Prom Resources, Inc.

QUARTERLY REPORT

FOR THE PERIOD ENDED March 31, 2011

(Exact name of small business issuer as specified in its charter)

FLORIDA
State or other jurisdiction of incorporation or organization

65-0647122
I.R.S. Employer Identification No.

2875 S. Orange Avenue, #500

Orlando, FL 32806

(Address of principal executive offices)

(407) 956 8677

(Issuer's telephone number, including area code)

As of March 31, 2011, we had 8,418,197,564 shares of our common stock outstanding with a no par per share.

As of, March 31, 2011, we had 3,500,000 shares of our Preferred stock outstanding with a par value of $10.00 per share.

FORWARD-LOOKING STATEMENTS

The following discussion and analysis of our operations should be read in conjunction with our financial statement for the period ending June 30,2010 and notes thereto. This report for the period ending June 30,2010 contains “forward-looking statements”, within the meaning of such term in Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. Such forward-looking statements involve known and unknown risks, uncertainties and other factors that could cause the actual financial or operating results of the Company to be materially different from the historical results or from any future results expressed or implied by such forward-looking statements. Prom Resource, Inc., is referred to herein as “we”, “our”, “us”, “the company” or “Prom”. The words or phrases “would be”, “may allow”, “intends to”, “may likely”, “are expected to”, “may continue”, “is anticipated”, “estimate”, “project”, or similar expressions are intended to identify “forward-looking statements”. Such statements include those concerning our expected financial performance, our corporate strategy and operational plans. Actual results could differ materially from those projected in the forward-looking statements as a result of a number of risks and uncertainties, including: (a) (b) whether we are able to manage our planned growth efficiently, including whether our management will be able to identify, hire, train, retrain, motivate, and manage required personnel or that management will be able to manage and exploit existing and potential market opportunities successfully, and (c) whether we are able to generate sufficient revenues or obtain financing to sustain and grow our operations. We are in the early stage of building and expanding the company and have not generated sufficient revenues to maintain day to day operations. Statements made herein are as of the date of the filing of this Three Months end September 30,2010. Unless otherwise required by applicable law, we do not undertake, and we specifically disclaim any obligation, to update any forward-looking statements to reflect occurrence, developments, unanticipated events or circumstances after the date of such statement.

PART I - FINANCIAL INFORMATION

Item 1. Financial Statements

Prom Resources, Inc.

Condensed Balance Sheet
March 31, 2011
(Unaudited)

Assets

	March 31, 2011 (UNAUDITED)	December 31, 2010 (UNAUDITED)
Current Assets		
Cash	$ 569,167	$ 890,523
Accounts Receivable	0	150,000
Refundable Taxes	0	0
Inventory	15,443,187	16,926,187
Total current assets	16,012,354	17,966,710
Other Assets		
Property and equipment, net	3,532,025	4,403,449
Investments	100,000	0
	3,632,025	4,403,449
Total Assets	$19,644,379	$22,370,159

Liabilities and Stockholders' Equity (Deficiency)

Current Liabilities		
Accounts payable & accrued expenses	$ 0	$ 415,000
Notes Payable on Taxes	0	0
Total Current Liabilities	0	415,000
Long-term Liabilities		
Loans Payable - stockholders	6,640,038	7,540,038

Total Liabilities	6,640,038	7,789,631
Stockholders' Equity (deficiency)		
Preferred Stock; $10.00 par value; authorized 10,000,000 shares, Issued and outstanding-2010, 350,000 2011,350,000	3,500,000	3,500,000
Common stock; no par value; authorized 10,500,000,000 shares, Issued and outstanding 2010 8,418,197,564,shares 2011 8,418,197,564,shares	14,543,701	14,543,701
Retained earnings	(3,628,580)	(6,998,821)
Accumulated other comprehensive profit (Loss)	(1,410,780)	3,370,241
Total Stockholders' equity	13,004,341	14,415,121
Total Liabilities & Stockholders' Deficiency	$ 19,664,379	$ 22,370,159

See the accompanying notes to the condensed financial statements.

