares were outstanding. The par value of the Company’s preferred stock is \$.001.

Series A Cumulative Convertible Preferred Stock

On February 8, 2006 the Company’s Board of Directors authorized 1,500,000 Series A Cumulative Convertible Preferred Shares at \$1.00 per share. After two years from issuance, these shares can be converted into the Company’s Common Stock for 125% of the face value at the average quarterly closing price over the holding period. The shareholder is also eligible to receive, if and when declared and paid, a 12.5% cumulative dividend in cash or Common Stock at a 25% discount to the average daily closing price during the dividend period. Conversion at December 31,2006 would be as follows:

			Series A		Principle	Dividend
	<u>Issued</u>	<u>Conversion</u>	<u>Shares</u>	<u>Ave.Close</u>	<u>Shares</u>	<u>Shares</u>
Issue For Cash	1/31/06	1/31/08	\$175,000	\$0.038	5,756,579	703,838
Issue For Cash	2/27/06	2/27/08	\$100,000	\$0.038	3,289,474	365,351
Issue For Debt	8/01/06	8/01/08	<u>\$298,672</u>	\$0.040	<u>9,333,500</u>	<u>517,698</u>
Total			<u>\$573,672</u>		<u>18,379,553</u>	<u>1,586,887</u>

PROMANA SOLUTIONS INC.
NOTES TO UN-AUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2006 AND 2005

Warrants for Common Stock

In connection with the Company's issuance of Series A Convertible Preferred Shares, the following Warrants are issued and outstanding:

	<u>No. of Warrants</u>	<u>Exercise Price</u>	<u>Expiration</u>
Issued For Cash	1,666,666	\$0.01	None
Issued In Exchange of Debt	2,157,818	\$0.01	None
Exercised	0		
Expired	<u>0</u>		
Current Outstanding	<u>3,824,484</u>		

Options for Common Stock

The Company has awarded Manu Kalia, CEO and President, as part of his employment agreement, 5,400,000 shares of common stock, vesting at 25% per year of employment.

	<u>No. of Shares</u>	<u>Option Price</u>	<u>Vesting</u>
Year One	1,350,000	\$0.00	7/15/2007
Year Two	1,350,000	\$0.00	7/15/2008
Year Three	1,350,000	\$0.00	7/15/2009
Year Four	<u>1,350,000</u>	\$0.00	7/15/2010
Total	<u>5,400,000</u>		

During the twelve months ended December 31, 2006, the Company has recognized an \$25,125 expense for this stock based compensation award expected but not yet vested.

NOTE 10- OPERATIONS

Revenue was down for the twelve month period as compared to the previous year by \$7,784. There were increases in Administration Fees of \$4,716 over the prior period, however, the company had decreases in License Fees of \$12,500.

1,162 employees were paid on the System during December, 2006 vs. 1,205 employees during December, 2005.

Operating expenses were up by \$405,150 for the twelve months ended December 31, 2006 compared to the same period in 2005. \$278,603 of this increase was attributable to Professional and Investment expenses in relation to the Company's re-capitalization efforts.

PROMANA SOLUTIONS INC.
NOTES TO UN-AUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2006 AND 2005

NOTE 11- SUBSEQUENT EVENTS

During January, 2007, the Company announced a 58% increase in the number of employees serviced on its System. This increase was attributable to a Branded Partner, who now has a significant sales force and is committed to marketing the product.

During January, 2007, the Company sold for \$50,000 cash 1,000,000 common shares under the Rule 504 offering.

During January, 2007, the Company issued 750,000 common shares to four key employees.

During January, 2007, the Company issued an additional 3,000,000 common shares in relation to the consulting agreement with Phoenix Holdings Inc.