

Mount Knowledge Holdings, Inc.  
Form 10-K/A  
July 31, 2013

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**FORM 10-K /A**

**(Amendment No. 1)**

(Mark One)

ANNUAL REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended **December 31, 2011**

TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number \_\_\_\_\_

**MOUNT KNOWLEDGE HOLDINGS, INC.**  
(Exact name of registrant as specified in its charter)

**Nevada**

(State or other jurisdiction of incorporation or organization)

**98-0371433**

(I.R.S. Employer Identification No.)

**228 Park Ave S #56101**

**New York NY**

(Address of principal executive offices)

**10003-1502**

(Zip Code)

Registrant's telephone number, including area code **(917) 289-0944**

Securities registered under Section 12(b) of the Act:

**None**

Title of each class

**N/A**

Name of each exchange on which registered

Securities registered under Section 12(g) of the Act:

**Common Stock, \$0.0001 par value**

(Title of class)

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Indicate by checkmark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes [ ] No [X]

Indicate by checkmark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Act.

Yes [ ] No [X]

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Indicate by checkmark whether the registrant has (1) filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes [ ] No [X]

Indicate by checkmark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§ 229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. [X]

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 229.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes [ ] No [X]

Indicate by checkmark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input type="radio"/>	Accelerated filer	<input type="radio"/>
Non-accelerated filer	<input type="radio"/>	Smaller reporting company	<input checked="" type="radio"/>

(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act).

Yes [ ] No [ X ]

Indicate the number of shares outstanding of each of the registrant's classes of common stock, as of the latest practicable date. 199,996,251 shares of common stock as of July 26, 2013.

State the aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the price at which the common equity was last sold, or the average bid and asked price of such common equity, as of the last business day of the registrant's most recently completed second fiscal quarter ended June 30, 2013: \$10,274,027.

Documents Incorporated by Reference: None.



**Explanatory Note**

This Amendment No. 1 (this "Amendment") to our Annual Report on Form 10-K for the year ended December 31, 2011, originally filed with the Securities and Exchange Commission on July 26, 2013 (the "Original Form 10-K"), is being filed to furnish Exhibit 101 to the Original Form 10-K in accordance with Rule 405 of Regulation S-T. Exhibit 101 to this report provides the consolidated financial statements and related notes from the Form 10-K formatted in XBRL (eXtensible Business Reporting Language).

Moreover, the Original Form 10-K was not the intended version that was to be filed. Rather, the Original Form 10-K inadvertently filed was an initial draft of the Company's Annual Report on Form 10-K which left out information. As such, this Amendment is being furnished to amend the Original Form 10-K in its entirety to provide the correct version of the Annual Report on Form 10-K. Readers should not rely on the Original Form 10-K, but rather, should review and rely on this Amendment.

This Amendment does not reflect subsequent events occurring after the date of the Original Form 10-K or modify or update any disclosures set forth in the Original Form 10-K.

**MOUNT KNOWLEDGE HOLDINGS, INC.**

**FORM 10-K**

**For the Year Ended December 31, 2011**

**TABLE OF CONTENTS**

**PART**

**I**

Item Business.

1.

Item Risk Factors.

1A.

Item Unresolved Staff Comments.

1B.

Item Properties.

2.

Item Legal Proceedings.

3.

Item Mine Safety Disclosures.

4.

**PART**

**II**

Item Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities.

5.

Item Selected Financial Data.

6.

Item Management's Discussion and Analysis of Financial Condition and Results of Operations.

7.

Item Quantitative and Qualitative Disclosures About Market Risk.

7A.

Item Financial Statements and Supplementary Data.

8.

Item Changes in and Disagreements With Accountants on Accounting and Financial Disclosure.

9.

Item Controls and Procedures.

9A.

Item Other Information.

9B.

**PART**

**III**

Item Directors, Executive Officers and Corporate Governance.

10.

Item Executive Compensation.

11.

Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.

Item

12.

Item Certain Relationships and Related Transactions, and Director Independence.

13.

Item Principal Accountant Fees and Services.

14.

Item Exhibits, Financial Statement Schedules.

15.

SIGNATURES

## PART I

### Forward-Looking Statements

This Annual Report on Form 10-K may contain statements which constitute forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Generally, words such as may, will, should, could, would, anticipate, expect, anticipate, goal, plan, intend, estimate, continue or the negative of or other variation on these and similar other expressions and variations thereof, if used, are intended to specifically identify forward-looking statements. Those statements appear in a number of places in this Form 10-K and in other places, and include statements regarding the intent, belief or current expectations of the Company, its directors or its officers with respect to, among other things, our future performance and operating results, our future operating plans, our liquidity and capital resources and our legal proceedings. We do not undertake to update or revise the forward-looking statements, whether as a result of new information, future events or otherwise.

Forward-looking statements are based on current expectations and involve risks and uncertainties and our future results could differ significantly from those expressed or implied by our forward-looking statements. Many factors, including those listed in Item 1A. - Risk Factors below, could cause our actual consolidated results to differ materially from those expressed in any of our forward-looking statements.

### Item 1. Business.

#### History

Mount Knowledge Holdings, Inc. (the Company) was incorporated as Auror Capital Corp. under the laws of the State of Nevada on March 16, 2006.

The Company began as an exploration stage company engaged in the acquisition and exploration of mineral properties. On January 23, 2009, the Company decided to abandon its Katrina mineral claim due to unsuccessful explorations to date and inability to attract investment capital to proceed with further exploration on the claim.

#### Change of Business Purpose

On July 27, 2009, the Company changed its business purpose from a mining and exploration to an educational software development and sales company offering innovative and proprietary learning software products and teaching services. The Company's principal executive offices are now in New York, New York.



### **Master Software License Agreement**

On January 21, 2010, the Company executed a new exclusive Master Software License Agreement with Mount Knowledge Inc., a corporation owned by the Company's founder and former Chairman and director based in Ontario, Canada, wherein the Company was granted the exclusive world-wide license rights to promote, market and sell any and all of Mount Knowledge Inc.'s products, both existing and future. These existing products consist of patent pending Real Time Learning and Self Improvement Educational System and Method software application referred to as Syntality. The Agreement supersedes the Master Product License Agreement executed on or before July 27, 2009 and provides updated terms and conditions, including, but not limited to new definitions of duties, responsibilities and costs to be borne by the respective parties.

### **Change of Directors and Principal Officers**

On January 21, 2010, Ian McBean resigned as President, Secretary, Treasurer, Chief Executive Officer, Chief Financial Officer and Director of the Corporation, effective immediately. Mr. McBean's resignation was not a result of any disagreement with the any of the Board Members or the operations, policies or practices of the Company, but rather a personal decision.

Also, on January 21, 2010, we completed the following officer and director appointments:

(a)

The appointment of Erwin E. Sniedzins as Chairman and Director of the Corporation, effective immediately;

(b)

The appointment of Daniel A. Carr as President, Treasurer, Chief Executive Officer, Chief Financial Officer and Director of the Corporation, effective immediately; and

(c)

The appointment of Simon Arnison as Secretary, Chief Technology Officer, and Director of the Corporation, effective immediately.