PROM RESOUCES, INC.

Condensed Statement of Operations and Comprehensive Income
(Unaudited)

	For the Nine Months ended			For the Three Months Ended	
	September 30, 2010 (Unaudited)	December 31, 2010 (Unaudited)	March 31, 2011 (Unaudited)	March 31. 2011 (Unaudited)	March 31 2010 (Unaudited)
Revenue	$ 4,115,124	$ 6,130,248	$ 8,130,248	$ 2,000,000	$ 3,315,124
Operating Expenses					
Accounting	5,000	10,000	15,000	5,000	5,000
Camp Supplies	60,000	131,265	195,585	64,320	71,265
Communications	15,000	46,000	74,000	28,000	31,000
Depreciation	53,580	97,942	141,978	44,036	44,362
Engineering	15,000	20,000	25,000	5,000	5 ,000
Equipment Rentals	40,000	180,000	270,000	90,000	140,000
Export Tax and Related Expenses	160,000	376,000	386,000	10,000	216,000
Fuel	158,000	416,000	741,000	325,000	258,000
Housing	25,000	50,000	75,000	25,000	25,000
Inventory Storage	25,000	50,000	75,000	25,000	25,000
Labour	150,000	407,000	527,000	120,000	257,000
Legal	4,000	18,000	38,000	20,000	14,000
Licensing	120,000	240,000	360,000	120,000	120,000
Maintenance	73,000	157,300	187,300	30,000	84,300
Office	12,000	24,000	36,000	12,000	12,000
Property Taxes (Perimeters)	37,000	74,000	111,000	37,000	37,000
Shipping Costs	100,000	250,000	255,000	5,000	150,000
Testing Supplies	25,000	50,000	62,000	12,000	25,000
Transfer Agent	2,750	12,500	16,500	4,000	9,750
Travel	25,000	150,000	225,000	75,000	125,000
Total Expenses	**1,105,330**	**2,760,007**	**3,816,363**	**1,056,356**	**1,654,677**
Disposal of Equipment			**222,390**	**222,390**	**0**
Write off Inventory			**1,483,000**	**1,483,000**	**0**
			1,705,390	**1,705,390**	
Net Income (Loss) Before Income Taxes	**3,009,794**	**3,370,241**	**2,608,495**	**(761,746)**	**1,654,677**
Income Tax Expense	**0**	**0**	**0**		**0**
Net income (Loss)	**$ 3,009,794**	**$ 3,370,241**	**$ 2,608,495**	**$ (761,746)**	**$ 1,654,677**

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

BASIC EARNINGS (LOSS)

BASIC EARNINGS Per Share	0	0	0	0	0
Fully Diluted Earnings Per Share	0	0	0	0	0
Basic Weighted Average Average Number of Shares Outstanding	8,418,197,564	8,418,197,564	8,418,197,564	8,418,197,564	8,418,197,564
Fully Diluted Weighted Average Number of Shares Outstanding	8,418,197,564	8,418,197,564	8,418,197,564	8,418,197,564	8,418,197,564

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

Prom Resources, Inc.

Condensed Statement of Cash Flow
March 31, 2011
(Unaudited)

	For the Nine Months Ended	
	March 31, 2011 (Unaudited)	**December 31 2010 (Unaudited)**
Cash Flow From Operating Activities	$ 8,130,248	$ 6,130,248
Adjustments : Cost of Goods Sold	6,527,396	2,760,007
Add Back Depreciation	141,978	97,942
Net Cash Provided by Operating Activities	1,744,830	3,468,183
Cash Flows from Investing Activities:		
Purchase of Equipment	0	215,000
Decrease in Inventory	1,483,000	4,160,961
Cash Flows from Financing Activities:		
Sale of Preferred Stock	0	500,000
Sale of Common Stock	0	0
Sale of Equipment	222390	0
(Increase) Decrease in Receivables	(150,000)	300,000
Decrease in Loans Payable to officers/shareholders'	(900,000)	0
Net Cash provided by Financing activities	(1,050,000)	0
Net Increase in Cash (decrease)		
Net Cash used in reduction of Payables (Increase)	(141,200)	(3,987)
Cash at beginning of Period	**993,747**	**993,747**
Cash at end of Period	**$ 569,167**	**$ 890,523**
Cash at beginning of Period	**678,623**	**37,747**
Cash at end of Period	**$ 890,523**	**$ 678,623**

