

# Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

## PROM RESOURCES, INC.

13935 Lynmar Blvd., Tampa, FL 33626

813-240-4086  
saeb@jannoun.com  
SIC Code: 1041

### Quarterly Report

**For the Period Ending: June 30, 2022**  
(the "Reporting Period")

As of June 30, 2022, the number of shares outstanding of our Common Stock was: 16,219,197,584

As of March 31, 2022, the number of shares outstanding of our Common Stock was: 16,219,197,584

As of December 31, 2021, the number of shares outstanding of our Common Stock was: 16,219,197,584

Indicate by check mark whether the company is a shell company (as defined in Rule 405 of the Securities Act of 1933 and Rule 12b-2 of the Exchange Act of 1934):

Yes:  No:

Indicate by check mark whether the company's shell status has changed since the previous reporting period:

Yes:  No:

Indicate by check mark whether a Change in Control<sup>1</sup> of the company has occurred over this reporting period:

Yes:  No:

### 1) Name and address(es) of the issuer and its predecessors (if any)

October 6, 2011 to Present  
May 3, 1996 to October 6, 2011  
February 26, 1996 to May 3, 1996

Prom Resources, Inc.  
American Benefit Group, Inc.  
Lifeline Benefit Group, Inc

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<sup>1</sup> "Change in Control" shall mean any events resulting in:

(i) Any "person" (as such term is used in Sections 13(d) and 14(d) of the Exchange Act) becoming the "beneficial owner" (as defined in Rule 13d-3 of the Exchange Act), directly or indirectly, of securities of the Company representing fifty percent (50%) or more of the total voting power represented by the Company's then outstanding voting securities;

(ii) The consummation of the sale or disposition by the Company of all or substantially all of the Company's assets;

(iii) A change in the composition of the Board occurring within a two (2)-year period, as a result of which fewer than a majority of the directors are directors immediately prior to such change; or

(iv) The consummation of a merger or consolidation of the Company with any other corporation, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or its parent) at least fifty percent (50%) of the total voting power represented by the voting securities of the Company or such surviving entity or its parent outstanding immediately after such merger or consolidation.

The state of incorporation or registration of the issuer and of each of its predecessors (if any) during the past five years; Please also include the issuer's current standing in its state of incorporation (e.g. active, default, inactive):

State of Florida - The Company is active.

Describe any trading suspension orders issued by the SEC concerning the issuer or its predecessors since inception:

None.

List any stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization either currently anticipated or that occurred within the past 12 months:

None.

The address(es) of the issuer's principal executive office:

13935 Lynmar Blvd., Tampa, FL 33626

The address(es) of the issuer's principal place of business:

*Check box if principal executive office and principal place of business are the same address:*

Has the issuer or any of its predecessors been in bankruptcy, receivership, or any similar proceeding in the past five years?

Yes:  No:

If this issuer or any of its predecessors have been the subject of such proceedings, please provide additional details in the space below:

On July 2, 2021, the Circuit Court of the Ninth Judicial Circuit in and for Orange County, Florida, entered an order appointing a custodian for the issuer. The Custodianship was terminated on August 19, 2021.

## 2) Security Information

Trading symbol:	PRMO
Exact title and class of securities outstanding:	Common Stock
CUSIP:	743423204
Par or stated value:	\$0.001

Total shares authorized:	50,000,000,000	as of date: June 30, 2022
Total shares outstanding:	16,219,197,584	as of date: June 30, 2022
Number of shares in the Public Float <sup>2</sup> :	8,930,890,501	as of date: June 30, 2022
Total number of shareholders of record:	246	as of date: June 30, 2022

*All additional class(es) of publicly traded securities (if any):*

None.

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<sup>2</sup> "Public Float" shall mean the total number of unrestricted shares not held directly or indirectly by an officer, director, any person who is the beneficial owner of more than 10 percent of the total shares outstanding (a "control person"), or any affiliates thereof, or any immediate family members of officers, directors and control persons.