#### **Amendment and Restatement to Company's Articles of Incorporation**

On January 25, 2010, the Company filed an amendment and restatement to its Articles of Incorporation with the State of Nevada, which were approved by the Board of Directors on October 20, 2009 by written consent in lieu of a special meeting in accordance with the Nevada Corporation Law, changing its name to Mount Knowledge Holdings, Inc. and increasing the number of authorized common and preferred shares to 200,000,000 and 100,000,000, respectively.

#### **Definitive Agreement to Acquire New Operational Subsidiaries**

On October 5, 2010, the Company executed a definitive agreement (the "Definitive Agreement"), between the Company, on the one hand, and The Language Key Training Ltd., a British Virgin Islands Corporation, Dirk Hadow, Mark Wood, Chris Durcan and/or Jeff Tennenbaum, on the other (collectively the "LK Sellers") to purchase approximately ninety-five (95%) percent or more of the beneficial ownership of ordinary shares and preferred shares in Language Key Asia, a Hong Kong corporation and a provider of corporate training solutions in Asia through its operational subsidiaries consisting of Language Key Publishing Ltd (Hong Kong) and Language Key Corporate Training Solutions Ltd. (Hong Kong), which owns and operates The Language Key Training Ltd (Hong Kong) and The Language Key China Ltd (China), (collectively, "Language Key"), along with other additional considerations. The Company facilitated the Language Key transaction by the formation of Mount Knowledge Asia Ltd., domiciled in Hong Kong ("MTK Asia"), owned 100% by the Company, which purchased 100% ownership of Language Key Asia Ltd on behalf of the Company.

**Amendment No. 1 to Definitive Agreement to Acquire New Operational Subsidiaries**

On October 29, 2010, the Company entered into Amendment No. 1 to Definitive Agreement ("Amendment No. 1" and, together with the Definitive Agreement, the Amended Definitive Agreement ) with the LK Sellers. Under the Amendment, the Definitive Agreement was modified to reflect a new closing date of December 31, 2010, or such later date as shall be mutually agreed upon by the Company and the Sellers. Section 5.1 of the Definitive Agreement previously provided that the closing date would be October 31, 2010, or such later date as shall be mutually agreed upon by the Company and the Sellers. In addition, Sections 3.3, 3.4 and 3.5 of the Definitive Agreement was modified as follows: (i) Section 3.3 of the Definitive Agreement has been modified to reflect that the License Revocation/Release Agreement and the Assignment Agreement referenced therein shall be drafted and executed on or before December 31, 2010 (the Definitive Agreement previously provided that such agreements would be drafted and executed on or before October 31, 2010); (ii) Section 3.4 of the Definitive Agreement was modified to reflect that the date on which the first royalty payment of \$5,481.33 due to Foxglove International Enterprises Ltd. shall be due on or before December 31, 2010 (the Definitive Agreement previously provided that the first payment was due on or before October 31, 2010); and (iii) Section 3.5 of the Definitive Agreement was modified to reflect that the content licensing agreement referenced therein shall be drafted and executed on or before December 31, 2010 (the Definitive Agreement previously provided that such agreement would be drafted and executed on or before October 31, 2010). The modifications were required in order to timely complete certain regulatory compliance requirements of one or more of the entities represented in the Definitive Agreement prior to a closing.

### **Master License Cancellation Agreement**

On December 27, 2010, the Company and MTK Inc. entered into a Master License Cancellation Agreement (the Master License Cancellation Agreement ) pursuant to which the parties thereto jointly agreed to terminate, effective immediately, the Original Agreement executed on January 21, 2010. The Company did not incur any early termination fees or penalties in connection with the termination of the Original Agreement. As a result, the Original Agreement was no longer needed and the parties thereto agreed to cancel it.

### **Intellectual Property Purchase Agreement**

On December 28, 2010, the Company entered into an Intellectual Property Purchase Agreement (the IP Purchase Agreement ) with Erwin Sniedzins, the former Chairman of the Company's Board of Directors, and Ucanu Learning Centres Inc., an Ontario corporation founded and controlled by Mr. Sniedzins ( Ucanu and, together with Mr. Sniedzins, the Ucanu Sellers ), pursuant to which the Ucanu Sellers sold that certain software commonly referred to between the parties as the Real-Time Self Learning Systems (the Software ), including all copyrights, patents, trademarks, service marks and trade secrets therein (collectively, with the Software, the Intellectual Property ) to the Company. The Company previously licensed the Intellectual Property from Mount Knowledge Inc., a sales and marketing entity founded and controlled by Mr. Sniedzins ( MTK Inc ), pursuant to a Master Software License Agreement (the Original Agreement ) dated January 21, 2010 between the Company and MTK Inc. Pursuant to the IP Purchase Agreement, the Company acquired the Intellectual Property and as a result, the Original Agreement was no longer needed.

### **Independent Contractor Agreement**

On December 28, 2010, the Company entered into an Independent Contractor Agreement (the Independent Contractor Agreement ) with Ucanu pursuant to which the Company engaged Ucanu to provide sales and marketing and technology services to the Company. As compensation for such services, the Company shall pay Ucanu an aggregate of \$432,000 in equal monthly payments of \$12,000 per month on the first business day of each month, which such payments commenced on January 3, 2011. The term of the Independent Contractor Agreement commenced upon execution of the agreement and shall continue in full force and effect through December 31, 2013. The agreement may only be extended thereafter by mutual agreement of the parties. The Company may terminate the agreement at any time upon 30 days written notice. The Company may terminate the agreement, effective immediately; with Cause as such term is defined in the agreement. If the Company terminates the agreement without cause on or before December 31, 2011, Ucanu will continue to receive monthly payments of \$12,000 for the period of time between the date on which the agreement was terminated and December 31, 2011 and for the eight months thereafter.

### **Option Agreement**

On December 28, 2010, the Company entered into an Option Agreement (the "Option Agreement") with Ucandu pursuant to which Ucandu granted to the Company an option (the "Option") to purchase 510,000 shares of common stock of Mount Knowledge Technologies, Inc., an Ontario corporation (f/k/a 1827281 Ontario Inc.) ("MTK Tech"), from Ucandu. MTK Tech was formed on June 18, 2010 and is jointly owned by Ucandu, which currently holds 51% of MTK Tech's common stock, and the Company, which currently holds the remaining 49% of the MTK Tech common stock. The shares of MTK Tech's common stock underlying the Option represent all of the shares of MTK Tech's common stock held by Ucandu as of December 28, 2010.

On December 31, 2010, the Company entered into Amendment No. 2 to Definitive Agreement ( Amendment No. 2 ) with the LK Sellers. Amendment No. 2 further amended the Amended Definitive Agreement as follows:

Exhibit A of the Amended Definitive Agreement was replaced with an amended form of subscription agreement.