The accompanying notes are an integral part of these financial statements

PROM RESOURCES, INC.
STATEMENT OF SHAREHOLDERS EQUITY

For the Period ended March 31, 2011

(UNAUDITED)

	PREFERRED STOCK	STOCK AMOUNTS	COMMON SHARES	STOCK AMOUNT	Accumulated Profit (loss)	ACCUMULATED DEFICIENT	SHAREHOLDERS EQUITY
Opening Balance January 1, 2010	350,000	3,500,000	$8,418,197,564	14,543,701	0	-6,998,821	11,044,880
						3,370,241	3,370,241
ISSUANCE OF COMMON STOCK FOR CASH	0	0	0	0	0	0	
ISSUANCE OF Preferred STOCK FOR CASH	$0	0	0	0	0	0	0
Net Profit(Loss)					-1,410,780		-1,410,780
Balance March 31, 2011	**350,000**	**3,500,000**	**8,418,197,564**	**14,543,701**	**-1,410,780**	**-3,628,580**	**13,004,341**

MATERIAL AGREEMENTS

We have no material agreements

ITEM 2. DESCRIPTION OF PROPERTY

we maintain a marketing office
2875 S. Orange Avenue, #500
Orlando, FL 32806 Is leased on a monthly basis

ITEM 3. LEGAL PROCEEDINGS

None of our Officers, Directors, or persons nominated for such positions or promoters or significant employees have been involved in legal proceedings that would be material to an evaluation of our management.

. EQUITY TRANSACTIONS

(a)**Common Stock**

During 2009, the Officers and directors Purchase and other employees purchased 1,499,000,000 shares of the Company's common stock. The shares were valued at their fair market value at the date of the purchased.

No Common Stock were Purchase in 2011

(b) **Preferred Stock**

In July 2010 the company raised 500,000 by the sale of 50,000 to the principles of the company for a gross sum of $500,000

There were no options outstanding in 2011, and there no were warrants outstanding as of March 31, 2011.

In December 2004, the Financial Accounting Standards Board ("FASB") issued Statement No. 123(R). "Shares-Based Payment" ("SFAS 123(R)"), which replaced SFAS No. 123, "Accounting for Stock-Based Compensation," and superseded APB Opinion 25, "Accounting for Stock Issued to Employees." SFAS 123(R) requires that all share-based payments to employees be recognized in the financial statements based on their fair values on the date of grant. The Company currently uses the intrinsic value method to measure compensation expense for stock-based awards. On April 14, 2005, the SEC amended the compliance dates for SFAS 123(R), which extended the Company's required adoption date of SFAS 123R to its fiscal year ended December 31, 2009. Going forward, the impact of adoption will depend on the number of stock based awards granted in the period.

ITEM 2. MANAGEMENT'S DISCUSSION and ANALYSIS

FORWARD-LOOKING STATEMENTS

The following discussion and analysis of our operations should be read in conjunction with our financial statement for the Nine Months ending March 31, 2011 and notes thereto. This report for the period Nine Months Ending March 31,2011 contains "forward-looking statements", within the meaning of such term in Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. Such forward-looking statements involve known and unknown risks, uncertainties and other factors that could cause the actual financial or operating results of the Company to be materially different from the historical results or from any future results expressed or implied by such forward-looking statements. Prom Resources, Inc., is referred to herein as "we", "our", "us", "the company" or "Prom". The words or phrases "would be", "may allow", "intends to", "may likely", "are expected to", "may continue", "is anticipated", "estimate", "project", or similar expressions are intended to identify "forward-looking statements". Such statements include those concerning our expected financial performance, our corporate strategy and operational plans. Actual results could differ materially from those projected in the forward-looking statements as a result of a number of risks and uncertainties, including: (a) intense competition in mining of gold
bearing materials; (b) whether we are able to manage our planned growth efficiently, including whether our management will be able to identify, hire, train, retrain, motivate, and manage required personnel or that management will be able to manage and exploit existing and potential market opportunities successfully, and (c) whether we are able to generate sufficient revenues or obtain financing to sustain and grow our operations. We are in the early stage of building and expanding the company and have not generated sufficient revenues to maintain day to day operations.