## Transfer Agent

Name: Transfer Online  
 Phone: 503-227-2950  
 Email: carolyn@transferonline.com  
 Address: 512 SE Salmon St  
 Portland, OR 97217

Is the Transfer Agent registered under the Exchange Act?<sup>3</sup> Yes:  No:

### 3) Issuance History

The goal of this section is to provide disclosure with respect to each event that resulted in any direct changes to the total shares outstanding of any class of the issuer's securities **in the past two completed fiscal years and any subsequent interim period.**

Disclosure under this item shall include, in chronological order, all offerings and issuances of securities, including debt convertible into equity securities, whether private or public, and all shares, or any other securities or options to acquire such securities, issued for services. Using the tabular format below, please describe these events.

#### Changes to the Number of Outstanding Shares

Check this box to indicate there were no changes to the number of outstanding shares within the past two completed fiscal years and any subsequent periods:

Shares Outstanding as of Second Most Recent Fiscal Year End: Opening Balance Date January 1, 2020 Common: 11,218,197,584 Preferred: 0									
Date of Transaction	Transaction type (e.g. new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to (entities must have individual with voting / investment control disclosed).	Reason for share issuance (e.g. for cash or debt conversion) -OR- Nature of Services Provided	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
7/28/2021	New Issuance	5,000,000,000	Common	\$0.00001	yes	Small Cap Compliance, LLC - Rhonda Keaveney	Custodian Services	Restricted	144

<sup>3</sup> To be included in the Pink Current Information tier, the transfer agent must be registered under the Exchange Act.

7/28/2021	New Issuance	10,000,000	Series A Preferred	\$0.001	n/a	Small Cap Compliance, LLC - Rhonda Keaveney	Custodian Services	Restricted	
12/15/2021	New Issuance	1,000,000	Common	\$0.001	no	Small Cap Compliance, LLC - Rhonda Keaveney	Custodian Services	Restricted	144
Shares Outstanding on Date of This Report: Ending Balance Date: June 30, 2022 Common: 16,219,197,584 Preferred: 10,000,000									

**Example:** A company with a fiscal year end of December 31<sup>st</sup>, in addressing this item for its quarter ended September 30, 2020, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2018 through September 30, 2020 pursuant to the tabular format above.

Use the space below to provide any additional details, including footnotes to the table above:

#### A. Debt Securities, Including Promissory and Convertible Notes

Use the chart and additional space below to list and describe all outstanding promissory notes, convertible notes, convertible debentures, or any other debt instruments that may be converted into a class of the issuer's equity securities.

Check this box if there are no outstanding promissory, convertible notes or debt arrangements:

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g. Loan, Services, etc.)

Use the space below to provide any additional details, including footnotes to the table above

#### 4) Financial Statements

A. The following financial statements were prepared in accordance with:

U.S. GAAP

IFRS

B. The financial statements for this reporting period were prepared by (name of individual)<sup>4</sup>:

Name: **Rachel Boulds**  
Title: **Consultant**  
Relationship to Issuer: **Outside Service Provider**

## 5) Issuer's Business, Products and Services

The purpose of this section is to provide a clear description of the issuer's current operations. In answering this item, please include the following:

A. Summarize the issuer's business operations (If the issuer does not have current operations, state "no operations")

Prom Resources, Inc. is a holding company that specializes in the acquisition of franchise corporations in the food services industry.

B. Please list any subsidiaries, parents, or affiliated companies.

None

C. Describe the issuers' principal products or services.

N/A

## 6) Issuer's Facilities

The Company does not lease office space

## 7) Company Insiders (Officers, Directors, and Control Persons)

The goal of this section is to provide an investor with a clear understanding of the identity of all the persons or entities that are involved in managing, controlling or advising the operations, business development and disclosure of the issuer, as well as the identity of any significant or beneficial shareholders.

Using the tabular format below, please provide information, as of the period end date of this report, regarding any person or entity owning 5% or more of any class of the issuer's securities, as well as any officer, and any director of the company, or any person that performs a similar function, regardless of the number of shares they own. **If any insiders listed are corporate shareholders or entities, provide the name and address of the person(s) beneficially owning or controlling such corporate shareholders, or the name and contact information (City, State) of an individual representing the corporation or entity in the note section.**

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<sup>4</sup> The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS by persons with sufficient financial skills.