Section 3.1 of the Amended Definitive Agreement was amended and restated in its entirety to read as follows:

Share Exchange. The Parties agree that LK Asia shall have the right to purchase from the Sellers a total of Three Hundred Twenty-Five Thousand Seven Hundred Ten (325,710) Ordinary A Shares of the LK Asia (the LK A Shares ), owned and held by the Sellers, for a purchase price determined at Closing and paid in the form of a share exchange of a total of One Million Eight Hundred Thousand (1,800,000) Shares of common stock of the Mount Knowledge Holdings, Inc. (the MKHD Shares ), in accordance with the terms and conditions of the Share Exchange Agreement, attached hereto as Exhibit B (the Share Exchange Agreement ).

Section 3.2 of the Amended Definitive Agreement was amended and restated in its entirety to read as follows:

Stock Issuance. Company agrees to, by applicable corporate resolution, issue to LK Asia and/or its assigns at Closing a total of four hundred eighty thousand (480,000) shares of the Common Stock (the MKHD Shares ) of Mount Knowledge Holdings, Inc. at a par value (\$0.001 per share), subject to a twelve (12) month sale restriction from the date of issuance (the Additional Sale Restriction ). The beneficial holder(s) of said MKHD Shares shall execute a letter of acknowledgment of said Additional Sale Restriction upon the issuance of and prior to the receipt of said MKHD Shares. The purpose for the issuance of the MKHD shares by Company is to provide certain employee stock incentives (signing bonus) for key management personnel of LK Asia. LK Asia shall provide Company with a written notice within ten (10) business days from the date of Closing with clear stock issuing instructions, including a list of names, addresses, passport or other applicable identification numbers and the amounts of each share certificate to be issued.

Section 3.2 of the Amended Definitive Agreement was further amended by eliminating references therein to Exhibit C, the Stock Purchase Warrant Agreement. Likewise, Exhibit C was eliminated from the Amended Definitive Agreement.

Section 3.3 of the Amended Definitive Agreement was amended and restated in its entirety to read as follows:

License Revocation and Assignment. Sellers shall cause the cancellation of the trademark licensing royalty agreement (the Royalty Agreement ) with Foxglove International Enterprises Ltd, a British Virgin Islands Corporation (the Licensor ) as set forth in the executed license revocation and release deed agreement dated December 31, 2010, attached hereto as Exhibit D (the License Revocation and Release Deed Agreement ), in exchange for a cash payment from LK Asia in the amount of Thirty-Three Thousand Four Hundred Eighty and No/100 Dollars (USD \$33,480.00), due and payable to Foxglove International Enterprises Ltd. (BVI) on the Closing Date, including the assignment to LK Asia the full and unencumbered rights to the Language Key name, trademarks, service marks, and any other intellectual property rights owned by Licensor with no limitations and free and clear any claims against LK Asia, and/or its operation subsidiaries, now or in the future, as set forth in the executed assignment agreement dated December 31, 2010, attached hereto as Exhibit E (the Assignment Deed Agreement ), in exchange for a cash payment from LK Asia in the amount of Thirty-Three Thousand Four Hundred Eighty and No/100 Dollars (USD \$33,480.00), due and payable to Foxglove International Enterprises Ltd. (BVI) on the Closing Date.

Section 3.5 of the Amended Definitive Agreement was amended and restated in its entirety to read as follows: Use of Existing Training Content. The Parties agree that The Language Key Ltd. (a BVI company) and/or its successor company would be granted a licensing right to use, rework, and/or publish certain existing training content

(excluding, content which would be development from the date of this Agreement) owned and held by The Language Key Training Ltd. (a Hong Kong company) and/or its successor company for a term of eighty-eight (88) years, the terms and conditions set forth in the executed content licensing agreement dated December 31, 2010, attached hereto as Exhibit G (the LK Existing Content Licensing Agreement ).

## **Subscription Agreement**

In connection with the closing under the Definitive Agreement among the Company and the Sellers dated as of October 5, 2010, as amended by Amendment No.1 and Amendment No.2 (the Definitive Agreement ), on December 31, 2010, the Company and Mount Knowledge Asia, Ltd., its wholly-owned subsidiary ( MTK Asia ), entered into a subscription agreement (the Subscription Agreement ) with Language Key Asia, Ltd. ( LK Asia ) for the purchase by the Company or MTK Asia of 10,000,000 shares of ordinary B stock of LK Asia for an aggregate purchase price of \$1,000,000 (the Purchase Price ). Such shares were delivered at the closing and the Purchase Price is payable as follows:

A payment in the amount of \$75,000 is due and payable on or before December 31, 2010;

A payment in the amount of \$75,000 on or before January 15, 2011;

A payment in the amount of \$200,000 on or before February 15, 2011;

A payment in the amount of \$125,000 on or before March 15, 2011; and

Seven (7) equal payments of \$75,000 payable on first day of each month beginning on or before April 15, 2011.

If the Company defaults on a payment, and fails to cure such default within sixty (60) days from the date of such default, LK Asia is entitled to liquidated damages in the amount of \$500 per day for each and every day the Company is in default after the sixtieth (60th) day until such default has been cured. If the default is not cured within ninety (90) days from the date of default, then the Company shall forfeit the right to vote the shares subscribed for and received until the default has been cured. If the default is not cured, along with any other outstanding amounts owed to LK Asia, on or before the date in which the final payment is due and payable then LK Asia shall have the right to rescind the subscription and any and all shares of ordinary B stock received by the Company or MTK Asia, as the case may be, shall be cancelled.

## **Share Exchange Agreement**

In connection with the closing under the Definitive Agreement, on December 31, 2010 the Company and MTK Asia entered into a share exchange agreement (the Share Exchange Agreement ) with the Sellers pursuant to which the Sellers sold an aggregate of 325,710 shares of ordinary A stock of LK Asia (the LK Asia Shares ) to the Company in exchange for an aggregate of 1,800,000 shares of the Company's common stock.



## Promissory Note

In connection with the closing under the Definitive Agreement, on December 31, 2010 LK Asia executed a promissory note (the Promissory Note ) in the principal amount of \$65,776 (the Principal Amount ) in favor of Foxglove International Enterprises Ltd. ( Foxglove ) in satisfaction of certain royalty payments owed by The Language Key Training, Ltd., a Hong Kong company and an indirect, wholly owned subsidiary of LK Asia (the HK Subsidiary ), to Foxglove for fiscal years 2008 and 2009.

The Principal Amount is payable in cash in twelve equal monthly installments. LK Asia may prepay, in whole or in part, the Principal Amount, without payment of any premium or penalty. In addition, LK Asia has a right to set-off and/or apply any and all amounts owed to it, its subsidiaries and affiliates by Foxglove, its subsidiaries and affiliates pursuant to any agreement or arrangement between LK Asia and Foxglove and/or their respective subsidiaries and affiliates, against any all amounts owed by LK Asia to Foxglove under the Promissory Note.

As a result of the completion of the transactions contemplated by the Definitive Agreement, the Company, through its wholly owned subsidiary, MTK Asia, owns 100% of the ordinary shares of LK Asia.

## **Licensing Agreement**

In connection with the closing under the Definitive Agreement, on December 31, 2010 LK Asia and LK BVI entered into a licensing agreement pursuant to which LK Asia granted to LK BVI the right to use, rework and/or publish certain existing training content developed prior to December 31, 2010 owned and held by LK Asia for a term of 88 years.

