

FORM 8-K
SECURITIES AND EXCHANGE COMMISSION
CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) November 10, 2005

PRIME RESOURCE, INC.

(Exact Name of registrant as specified in its charter)

----- Utah ----- (State or other jurisdiction of incorporation)	----- 333-88480 ----- (Commission File Number)	----- 04-3648721 ----- (I.R.S. Employ Identification No.)
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1245 East Brickyard Road
Suite 590
Salt Lake City, Utah 84106

(Address of principal executive offices)

Registrant's telephone number, including area code (801)433-2000

None

(Former name or former address, if changed since last
report.)

Certain statements in this 8-K may contain forward-looking statements within the
meaning of the

Private Securities Litigation Reform Act of 1995 (the "Act"), including, without
limitation, statements regarding the Company's expectations, beliefs, estimates,
intentions, and strategies about the future. Words such as, "anticipates,"
"expects," "intends," "plans," "believes," "seeks," "estimates," or variations
of such words and similar expressions are intended to identify such
forward-looking statements, but their absence does not mean that the statement
is not forward-looking. The Company desires to avail itself of certain "safe
harbor" provisions of the Act and is therefore including this special note to
enable the Company to do so and to disclose any such projections without
warranting they can be realized.

SECTION 4, ITEM 4.02 NON-RELIANCE ON PREVIOUSLY ISSUED FINANCIAL STATEMENTS OR
RELATED AUDIT REPORT:

- (1) The Board of Directors of Prime Resource, Inc. (The "Registrant") has
determined as of November 9, 2005 that the financial statements for the
Registrant contained in its Form 10-KSB report for the fiscal year ending
December 31, 2004 and Forms 10-QSB for the fiscal quarters ended March 31, 2005,
June 30, 2005 and September 30, 2005 are currently being reviewed and restated
and should no longer be relied upon because of errors in such financial
statements.
- (2) The review of the potential errors in the financial statements was initiated
by the Registrant receiving from the Securities and Exchange Commission ("SEC")
a review letter of October 25, 2005, requesting a review of the foregoing
financial reporting information contained within the above reports and
suggesting that there may be some inconsistencies in the statement contained in
those financial statements and the notes accompanying the statements.
- (3) The Registrant pursuant to the foregoing described review process has now
discussed these changes and has agreed with its independent auditors as to the
necessity and correctness of the changes to be submitted as amended 10-KSB and
10-QSB filings for the foregoing periods. These matters were discussed with the
Board of Directors, who then authorized the President and CFO of the Company to
follow through directly with the independent auditors to make the appropriate
corrections and file them as soon as possible.
- (4) As set-out above, the determination that there needed to be a restatement of