Name of Officer/Director or Control Person	Affiliation with Company (e.g. Officer Title /Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Note
Thirty 05 LLC – Saeb Jannoun	CEO, Majority Shareholder	Tampa, FL	10,000,000	Series A Preferred Stock	100%	
Thirty 05 LLC – Saeb Jannoun	CEO, Majority Shareholder	Tampa, FL	5,000,000,000	Common	30.8%	
Dror Maradov	5% owner	Bangkok, Thailand	2,262,252,000	Common	13.9%	

## 8) Legal/Disciplinary History

A. Please identify whether any of the persons or entities listed above have, in the past 10 years, been the subject of:

1. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);

N/A

2. The entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities;

N/A

3. A finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated; or

N/A

4. The entry of an order by a self-regulatory organization that permanently or temporarily barred, suspended, or otherwise limited such person's involvement in any type of business or securities activities.

N/A

B. Describe briefly any material pending legal proceedings, other than ordinary routine litigation incidental to the business, to which the issuer or any of its subsidiaries is a party or of which any of their property is the subject. Include the name of the court or agency in which the proceedings are pending, the date instituted, the principal parties thereto, a description of the factual basis alleged to underlie the proceeding and the relief sought. Include similar information as to any such proceedings known to be contemplated by governmental authorities.

N/A

## 9) Third Party Providers

Please provide the name, address, telephone number and email address of each of the following outside providers:

#### Securities Counsel

Name: Mark Pena  
Firm:  
Address 1: 4230 S MacDill Ave suite I  
Address 2: Tampa, FL 33611  
Phone: (813) 251-1289

#### Accountant or Auditor

Name: N/A  
Firm:  
Address 1:  
Address 2:  
Phone:  
Email:

#### Investor Relations

Name: N/A  
Firm:  
Address 1:  
Address 2:  
Phone:  
Email:

#### Other Service Providers

Provide the name of any other service provider(s) that **that assisted, advised, prepared or provided information with respect to this disclosure statement**. This includes counsel, broker-dealer(s), advisor(s) or consultant(s) or provided assistance or services to the issuer during the reporting period.

Name:  
Firm:  
Nature of Services:  
Address 1:  
Address 2:  
Phone:  
Email:

### 10) Issuer Certification

#### *Principal Executive Officer:*

The issuer shall include certifications by the chief executive officer and chief financial officer of the issuer (or any other persons with different titles but having the same responsibilities) in each Quarterly Report or Annual Report.

I, Saeb Jannoun, certify that:

1. I have reviewed this quarterly disclosure statement of Prom Resources, Inc.,
2. Based on my knowledge, this disclosure statement 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 disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

August 15, 2022

/s/ Saeb Jannoun

*Principal Financial Officer:*

I, Saeb Jannoun, certify that:

1. I have reviewed this quarterly disclosure statement of Prom Resources, Inc.,
2. Based on my knowledge, this disclosure statement 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 disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

August 15, 2022

/s/ Saeb Jannoun

**PROM RESOURCES, INC.**  
**BALANCE SHEETS**  
**(Unaudited)**

	June 30, 2022	December 31, 2021
<b><u>ASSETS</u></b>		
Current Assets:		
Accounts receivable – related party	\$ 3,000	\$ 1,000
Total Assets	<u>\$ 3,000</u>	<u>\$ 1,000</u>
<b><u>LIABILITIES AND STOCKHOLDERS' DEFICIT</u></b>		
Current Liabilities:		
Due to a related party	\$ 4,550	\$ —
Total Current Liabilities	<u>4,550</u>	<u>—</u>
Total Liabilities	<u>4,550</u>	<u>—</u>
Commitments and contingencies	—	—
<b><u>Stockholders' Deficit:</u></b>		
Convertible Series A Preferred Stock, par value \$0.001, 10,000,000 shares authorized; 10,000,000 shares issued and outstanding, respectively	10,000	10,000
Common Stock, par value \$0.001, 50,000,000,000 shares authorized; 16,219,197,584 shares issued and outstanding	16,219,198	16,219,198
Additional paid-in capital	1,875,503	1,875,503
Accumulated deficit	<u>(18,106,251)</u>	<u>(18,103,701)</u>
Total Stockholders' Deficit	<u>(1,550)</u>	<u>1,000</u>
Total Liabilities and Stockholders' Deficit	<u>\$ 3,000</u>	<u>\$ 1,000</u>