## **Share Exchange Birch First Advisors, LLC**

On December 31, 2010, the Company entered into a Definitive Agreement (the Agreement) with Mount Knowledge USA Inc. ( MTK USA ) and Birch First Advisors, LLC ( Birch First ) pursuant to which the Company acquired 11,166,690 shares (the MTK USA Common Shares ) of common stock, par value \$0.0001 per share, of MTKUSA ( MTK USA Common Stock ) and 8,888,888 shares (the MTK USA Series A Shares , together with the MTK USA Common Shares, the MTK USA Securities ) of Series A Convertible Preferred Stock ( MTK USA Series A Preferred Stock ), par value \$0.0001 per share, of MTK USA. In exchange for the MTK USA Securities, the Company issued 11,166,690 shares (the Company Common Shares ) of its common stock, par value \$0.0001 per share (the Company Common Stock ) and 8,888,888 shares (the Company Series A Shares ) of its Series A Convertible Preferred Stock, par value \$0.0001 per share (the Company Series A Preferred Stock ), together with the Company Common Shares and the Company Series A Shares, the Company Securities ). The Agreement includes representations and warranties and other provisions customary for a transaction of this nature. The Company filed a certificate of designation with the State of Nevada designating the rights and preferences of the Company Series A Preferred Stock on February 4, 2011 and issued the Company Series A Shares to Birch First on the same date.

## **Placement Agent Aegis Capital Corp.**

On February 4, 2011, the Company executed a Private Placement and M&A Advisory Engagement Agreement (the Engagement Agreement) with Aegis Capital Corp. ( Aegis ) in which Aegis agreed to act as the Company's exclusive investment banking and financial advisors in connection with one or several potential transactions and/or financings, effective until a subsequent closing or March 31, 2011. Pursuant to the terms of the Engagement Agreement, Aegis was entitled to receive compensation in the form of a cash success fee and stock purchase warrants equal to ten percent (10%) of the gross proceeds of the closed placement (transaction), and a non-refundable retainer of twenty-five thousand (USD\$25,000) payable in restricted common stock of the Company, of which a total of 241,380 shares was issued during the first quarter of 2011. The fair value of the services received is \$63,276.



## **Letter of Intent MTK USA**

On April 14, 2011, the Company entered into a Letter of Intent (the "LOI") with MTK USA, as a representative of MTK USA's minority shareholders (collectively referred to as the "Seller or Sellers") pursuant to which the Company agreed to acquire any and all outstanding shares (the "MTK Common Shares") of common stock, par value \$0.0001 per share, of MTK USA ("MTK Common Stock") representing all the MTK Common Shares collectively held by the Sellers, subject to shareholder consents and adjustments in the total number of MTK Common Shares to be acquired on the date of closing, on or before May 15, 2011 (the "Closing"). In exchange for the MTK Securities, the Company will issue, subject to adjustment, the equivalent number of shares (the "Company Common Shares") of its common stock, par value \$0.0001 per share (the "Company Common Stock") on a pro-rata basis with each Seller, including a Warrant granted to each Seller for the right to purchase one (1) share of Company Common Stock for every ten (10) shares of MTK Common Shares (1:10) at \$0.60 per share within three (3) years from the date of Closing. The Agreement includes representations and warranties and other provisions customary for a transaction of this nature.

MTK USA markets, sells and distributes a proprietary real time self learning system software application domestically and internationally to a variety of customers, including individuals, schools, government agencies, and businesses. As a result of the transactions contemplated by the Agreement, the Company would acquire a certain percentage of outstanding shares of MTK Common Stock and, subsequently, own a total of 100% of the outstanding shares of MTK Common Stock and 100% of the outstanding shares of MTK Series A Preferred Stock, acquired from a previous purchase on December 31, 2010. The closing did not occur on May 15, 2011, voiding the terms of the LOI.

## **Recruitment Agreement**

On April 20, 2011, the Company entered into a letter of confirmation (the "Confirmation Letter") in which Kinley & Connelly was engaged for the search and selection of a Chief Executive Officer of the Company, in order to for the Company to attract certain acquisition targets identified by the Company.

## **Execution of Institutional Financing Term Sheet**

On May 16, 2011, the Company and Westor Capital Group, Inc., a licensed broker-dealer, executed a term sheet whereby Westor would be the Placement Agent for a capital raise up to \$1.5 million for the Company, under certain "to be defined" terms and conditions at closing. The proposed financing assumes a registered offering (the "Offering") for the sale of securities in the form of two year, 10% Convertible Notes (the "Convertible Notes") with additional Warrant Shares exercisable over a three year period (the "Warrants"). The share price and number shares to be issued to investors upon conversion of the Convertible Notes, and subsequently, the share price and number shares representing the Warrants, will be determined at closing and defined a filed registration statement. If the Warrants are exercised, the Company would receive additional financing from the transaction in an amount equal to or greater than the original amount raised in the Offering. The Company and Westor anticipated a closing of the Offering on or before the quarter ended June 30, 2011, which did not occur. The closing did not occur on June 30, 2011, voiding the terms of the Term Sheet.

**Letter of Intent - C2 Technologies, Inc.**

On May 27, 2011, the Company entered into a letter of intent with C2 Technologies, Inc. ( C2 ) for the purchase by the Company of all of the outstanding capital stock of C2 for \$15 million to be paid at the time of closing. The letter of intent also provides for an additional payment by the Company to the C2 shareholders equal to five times C2 's 2011 earnings before interest taxes, depreciation and amortization ( EBITDA ) less \$15 million, not to exceed \$8.5 million. The letter of intent provides for an earn-out payment payable to the C2 shareholders in an amount equal to 35% of C2 's EBITDA for fiscal 2012, 2013 and 2014. The completion of the acquisition will be dependent upon the satisfactory completion of due diligence, the execution of definitive transaction agreements, receipt of all necessary government approvals and material third-party consents and other conditions, including, the ability of the Company to obtain financing. A definitive purchase agreement was anticipated to be completed on or before August 1, 2011. However, to date no definitive agreement has been entered into by the parties and it is possible that the parties will not finalize such an agreement by such date, if at all.

### **Share Exchange Agreements**

On June 30, 2011, the Company exchanged 4,795,694 shares of restricted common stock for 4,795,694 shares of restricted common stock of MTK USA held by Blue Fire Consulting Group Ltd., including a sixty (60) month warrant for the purchase of 1,198,924 shares of restricted stock of the Company at \$.50 per share pursuant to a Securities Purchase Agreement entered into on June 30, 2011.

On June 30, 2011, the Company exchanged 1,433,333 shares of restricted common stock for 1,433,333 shares of restricted common stock of MTK USA held by Uptick 20 S.A., including a sixty (60) month warrant for the purchase of 358,333 shares of restricted stock of the Company at \$.50 per share pursuant to a Securities Purchase Agreement entered into on June 30, 2011.