Statements made herein are as of the date of the filing of Nine Months ending March 31, 2011. Unless otherwise required by applicable law, we do not undertake, and we specifically disclaim any obligation, to update any forward-looking statements to reflect occurrence, developments, unanticipated events or circumstances after the date of such statement.

OVERVIEW of OPERATIONS

This discussion relates to Prom Resources, Inc., and its Subsidiaries Madagascar Gold and Gems Limited, a corporation incorporated pursuant to the laws of the Democratic Republic of Ghana; which provides gold mining and purchasing entity; Saowani development SARL., a corporation incorporated pursuant to the laws of the Democratic Republic of Madagascar; Stones and Wood Corporation SARL., a corporation incorporated pursuant to the laws of the Democratic Replica Madagascar. The Management Discussion and Analysis (MD&A), period ended March 31, 2011, should be read in conjunction with notes to the financial statements.

Our principal products and services include mining metal bearing materials especially gold bearing material. We mainly Sell to Manufactures of Jewelry, and Refineries.

(ii) Our management continues to develop the company's Properties through the subsidiaries Madagascar Gold and Gems Limited, a corporation incorporated pursuant to the laws of the Democratic Republic of Ghana, which provides gold mining and purchasing entity; Saowani development SARL., a corporation incorporated pursuant to the laws of the Democratic Republic of Madagascar; Stones and Wood Corporation SARL., a corporation incorporated pursuant to the laws of the Democratic Republic Madagascar.

We have continued to rely on our Chief Executive Officer/major shareholders for capital to finance our operations. We remain heavily dependent upon our ability to receive financing. Our future operations are dependent upon continued financing from our Chief Executive Officer/major shareholders, obtain additional financing, and generate increased revenues. Should we fail to obtain financing through these means, we will be unable to continue our operations.

In 2011, we plan to raise additional funding from debt and equity transactions. Should we receive adequate funding, we intend to further develop and bring to market new and exciting Products. Additionally, assuming adequate funding, we plan to implement certain cost management practices and to increase our focus on business development. Our management has agreed to fund us for an additional two years beginning December 31, 2011.

RELATED PARTY TRANSACTIONS

Principal Stockholder Loan

Loan payable to stockholders consists of working capital loans to the Company from the chief executive officer and majority stockholder. The loan bears no interest and the stockholder has indicated that he will not seek repayment prior to January 1, 2012. As of the March 31, 2011 the amount due to the chief executive officer, and majority stockholders was $5,640,038
If interest were to be charged on the above loans payable to stockholders it would be approximately $65,975, calculated at the rate of 3.5%(apr) on the total loans payable balance of $6,640,038.

Recent Accounting Pronouncements

Below is a listing of the most recent accounting pronouncements issued since through March 31, 2011. The Company has evaluated these pronouncements and their adoption has not had or is not expected to have a material impact on the Company's financial position, or statements.
In January 2010, the FASB issued Accounting Standards Update 2010-02, Consolidation (Topic 810): Accounting and Reporting for Decreases in Ownership of a Subsidiary. This amendment to Topic 810 clarifies, but does not change, the scope of current US GAAP. It clarifies the decrease in ownership provisions of Subtopic 810-10 and removes the potential conflict between guidance in that Subtopic and asset derecognition and gain or loss recognition guidance that may exist in other US GAAP. An entity will be required to follow the amended guidance beginning in the period that it first adopts FAS 160 (now included in Subtopic 810-10). For those entities that have already adopted FAS 160, the amendments are effective at the beginning of the first interim or annual reporting period ending on or after December 15, 2009. The amendments should be applied retrospectively to the first period that an entity adopted FAS 160.