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

**PROM RESOURCES, INC.**  
**STATEMENTS OF OPERATIONS**  
**(Unaudited)**

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2022	2021	2022	2021
Revenue – related party	\$ 1,000	\$ —	\$ 2,000	\$ —
Operating Expenses:				
General and administrative	3,350	—	4,550	—
Total operating expenses	3,350	—	—	—
Loss from operations	(2,350)	—	(2,550)	—
Net Loss	\$ (2,350)	\$ —	\$ (2,550)	\$ —
Loss per share, basic and diluted	\$ (0.00)	\$ —	\$ (0.00)	\$ —
Weighted average common shares outstanding, basic and diluted	16,219,197,584	11,218,197,584	16,219,197,584	11,218,197,584

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

**PROM RESOURCES, INC.**  
**STATEMENTS OF STOCKHOLDERS' DEFICIT**  
**For the Three and Six Months Ended June 30, 2021 and 2022**  
**(Unaudited)**

	Convertible Series A Preferred Stock		Common Stock		Paid in Capital	Accumulated Deficit	Total Stockholders' Deficit
	Shares	Amount	Shares	Amount			
Balance, December 31, 2020	—	\$ —	11,218,197,584	\$ 11,218,198	\$ 6,825,503	\$ (18,043,701)	\$ —
Net loss	—	—	—	—	—	—	—
Balance, March 31, 2021	—	—	11,218,197,584	11,218,198	6,825,503	(18,043,701)	—
Net loss	—	—	—	—	—	—	—
Balance, June 30, 2021	—	\$ —	11,218,197,584	\$ 11,218,198	\$ 6,825,503	\$ (18,043,701)	\$ —

	Convertible Series A Preferred Stock		Common Stock		Paid in Capital	Accumulated Deficit	Total Stockholders' Deficit
	Shares	Amount	Shares	Amount			
Balance, December 31, 2021	10,000,000	\$ 10,000	16,219,197,584	\$ 16,219,198	\$ 1,875,503	\$ (18,103,701)	\$ 1,000
Net loss	—	—	—	—	—	(200)	(200)
Balance, March 31, 2022	10,000,000	10,000	16,219,197,584	16,219,198	1,875,503	(18,103,901)	800
Net loss	—	—	—	—	—	(2,350)	(2,350)
Balance, June 30, 2022	10,000,000	\$ 10,000	16,219,197,584	\$ 16,219,198	\$ 1,875,503	\$ (18,106,251)	\$ (1,550)

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

**PROM RESOURCES, INC.**  
**STATEMENTS OF CASH FLOWS**  
**(Unaudited)**

	For the Six Months Ended June 30,	
	2022	2021
Cash flows from operating activities:		
Net Loss	\$ (2,550)	\$ —
Adjustments to reconcile net loss to net cash used in operating activities:		
Changes in Operating Assets and Liabilities:		
Accounts receivable – related party	(2,000)	—
Net cash used in operating activities	(4,550)	—
Cash flows from investing activities:	—	—
Cash flows from financing activities:		
Cash advance – related party	4,550	—
Net cash flows from financing activities:	4,550	—
Net change in cash	—	—
Cash, beginning of period	—	—
Cash, end of period	\$ —	\$ —
Supplemental disclosure of cash flow information:		
Cash paid for taxes	\$ —	\$ —
Cash paid for interest	\$ —	\$ —

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

**PROM RESOURCES, INC.**  
**NOTES TO UNAUDITED FINANCIAL STATEMENTS**  
**JUNE 30, 2022**  
**(Unaudited)**

**NOTE 1 - ORGANIZATION AND DESCRIPTION OF BUSINESS**

Prom Resources Inc. (the “Company”) was incorporated on February 26, 1996 under the laws of the State of Florida. On October 6, 2011 amended its Articles and changed its name to Prom Resources, Inc.

