





Portage Resources, Inc.  
Form 8-K  
Current Report

Item 3.02 Unregistered Sales of Equity Securities

The following table sets forth, as of June 13, 2011, the beneficial ownership of the outstanding common stock by: (i) any holder of more than five (5%) percent; (ii) each of our executive officers and directors; and (iii) our directors and executive officers as a group. Unless otherwise indicated, each of the stockholders named in the table below has sole voting and dispositive power with respect to such shares of common stock. As of the date of this Current Report, there are 637,200,000 shares of common stock issued and outstanding.

Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership	Percentage of Beneficial Ownership
Directors and Officers:		
Paul Luna Belfiore(1) Calle Vuen Retiro 155 Dpto. 404 Chacarilla del Estanque, San Borja Lima, Peru	480,000,000	75.33 %
All executive officers and directors as a group (1 person)	480,000,000	75.33 %

(1) Mr. Belfiore acquired these shares on May 30, 2011 in private transactions from Martine Caron, our former President, Chief Executive Officer, and Director and from Russell L. James, our former Chief Financial Officer, Secretary, Treasurer and Director.

Item 5.01 Changes in Control of Registrant

On May 30, 2011, Paul Luna Belfiore (“Mr. Belfiore”) acquired control of four hundred eighty million (480,000,000) shares of the Company’s issued and outstanding common stock, representing approximately 75.33% of the Company’s total issued and outstanding common stock, from Martine Caron (“Mr. Caron”), and Russell L. James (“Mr. James”) in accordance with stock purchase agreements between Mr. Belfiore and Messrs. Caron and James, respectively, (the “Stock Purchase Agreements”).

Pursuant to the Stock Purchase Agreements, Mr. Belfiore paid an aggregate purchase price of twenty thousand dollars (\$20,000) to Messrs. Caron and James in exchange for the shares.

As part of the acquisition the following changes to the Company's directors and officers have occurred:

- As of May 30, 2011, Mr. Caron resigned as the Company’s President, Chief Executive Officer, and Director, and Mr. James resigned as the Company’s Chief Financial Officer, Secretary, Treasurer and Director.
- As of May 30, 2011, Mr. Belfiore was appointed as the sole member of the Company’s Board of Directors and as the Company’s President, Chief Executive Officer, Chief Financial Officer, Treasurer, and Secretary.

Item 5.02 Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.

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The Board of Directors of the Company took the following actions by unanimous written consent on May 30, 2011: Mr. Caron and Mr. James resigned from all positions with the Company, including Chief Executive Officer/President, and Director; and Chief Financial Officer/Treasurer, Secretary and Director, respectively, and, as their final act, as members of the Company's Board of Directors, appointed Mr. Belfiore as the Company's Chief Executive Officer/President, Chief Financial Officer/Treasurer, Secretary and Director. Mr. Belfiore accepted such appointments. Messrs. Caron and James informed the Company that their decisions to resign were not the result of any disagreement with the Company on any matter relating to the Company's operations, policies or practices.

The biography for Mr. Belfiore is set forth below:

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Paul Luna Belfiore. Mr. Belfiore is a metallurgical engineer with over 20 years of experience in the mining industry. He has been the director of Alto Petroleo (“Alto”) in Canada since October 2007. As Director, Mr. Belfiore has been in charge of the major agreements and projects for Alto. During the first half of his career, Mr. Belfiore worked in several roles including production contracting and negotiating in various countries in South America with a focus on precious metals. Mr. Belfiore has been a General Manager of Cotomaran Energy, a Peruvian company which is conducting a 500 MW hydroelectric feasibility project on rivers in Peru, since August 2004. From June 2005 to December 2007, Mr. Belfiore was the general manager of Ironman Mining in Peru, where he was in charge of contract negotiations and major drilling programs. From March 2003 until April 2008, Mr. Belfiore was General Manager of Goldmarca in Peru, participating in the Condor project drilling program where Goldmarca drilled one of the best intercepts in gold history with 50 Mts. of 18yrs. In 1996, Mr. Belfiore was promoted to Executive Director of El Misti Gold working in the acquisitions area, where he was responsible of the Sinchao project (USD\$12 Billion in metal content) amalgamation and Santa Rosa project. Mr. Belfiore then worked for Brazilian Goldfields as Vice-president of Corporate development and was responsible for identifying, evaluating, and negotiating primarily in the Belem gold belt, Brazil. As an executive officer and director, Mr. Belfiore brings a wealth of management and leadership experience to Portage Resources Inc. and will lead the Company to acquire exploratory geological operations and mineral assessment. Mr. Belfiore is fluent in English and Spanish.

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

SIGNATURES

Portage Resources, Inc.

Dated: June 13, 2011

By: /s/ Paul Luna Belfiore  
Paul Luna Belfiore  
President