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Recent Accounting Pronouncements (Continued)

In January 2010, the FASB issued Accounting Standards Update 2010-01, Equity (Topic 505): Accounting for Distributions to Shareholders with Components of Stock and Cash (A Consensus of the FASB Emerging Issues Task Force). This amendment to Topic 505 clarifies the stock portion of a distribution to shareholders that allows them to elect to receive cash or stock with a limit on the amount of cash that will be distributed is not a stock dividend for purposes of applying Topics 505 and 260. Effective for interim and annual periods ending on or after December 15, 2009, and would be applied on a retrospective basis.

In December 2009, the FASB issued Accounting Standards Update 2009-17, Consolidations (Topic 810): Improvements to Financial Reporting by Enterprises Involved with Variable Interest Entities. This Accounting Standards Update amends the FASB Accounting Standards Codification for Statement 167.

In December 2009, the FASB issued Accounting Standards Update 2009-16, Transfers and Servicing (Topic 860): Accounting for Transfers of Financial Assets. This Accounting Standards Update amends the FASB Accounting Standards Codification for Statement 166.

In October 2009, the FASB issued Accounting Standards Update 2009-15, Accounting for Own-Share Lending Arrangements in Contemplation of Convertible Debt Issuance or Other Financing. This Accounting Standards Update amends the FASB Accounting Standard Codification for EITF 09-1.

In October 2009, the FASB issued Accounting Standards Update 2009-14, Software (Topic 985): Certain Revenue Arrangements That Include Software Elements. This update changed the accounting model for revenue arrangements that include both tangible products and software elements. Effective prospectively for revenue arrangements entered into or materially modified in fiscal years beginning on or after June 15,2010. Early adoption is permitted.

In October 2009, the FASB issued Accounting Standards Update 2009-13, Revenue Recognition (Topic 605): Multiple-Deliverable Revenue Arrangements. This update addressed the accounting for multiple-deliverable arrangements to enable vendors to account for products or services (deliverables) separately rather than a combined unit and will be separated in more circumstances that under existing US GAAP. This amendment has eliminated that residual method of allocation. Effective prospectively for revenue arrangements entered into or materially modified in fiscal years beginning on or after June 15, 2010. Early adoption is permitted.

In September 2009, the FASB issued Accounting Standards Update 2009-12, Fair Value Measurements and Disclosures (Topic 820): Investments in Certain Entities That Calculate Net Asset Value per Share (or Its Equivalent). This update provides amendments to Topic 820 for the fair value measurement of investments in certain entities that calculate net asset value per share (or its equivalent). It is effective for interim and annual periods ending after December 15, 2009. Early application is permitted in financial statements for earlier interim and annual periods that have not been issued.

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Recent Accounting Pronouncements (Continued)

In July 2009, the FASB ratified the consensus reached by EITF (Emerging Issues Task Force) issued EITF No. 09-1, (ASC Topic 470) "Accounting for Own-Share Lending Arrangements in Contemplation of Convertible Debt Issuance" ("EITF 09-1"). The provisions of EITF 09-1, clarifies the accounting treatment and disclosure of share-lending arrangements that are classified as equity in the financial statements of the share lender. An example of a share-lending arrangement is an agreement

between the Company (share lender) and an investment bank (share borrower) which allows the investment bank to use the loaned shares to enter into equity derivative contracts with investors.

EITF 09-1 is effective for fiscal years that beginning on or after December 15, 2009 and requires retrospective application for all arrangements outstanding as of the beginning of fiscal years beginning on or after December 15,2009. Share-lending arrangements that have been terminated as a result of counterparty default prior to December 15, 2009, but for which the entity has not reached a final settlement as of December 15, 2009 are within the scope. Effective for share-lending arrangements entered into on or after the beginning of the first reporting period that begins on or after June 15, 2009.