On June 28, 2021, the Circuit Court of the Ninth Judicial Circuit for Orange County, Florida, entered an order appointing a custodian, Small Cap Compliance, LLC (the “Custodian”) for the Company. On June 28, 2021, the Custodian appointed a new interim officer and a sole director, Rhonda Keaveney.

On July 15, 2021, the Custodian filed a Certificate of Designation with the Florida Secretary of State to authorize 10,000,000 shares of Convertible Series A Preferred Stock (“Series A Preferred”). The Custodian issued 10,000,000 shares of the Series A Preferred and 5,000,000,000 shares of Restricted Common Stock to Small Cap Compliance, LLC for custodian service and paying company debt. These shares represent a majority of the voting power of the Company.

On July 16, 2021, the Custodian filed an Amendment to the Company’s Articles of Incorporation and raised the total authorized Common Stock to 50,000,000,000.

On August 19, 2021, the Custodianship was terminated by the Circuit Court of the Ninth Judicial Circuit for Orange County, Florida.

On December 17, 2021, pursuant to the terms of a Stock Purchase Agreement, Small Cap Compliance, LLC, sold its 10,000,000 shares of Series A Preferred and 5,000,000,000 shares of common stock to Thirty 05 LLC. The Stock Purchase Agreement resulted in a change of control. Saeb Jannoun was appointed President, CEO and Director of the Company.

Prom Resources, Inc. is a holding company that specializes in the acquisition of franchise corporations in the food services industry.

**NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

*Basis of presentation*

Our unaudited condensed financial statements have been prepared in accordance with generally accepted accounting principles in the United States of America (“U.S. GAAP”), and pursuant to the rules and regulations of the Securities and Exchange Commission (the “SEC”). These financial statements and the notes attached hereto should be read in conjunction with the financial statements and notes included in our financial statements for the fiscal year ended December 31, 2021. In the opinion of our management, all adjustments, including normal recurring adjustments necessary to present fairly our financial position, as of June 30, 2022, and the results of our operations and cash flows for the six months then ended have been included. The results of operations for the interim period are not necessarily indicative of the results for the full year ending December 31, 2022.

*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. Significant estimates include the estimated useful lives of property and equipment. Actual results could differ from those estimates.

*Recently issued accounting pronouncements*

The Company has implemented all new accounting pronouncements that are in effect. These pronouncements did not have any material impact on the financial statements unless otherwise disclosed, and the Company does not believe that there are any other new accounting pronouncements that have been issued that might have a material impact on its financial position or results of operations.

### **NOTE 3 - GOING CONCERN**

The Company's unaudited financial statements are prepared using accounting principles generally accepted in the United States of America applicable to a going concern that contemplates the realization of assets and liquidation of liabilities in the normal course of business. The Company has not established any source of revenue to cover its operating costs and has an accumulated deficit. These conditions raise substantial doubt about the company's ability to continue as a going concern. The Company will engage in limited activities without incurring significant liabilities that must be satisfied in cash until a source of funding is secured. The Company will offer noncash consideration and seek equity lines as a means of financing its operations. If the Company is unable to obtain revenue producing contracts or financing or if the revenue or financing it does obtain is insufficient to cover any operating losses it may incur, it may substantially curtail or terminate its operations or seek other business opportunities through strategic alliances, acquisitions or other arrangements that may dilute the interests of existing stockholders.

### **NOTE 4 – RELATED PARTY TRANSACTIONS**

The Company entered into a Consulting Agreement with Living 360 LLC, effective December 1, 2021. During the six months ended June 30, 2022, the Company recognized \$2,000 for services provided. Janet Jannoun, the managing member of Living 360 LLC is the wife of Saeb Jannoun, CEO.

During the six months ended June 30, 2022, Thirty 05 LLC, advanced the Company \$4,550 to pay for general operating expenses. The advance is unsecured, non-interest bearing and due on demand.

### **NOTE 5 – PREFERRED STOCK**

The Company has 10,000,000 shares designated Convertible Series A Preferred Stock. Each share of the Series A Preferred is convertible into 1,000 shares of common stock. In addition, each share of Series A Preferred stock holds 1,000 votes.