### **Execution of Independent Contractor Agreements**

On July 29, 2011, the Company issued a total of 750,000 shares of restricted common stock of the Company to three separate contractors of the Company, a total of 250,000 shares to Birch First Advisors, LLC, an entity controlled by an affiliate of the Company, a total of 250,000 share to Practical Business Advisors, LLC, an entity controlled by Daniel A. Carr, President, Chief Executive Officer and Director of the Company, and a total of 250,000 shares to Simon G. Arnison, Chief Technology Officer, Secretary and Director of the Company, pursuant to three separate independent contractors agreements entered into on July 31, 2011. The fair value of the services to be received by the Company during the aforementioned period pertaining to the share compensation will be calculated at the market price of the Company's publicly traded shares on the date of execution of each agreement for a total value of \$67,500 based on a per share market price of \$0.09.

In addition, the Company granted a cashless warrants for the total purchase of 3,600,000 shares of restricted stock of the Company; a total of 1,200,000 shares to Birch First Advisors, LLC, a total of 1,200,000 shares to Practical Business Advisors, LLC, and 1,200,000 shares to Simon G. Arnison, respectively, pursuant to three separate warrant stock purchase agreements entered into on July 31, 2011. The terms of each warrant agreement is based on a vesting period of three years, with 400,000 shares exercisable each year provided that each respective contractor, separately, is still engaged with the Company. The shares granted in each warrant are subject to a vesting and distribution schedule on a pro-rata basis, in the event of early termination by either Contractor or Company. Subsequently, the shares granted in each warrant were terminated as of December 30, 2011, pursuant to a settlement agreement with each of the parties.

### **Short-term Notes Payable**

On August 4, 2011, LKA's subsidiary in China received a Short-term Note Payable of approximately \$55,000 to be used for general liquidity purposes in advance of receiving additional capital from the Company. The Note matures on November 4, 2011 and carries an interest rate of 5% per month. At December 31, 2011, the Short-term Note Payable was no longer an obligation of the Company, pursuant to the sale of LKA to Sans Software Frontier S.A. in October 2011.

On August 10, 2011, LKA's CEO advanced a \$50,000 Short-term Note Payable to its subsidiary in China in order to satisfy its 2010 Corporate Income Tax Liability. At December 31, 2011, the Short-term Note Payable was no longer an obligation of the Company, pursuant to the sale of LKA to Sans Software Frontier S.A. in October 2011.

#### **Payment of 2010 Corporate Income Tax Liability in China**

On August 10, 2011, LKA's subsidiary in China paid its outstanding Corporate Income Tax liability in China of approximately \$50,000.

## **Placement Agent Chardan Capital**

On August 17, 2011, the Company executed a Private Placement and M&A Advisory Engagement Agreement (the Engagement Agreement ) with Chardan Capital Markets ( Chardan ) in which Chardan agreed to act as the Company's exclusive investment banking and financial advisors in connection with one or several potential transactions and/or financings, effective until a subsequent closing or upon thirty (30) day written termination by either party.

## **Stock Issuance for Contracted Services**

On September 12, 2011, the Company issued a total of 4,400,000 shares of restricted common stock for services rendered by a contractor to the Company pursuant to the executed consulting agreement dated August 11, 2010. The fair market value of the services received during this period was calculated as the market price at the date of completion for a total value of \$616,000 (\$0.14 per share).

On the same date, the Company issued a total of 25,000 shares of restricted common stock for services rendered by a contractor to the Company pursuant to an executed consulting agreement. The fair value of the services received during this period was calculated as the market price at the date of grant and the date service is provided with a total value of \$3,500.

## **Bridge Financing - Promissory Notes**

On September 14, 2011 (the Closing Date ), Mount Knowledge Holdings, Inc. (the Company ) entered into a securities purchase agreement (the Purchase Agreement ) pursuant to which the Company issued to Deja Vu Ltd., a Turks and Caicos company (the Purchaser ), a promissory note (the Note ) in the principal amount of \$100,000 (the Principal Amount ). The Note matures one year from the Closing Date (the Maturity Date ).

The Note accrues interest at a rate of 15% per annum on the unpaid and unconverted Principal Amount and such interest is payable on the Maturity Date. Amounts outstanding under the Note are convertible, in whole or in part, into shares of the Company's common stock at the option of the holder thereof at any time and from time to time, at a conversion price of \$0.15 per share. Subject to certain exceptions, payments due under the Note rank senior to all other indebtedness of the Company and its subsidiaries.

Under the terms of the Purchase Agreement, the holder of the Note is entitled to certain piggy back registration rights if at any time after the Closing Date the Company proposes to file a registration statement under the Securities Act of 1933, as amended (the Securities Act ), with respect to an offering of its equity securities or securities or other obligations exercisable, exchangeable for, or convertible into its equity securities.



On September 21, 2011, Mount Knowledge Holdings, Inc. (the Company ) entered into a joinder agreement (the Joinder Agreement ) to the original Securities Purchase Agreement executed on September 14, 2011, referenced hereinabove, to pursuant to which the Company issued to 1568000 AB Ltd, a British Columbia, Canada company (the Purchaser ), a promissory note (the Note ) in the principal amount of \$100,000 (the Principal Amount ). The Note matures one year from the Closing Date (the Maturity Date ).

#### **Resignation of Key Executive of Subsidiary**

On September 21, 2011, Dirk Haddow ( Haddow ), a director and officer of Language Key Asia Ltd. ( LKA ), including all of its related subsidiaries, resigned from LKA and all of the LKA related companies, which was effective immediately.

## **Sale of Subsidiaries    Language Key Asia Ltd.**

On October 24, 2011, MKA, the Company's wholly owned subsidiary, sold 100% ownership interest in LKA and all of its subsidiaries ( LK Sold Group ), except for LKTR, which came a direct wholly owned subsidiary of MKA, to Software Sans Frontiere SA, a Belize corporation, for consideration representing the assumption of all of the liabilities of the LK Sold Group. The Company's management made the decision to sell the LK Sold Group due to ongoing losses and failed restructuring efforts as a result of the lack of available financing for China based companies.

## **Bridge Financing - Promissory Notes**

On October 25, 2011, the Company entered into a joinder agreement to an original Securities Purchase Agreement executed on September 14, 2011, referenced hereinabove, to pursuant to which the Company issued to Andrew N. Lough, a Canadian resident, a promissory note (the Note ) in the principal amount of \$50,000. The Note matures one year from the Closing Date.

On November 1, 2011, the Company entered into a joinder agreement to the original Securities Purchase Agreement executed on September 14, 2011, referenced hereinabove, to pursuant to which the Company issued to Vukota Capital Management Inc., an Ontario, Canada company, a promissory note (the Note ) in the principal amount of \$25,000 and Maureen Garito, a Canadian resident, a promissory note (the Note ) in the principal amount of \$25,000. The Notes mature one year from the Closing Date.

On November 3, 2011, the Company entered into a joinder agreement to the original Securities Purchase Agreement executed on September 14, 2011, referenced hereinabove, to pursuant to which the Company issued to Tim Damaso, a Canadian resident, a promissory note (the Note ) in the principal amount of \$50,000. The Note matures one year from the Closing Date.