NOTE 2 – PROPERTY AND EQUIPMENT

Fixed assets are comprised of the following:

	March 31, 2011	December 31 2010
Rolling Equipment	$ 4,403,449	$ 4,403,449
Accumulated Depreciation	(141,978)	(97,842)
Sale of Equipment (222,390)		
Net Equipment	$ 3,532,035	$ 4,071,982

Depreciation for equipment computed straight line over the estimated life of 5 years.

PENNY STOCK CONSIDERATIONS

Our shares of common stock are "penny stocks" as that term is generally defined in the Securities Exchange Act of 1934 as equity securities with a price of less than $5.00. Our shares are subject to rules that impose sales practice and disclosure requirements on broker-dealers who engage in certain transactions involving a penny stock.

Under the penny stock regulations, a broker-dealer selling a penny stock to anyone other than an established customer or "accredited investor" must make a special suitability determination guarding the purchaser and must receive the purchaser's written consent to the transaction prior to the sale, unless the broker-dealer is otherwise exempt. Generally, an individual with a net worth in excess of $1,000,000 or annual income

exceeding $200,000 individually or $300,000 together with his or her spouse is considered an accredited investor.

In addition, under the penny stock regulations the broker-dealer is required to:

- Deliver, prior to any transaction involving a penny stock, a disclosure schedule prepared by the Securities and Exchange Commission relating to the penny stock market, unless the broker-dealer or the transaction is otherwise exempt;

- Disclose commission payable to the broker-dealer and its registered representatives and current bid and offer quotations for the securities;

- Send monthly statements disclosing recent price information pertaining to the penny stock held in a customer's account, the account's value and information regarding the limited market in penny stocks; and

- Make a special written determination that the penny stock is a suitable investment for the purchaser and receive the purchaser's written agreement to the transaction, prior to conducting any penny stock transaction in the customer's account.

Because of these regulations, broker-dealers may encounter difficulties in their attempt to sell shares of our common stock, which may affect the ability of shareholders to sell their shares in the secondary market and have the effect of reducing the level of trading activity in the secondary market. These additional sales practice and disclosure requirements could impede the sale of our securities. In addition, the liquidity for our securities may be adversely affected, with a corresponding decrease in the price of our securities. Our shares are subject to such penny stock rules and our shareholders will, in all likelihood, find it difficult to sell their securities.
Majority of the then outstanding aggregate number of shares of such affected Series A Preferred Stock.

Results of Operations.

Nine MONTHS ENDED March 31, 2011

During the three months ended

March 2011, and March 31,2010 we had a net (Loss) profits of $(761,746) and $1,654,677 respectively. We expect to continue to generate Profits and expect our revenues to continually increase. For these same periods, we had total revenues of $2,000,000 and $3,315,124 and operating expenses of $1,056,366 and $ 1,654,677 respectively. Management continues to look for other operations for Prom and/or its subsidiaries. There is no assurance we can increase our revenue sources and it is unlikely that we can lower our expenses in our present mode of operations There is no guarantee that all of the above will happen. For the Period ended March 31, 2011 we financed portions of our operations from $ 2,000,000 in revenue. form of a.

As March 31, 2011, we have only $569,167 of cash, which is insufficient to meet our operational goals and business plan. We have required, and will continue to require, substantial capital to fund our business operations. Therefore Management will sell sufficient amount of Gold Material to finance operations and expand its gold program.

We have no commitments, agreements or understandings regarding additional financing and we may be unable to obtain additional financing either on satisfactory terms or at all. We expect to pursue additional financing through debt or equity financing or the sale of Gold Material. If additional funds are raised or acquisitions are made by issuing our equity securities there may be dilution to the equity securities of our existing shareholders. We may also incur debt or assume substantial indebtedness. Accordingly, the inability to obtain such financing could have a material adverse effect on our business, financial condition and results of operations. However, as noted above our management has agreed to provide us with the necessary funding for the next two years of operations.

REVENUES

Revenues for the period ended March 31, 2011 decreased to $2,000,000 from $3,315,124 for the same period in 2010.

COST of Operations

Cost of operations is the direct cost related to mining and the purchase of gold bearing material. Cost of operations decreased to $1,056,356 from $1,654,677 for the same period in 2010. The decrease in cost of operations is attributable to Prom's increase in efficiency.

General and Administration

Employees live at the mine site and work the property. It has been determined that all costs are attributed to operating expenses

NET Profit

For the nine months ended March 31, 2011 net Profit from operations was $2,608,495. The increase in net profit is primarily attributable to the increase in activity and the increase of gold prices.

Profit PER SHARE

The Profit per share for the nine months ended March 31, 2011 was $0.00 compared with the profit per share of $0.00 for the Nine months ended March 31, 2010

LIQUIDITY and CAPITAL RESOURCES AT March 31 2011

Net cash used in our investing, financing and operating activities for **the Three months** ended March 31, 2011 generated Positive cash flows of $2,000,000 compared to cash flows of $3,315,124 by all activities for the same period in 2010 In 2011, Cash flow used in operations was ($1,056,3564), In 2010 Cash flow used in operations was (1,654,677). All our sales are paid in U.S. dollars.
Cash at March 31, 2011, was **569,167** compared to 890.523 at December 31, 2011.

We have experienced modest profit (Loss) from our operations in the three months ended March 31, 2011 and 2010. For the **three months** ended March 31, 2011 we incurred a net (Loss) of $761,746 compared to the net profit of $1,660.447 in 2010. In addition, **the nine months** ended March 31,2011 we had an accumulated deficit of $5,039,360 and stockholders' equity of $13,004,341. compared to **the** ended December 31,2010 accumulated deficit of $3,628,580 and stockholders' equity of $14,415,121. Our ability to continually turn a profit is contingent upon, but not exclusive to, our ability to expand our operations and to secure additional financing to fund said expansion. Although we are pursuing financing to expand our operations there are no assurances we will be successful in obtaining such financing. Our failure to secure financing will limit our growth and profit potential as well as our ability to stay in business.

ITEM 3. QUANTITATIVE and QUALITATIVE DISCLOSURE ABOUT MARKET RISK

The Company’s business activities contain elements of risk. The current financial markets are volatile and could limit our organic growth.

ITEM 4. CONTROLS and PROCEDURES

Our management, with the participation of our principal executive and financial officer, evaluated the Company’s disclosure controls and procedures as at December 31. Based upon this evaluation the Company’s principal executive and financial officer concluded that the Company’s disclosure controls and procedures are effective as of that date to ensure the information required to be disclosed in the reports the Company file or submit under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms. During the nine months to March 31, 2011 covered by this report, there were no significant changes in the Company’s internal controls1 over financial reporting that materially affected, or are reasonably likely to materially affect, these controls.

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

By: /s/ Dror Moradov

Dror Moradov, President,
Chief Executive Officer,
Date: July 27, 2011

By: /s/ Shyam H Vasnani

Shyam H Vasnani COO, CFO, Director
Date: July 27, 2011

CERTIFICATION ACCOMPANYING PERIODIC REPORT

I, Shyam H Vasnani, Chief Financial Officer, certify that:

1. I have reviewed this annual report of Prom Resources Inc.

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this 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;

4. The Registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures and internal control over financial reporting for the Registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Registrant, including its consolidated subsidiaries, is made known to me by others within those entitles, particularly during the period in which this annual report is being prepared;

(b) Design such internal control over financial reporting or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles.

(c) Evaluated the effectiveness of the Registrant's disclosure controls and procedures and presented in this report my conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the Registrant's internal control over financial reporting

that occurred during the Registrant’s most recent fiscal year (the Registrant's fourth fiscal quarter the case of an annual report) that has materially affected, or is reasonable likely to materially affect, the Registrant's internal control over financial reporting; and

5. The Registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the audit committee of the Registrant's board of directors (or persons performing the equivalent function):

(a) All significant deficiencies and material weakness in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the Registrant's internal control over financial reporting.

By: /s/ Shyam H Vasnani

Shyam H Vasnani, ,
Chief Financial Officer
Date: July 27, 2011