The maturity dates for the aforementioned promissory notes have been extended to December 31, 2013, collectively, pursuant to the execution of a Forbearance Agreement dated November 30, 2012. The Forbearance Agreement is disclosed in the below section titled ***Forbearance of Promissory Notes    Bridge Financing - Mount Knowledge Holdings Inc.***

## **Stock Issuance for Contracted Services**

On October 31, 2011, the Company issued a total of 62,500 shares of restricted common stock of the Company to four (4) separate related parties for services rendered to the Company by Source Capital Group Inc. The fair value of the services received during this period was calculated as the market price (\$0.06) at the date of grant and the date service is provided with a total value of \$3,750.

**Stock Issuance for Contracted Services MTK USA**

On November 14, 2011, MTK USA issued a total of 26,179,307 shares of restricted common stock of MTK USA to the following:

- (i) 12,500,000 shares to Access Alternative Group S.A. as additional compensation for services, recorded at fair value of \$240,000,
- (ii) 11,137,640 shares to Access Alternative Group S.A. as settlement of a loan for \$55,000;
- (iii) 100,000 shares to Birch First Advisors, LLC, an entity controlled by an affiliate of the Company,
- (iv) 100,000 share to Practical Business Advisors, LLC, an entity controlled by Daniel A. Carr, President, Chief Executive Officer and Director of the Company, and,
- (v) a total of 2,341,667 shares to non-related parties for contracted services to MTK USA.

The 2,541,667 shares described above in items (iii), (iv) and (v) were recorded at fair value of \$31,771.

### **Bridge Financing - Promissory Notes**

On December 8, 2011, the Company entered into a joinder agreement to the original Securities Purchase Agreement executed on September 14, 2011, referenced hereinabove, to pursuant to which the Company issued to Vukota Capital Management Inc., an Ontario, Canada company, a promissory note (the Note ) in the principal amount of \$50,000. The Note matures one year from the Closing Date.

On December 29, 2011, the Company entered into a joinder agreement to the original Securities Purchase Agreement executed on September 14, 2011, referenced hereinabove, to pursuant to which the Company issued to Vukota Capital Management Inc., an Ontario, Canada company, a promissory note (the Note ) in the principal amount of \$50,000. The Note matures one year from the Closing Date.

The maturity dates for the aforementioned promissory notes have been extended to December 31, 2013, collectively, pursuant to the execution of a Forbearance Agreement dated November 30, 2012. The Forbearance Agreement is disclosed in the below section titled ***Forbearance of Promissory Notes - Bridge Financing - Mount Knowledge Holdings Inc.***

### **Employment Claim of Key Executive of Subsidiary**

On December 20, 2011, Haddow filed a claim against LKA and LTKR with the Labour Tribunal of Hong Kong, for unpaid salaries of approximately HKD\$ 1,135,245.43, (the Salary Claim ), pursuant to the Employment Agreement executed by Haddow and LKA on or about December 21, 2010.

### **Settlements - Mount Knowledge Holdings Inc.**

On December 30, 2011, the Company, and its wholly-owned subsidiary, Mount Knowledge USA, Inc., a Nevada corporation ( MTK USA ), executed a Separation and Settlement Agreement (the Separation and Settlement Agreement ) by and between Ucandu Learning Centres Inc., an Ontario corporation ( Ucandu ), Mount Knowledge Inc., an Ontario corporation ( MTK Canada ), 1827281 Ontario Inc. D/B/A Mount Knowledge Technologies Inc., an Ontario corporation ( MTK Tech ), and Erwin Sniedzins ( Sniedzins ), pursuant to which the parties agreed to the following:

(1)

The Company, Ucandu and Sniedzins cancelled the Intellectual Property Purchase Agreement, dated as of December 28, 2010, pursuant to which Sniedzins and Ucandu sold certain software commonly referred to between the parties as

the Real-Time Self Learning Systems , which included all copyrights, patents, trademarks, service marks and trade secrets therein (collectively, with the Software, the Intellectual Property ) to the Company (the IP Agreement ). Pursuant to the execution of the Separation and Settlement Agreement, and the cancellation of the IP Agreement therein, the Company agreed to return the Intellectual Property to Ucandu and Sniedzins, effectively immediately.

(2)

The Company and Ucandu terminated, effective immediately, the Independent Contractor Agreement dated as of December 28, 2010, pursuant to which the Company engaged Ucandu to provide sales and marketing and technology services to the Company (the Contractor Agreement ). Pursuant to the execution of the Separation and Settlement Agreement, and the cancellation of the Contractor Agreement therein, the Company agreed to pay Ucandu a total of 100,000 shares of Common Stock of the Company as a payment in full to settle any and all unpaid payments due Ucandu on the date of execution of the Separation and Settlement Agreement.

(3)

The Company and Ucandu cancelled, effective immediately, the Option Agreement pursuant to which Ucandu granted to the Company an option (the Option ) to purchase 510,000 shares of MTK Tech (the Ucandu MTK Tech Shares ) from Ucandu (the Option Agreement );

(4)

Sniedzins resigned as a member of the Board of Directors (the Board ) of the Company and the Board accepted Sniedzins' resignation, effective immediately; and

(5)

MTK USA was a named party only to mutually releases set forth in the Separation and Settlement Agreement.

On December 30, 2011, the Company executed three (3) separate and identical Separation and Settlement Agreements (the Separation and Settlement Agreements ) with Birch First Advisors, LLC, a Delaware limited liability company ( Birch ), Practical Business Advisors, LLC, a Michigan limited liability company ( Practical ), and Simon G. Arnison, individually ( Arnison ), respectively, pursuant to which the parties agreed to the following:

(1)

The Company and Birch, Practical, and Arnison terminated, effective immediately, each of their respective Independent Contractor Agreements, all individually dated December 28, 2010, pursuant to which the Company engaged Birch, Practical, and Arnison, individually, to provide administrative, management and/or technology services to the Company, as determined by the Company (the Contractor Agreements ). Pursuant to the execution of each of the Separation and Settlement Agreement, and the cancellation of each of the Contractor Agreements therein, the Company agreed to issue Birch, Practical, and Arnison, each a total of 75,000 shares of Common Stock of the Company, as a payment in full to settle any and all unpaid payments due to Birch, Practical, and Arnison, respectively, as of the date of execution of each of the Separation and Settlement Agreements.

(2)

Arnison resigned as Vice President, Chief Technology Officer and as a member of the Board of the Company and the Board accepted Arnison's resignation, effective immediately.

The fair value of the settlements for a total of 325,000 shares was determined to be \$204,000.

## **Subsequent Events**

### ***Bridge Financing - Promissory Notes***

On January 11, 2012, the Company entered into a joinder agreement to the original Securities Purchase Agreement executed on September 14, 2011, referenced hereinabove, to pursuant to which the Company issued to Vukota Capital Management Inc., an Ontario, Canada company, a promissory note (the Note ) in the principal amount of \$100,000. The Note matures one year from the Closing Date.

The maturity dates for the aforementioned promissory notes have been extended to December 31, 2013, collectively, pursuant to the execution of a Forbearance Agreement dated November 30, 2012. The Forbearance Agreement is disclosed in the below section titled ***Forbearance of Promissory Notes - Bridge Financing - Mount Knowledge Holdings Inc.***

***Sale of Subsidiary Language Key Training Ltd.***

On February 24, 2012, the Company sold Language Key Training Ltd., its Hong Kong subsidiary (the LKTR ) to Software Sans Frontiere SA, a Belize corporation, for consideration representing the assumption of all of the liabilities of the LKTR. The Company's management made the decision to sell the LKTR due to ongoing losses and failed restructuring efforts as a result of the lack of available financing for China based companies.

***Award of Employment Claim of Key Executive of Subsidiary***

On February 6, 2012, the Labour Tribunal of Hong Kong awarded Haddow a judgment against LKA and LKTR in the sum of HKD \$1,135,245.43, the aforementioned Salary Claim.

***Marketing Affiliate Agreement***

On February 17, 2012, Mount Knowledge Asia Ltd. ( MKA ), a Hong Kong corporation and wholly owned subsidiary of the Company, entered into a Marketing Affiliate Agreement ( Affiliate Agreement ) with Language Key Ltd., a Hong Kong corporation ( LKL ) non-related to the Company and/or any of its related companies, which LKL agreed to market and sell licenses of an online software application referred to as ECO Learning (English Communications Online) developed and owned by the Company under certain terms and conditions.

***Settlements of Company Subsidiary***

On February 17, 2012, LKTR executed a Separation and Settlement Agreement with Foxglove International Enterprises Ltd., a BVI company to settle a promissory note in the face value amount of Sixty-Five Thousand Seven Hundred and Seventy-Six Dollars (USD \$65,776), for the safe return and the release the language trademarks and acknowledgement of copyright of training content and transfer of ownership and right of use.

***Change of Directors and Principal Officers***

On March 30, 2012, James D. Beatty was appointed as a member of the Board of Director of the Corporation, effective immediately. On March 31, 2012, Daniel A. Carr resigned as Chairman of the Board, President, Chief Executive Officer, Chief Financial Officer, Treasurer, and Secretary of the Corporation, effective immediately. The resignation of Mr. Carr was not a result of any disagreements relating to the Company's operations, policies or practices.

On March 31, 2012, James D. Beatty, the sole Director of the Corporation, assumed the position of Chairman, President, Chief Executive Officer, Chief Financial Officer, Treasurer, and Secretary of the Corporation, effective immediately.

***Placement Agent Chardan Capital***

On May 21, 2012, the Company executed a Private Placement and M&A Advisory Engagement Agreement (the Engagement Agreement) with Chardan Capital Markets (Chardan) in which Chardan agreed to act as the Company's exclusive investment banking and financial advisors in connection with one or several potential transactions and/or financings, effective until a subsequent closing or upon thirty (30) day written termination by either party. Pursuant to the terms of the Engagement Agreement, Chardan is entitled to receive compensation in the form of: (1) Merger fees: (a) an introduction fee in an amount equal to 125,000 shares of common stock in the Company, and (b) a M&A fee in an amount equal to four percent (4%) of the aggregate value of a closed transaction, and (2) Financing fees: (a) cash fee in an amount equal to eight percent (8%), and (b) stock purchase warrants (Warrants) in an amount equal to eight percent (8%), of the aggregate sales price of the securities sold in the financing, respectively. To date, the 125,000 shares of common stock has not been issued and remains due and payable to the Chardan.

***Execution of Letter of Intent Global Convergence Solutions***



On June 15, 2012, our Board of Directors approved the execution of a non-binding Letter of Intent to purchase one hundred (100%) percent of the ownership interest of Global Convergence Solutions ( GCS ), from its shareholders, in share exchange merger transaction.

As a condition of the Letter of Intent, both parties agreed to keep confidential certain terms and conditions of the pending transaction, contingent upon further negotiations and execution of a Definitive Agreement , to be executed on or before July 20, 2012, with a subsequent date of closing (the "Closing Date"), to be mutually agreed to by both parties. To date, the parties have not executed a Definitive Agreement and there is no guarantee or assurance that the parties will execute a Definitive Agreement on the date stated hereinabove.

***Share Exchange Agreement Shareholders of Mount Knowledge USA, Inc.***

On June 20, 2012, the Company closed on its offer (the Offering ) to purchase 24,978,806 shares (the MTK Common Shares ) of common stock, par value \$0.0001 per share, of MTK USA ( MTK Common Stock ) from a total of 63 shareholders (collectively, referred to as the MTK USA Shareholders ) of MTK USA, pursuant to the executed Securities Purchase Agreement (the Securities Purchase Agreement ), representing the 63 MTK Shareholders as a group, including separate Joinder Agreements (the Joinder Agreements ), all individually executed with each participating MTK USA Shareholder, and collectively made a part thereof to the executed Securities Purchase Agreement.

In exchange for the MTK Securities, the Company issued 24,978,806 shares (the Company Common Shares ) of its common stock, par value \$0.0001 per share (the Company Common Stock ), including, for every four shares of MTK Securities sold to the Corporation, the MTK USA Shareholders were issued a warrant to purchase one share of the Corporation s common stock at an exercise price of \$0.50 (the Company Warrant ), in the aggregate amount of 6,244,702 shares of Company Common Stock, (together with the Company Common Shares and the Company Warrant, the Company Securities ). The Agreements include representations and warranties and other provisions customary for a transaction of this nature.

In addition, on June 20, 2012 the Company entered into two (2) separate Securities Purchase Agreements with Access Alternative Group S.A. ( Access ) and Jensen International Inc. ( Jensen ), respectively, also shareholders of MTK USA, pursuant to which the Company acquired 45,500,000 and 4,237,640 MTK Common Shares of MTK Common Stock, in the aggregate amount of 49,737,640 shares.

In exchange for the MTK Securities, the Company issued 45,500,000 and 4,237,640 Company Common Shares of Company Common Stock to Access and Jensen, respectively, including, for every four shares of MTK Securities sold to the Corporation, Access and Jensen were issued a Company Warrant to purchase one share of the Corporation s common stock at an exercise price of \$0.50, in the aggregate amount of 12,434,410 shares of Company Common Stock, together the Company Securities. The Agreements include representations and warranties and other provisions customary for a transaction of this nature.

As a result of the all the transactions contemplated by the agreements referenced hereinabove, the Company owns 100% of the outstanding shares of MTK Common Stock, from the prior ownership of approximately 53%.

***Execution of Letter of Intent Forum Mobile***

On November 13, 2012, our Board of Directors approved the execution of a non-binding Letter of Intent to purchase one hundred (100%) percent of the ownership interest of Forum Mobile-Israel Ltd. ( FM ), from Forum Mobile Inc., a

Delaware company publicly-traded on the US Over-the-Counter Pink ( FRMB ), in share exchange transaction.

As a condition of the Letter of Intent, both parties agreed to keep confidential certain terms and conditions of the pending transaction, contingent upon further negotiations and execution of a Definitive Agreement , to be executed on or before December 31, 2012, with a subsequent date of closing (the "Closing Date"), to be mutually agreed to by both parties.

On March 19, 2013, the Company entered into a Definitive Agreement to formalize the terms and conditions of the Letter of Intent. Although the parties anticipate closing the pending transaction, there can be no guarantee that all of the condition set forth in the Definitive Agreement will be met and that the transaction will be consummated.

***Placement Agent Chardan Capital - Addendum No. 1***

On November 13, 2012, the Company executed Addendum No. 1 (the Addendum No. 1) to the Private Placement and M&A Advisory Engagement Agreement (the Original Engagement Agreement ) executed on or about May 21, 2012 with Chardan Capital Markets ( Chardan ) in which Chardan agreed to act as the Company s exclusive investment banking and financial advisors in connection with one or several potential transactions and/or financings. The Addendum No. 1 set forth additional language to include the notation of the proposed Forum Group transaction

as a defined transaction and/or financing to the Original Engagement Agreement, entitling Chardan to receive the compensation set forth therein, if the Forum Group transaction is consummated.

***Forbearance of Promissory Notes Bridge Financing - Mount Knowledge Holdings Inc.***

On November 30, 2012, Vukota Capital Management Inc. ( Lender ) executed a Forbearance Agreement (the Forbearance ) with the Company, in which the Lender agreed, that during the period commencing on the date of execution of the Agreement and ending on and including December 31, 2013 (the "Forbearance Period"), Lender would not file suit or take any other action to foreclose on the collateral or file suit or take any other action to enforce its rights under that certain Securities Purchase Agreement dated as of September 14, 2012 (as amended, supplemented or otherwise modified from time to time, including Amendment No. 1 to Securities Purchase Agreement dated on or about November 8, 2011, collectively referred to as the "Securities Purchase Agreement"), and those certain Promissory Notes dated as of September 14, 2012, and on subsequent dates thereafter, (as amended, supplemented or otherwise modified from time to time, the "Promissory Notes,"), all of which were joined to the Securities Purchase Agreement with the effective date of September 14, 2012, by the execution of those certain Joinder Agreements to Securities Purchase Agreement, by each and every Lender, separately (as amended, supplemented or otherwise modified from time to time, the "Joinder Agreements," ) and, together with that certain Stock Pledge Agreement dated as of September 14, 2012 (as amended, supplemented or otherwise modified from time to time, the "Stock Pledge Agreements,"), the "Credit Agreements"), (collectively referred to as the Transaction Documents ). This limited forbearance does not extend to any other default or Events of Default under any other provision of the Transaction Documents or any of the other rights and remedies available to Lender under the Transaction Documents. Upon the earlier of (i) the occurrence of a Forbearance Default and (ii) the expiration of the Forbearance Period, Lender s agreement to forbear shall automatically be deemed terminated and Lender shall be entitled to immediately and without notice exercise all of its rights and remedies under the Credit Agreements and all Transaction Documents.

***Sale of Subsidiaries - Mount Knowledge Asia Ltd. and Mount Knowledge USA Inc.***

On December 28, 2012, the Company sold Mount Knowledge Asia Ltd., ( MKA ), a Hong Kong corporation, and Mount Knowledge USA Inc., a Nevada corporation ( MTKUSA ) to Software Sans Frontiere SA, a Belize corporation, for consideration representing the assumption of all of the liabilities of each subsidiary, respectively. The Company s management made the decision to sell the LK Subsidiaries due to ongoing losses and failed restructuring efforts as a result of the lack of available financing for China based companies.

***Settlement of Outstanding Debt***

On December 28, 2012, the Company executed a Separation and Settlement Agreement with Birch First Global Investments Inc., a US Virgin Islands company to settle loans made to the Company in a total amount of Ninety-Two Thousand and Seventy-Six Dollars (USD \$92,900.00), in exchange for the transfer of ownership interest and all rights to the intellectual property referred to as ECO Learning Platform (English Communications Online), an online modular based course training software technology, including any and all computer program source code, trademarks, logos, documentation and other related materials.

***Settlement of Claims of Key Executive of Subsidiary***

On January 15, 2013, the Company, Mount Knowledge Asia, Ltd., and Haddow executed a Mutual Indemnification and Release Agreement in which all parties agreed to resolve all claims either Party may have against the other under, including but not limited to, any promises or commitments, verbal or written during the business dealing with each other prior to the date of this Agreement, and otherwise resolve their disputes on an amicable basis.

***Stock Issuance for Contracted Services***

On March 15, 2013, the Company issued a total of 62,500 shares of restricted common stock of the Company to four (4) separate related parties for services rendered to the Company by Source Capital Group Inc. The fair value of the services received during this period was calculated as the market price (\$0.18) at the date of grant and the date service is provided with a total fair market value of \$11,250.

### ***Vendor Settlements***

On March 15, 2013, we issued a total of 238,654 shares of our common stock at a price of \$0.15 per share to a total of three (3) parties (vendors), in exchange for the settlement of a total of \$35,795 of outstanding Company obligations.

### ***Definitive Agreement Forum Mobile***

On March 19, 2013, Mount Knowledge Holdings, Inc., (the Company or MKHD ) entered into a Definitive Agreement (the Definitive Agreement and Agreement ), with Forum Mobile Inc., a Delaware company publicly-traded on the US Over-the-Counter (OTC) Stock Exchange ( FRMB ), pursuant to which the MKHD has agreed to purchase, from FRMB, one (100%) of the ownership interest in Forum Mobile Israel ( FM ), in the form of a share exchange (the Share Exchange ), in consideration for the issuance of shares of MKHD (the New MKHD Shares ) to FRMB, upon which FM will become a wholly owned subsidiary of MKHD at closing. The primary terms and conditions of the Agreement are as follows:

At closing, (i) FRMB will assign, transfer, convey and deliver the all of the outstanding shares of FM (the FM Shares ) to Escrow Agent, and in consideration and exchange therefor MKHD shall (ii) issue and deliver to FRMB, a number of shares of (A) common stock, par value \$0.0001 per share of MKHD (the Common Stock ) equal to four (4) shares of Common Stock of MKHD for every one (1) fully diluted share of Common Stock of MKHD held by the existing stockholders of MKHD immediately prior to the closing, and (B) Series A Preferred Stock, par value \$0.0001 per share of MKHD (the Preferred Stock ) equal to four (4) shares of Preferred Stock of MKHD for every one (1) fully diluted share of Preferred Stock held by the existing stockholders of MKHD immediately prior to the Closing , in such amounts to be determined at closing. Upon closing, FRMB will become the majority owner of MKHD.

The Agreement sets forth certain closing conditions, including, but not limited to: (a) interim financing, and (b) a certain number of shares of MKHD held by the MKHD Controlling Shareholder ( Claw Back Equity ), placed into escrow, subject to certain subsequent financings, and other provisions which will be determined prior to and disclosed upon a closing. There can be no guarantee that these conditions will be met and that the transaction described above will close.

The Agreement contains customary warranties and representation, indemnification and confidentiality provisions, including specific terms (referenced in one or more schedules made a part of the Agreement), which are currently undetermined or deemed confidential, and are therefore not being released or disclosed in this filing

### ***Bridge Financing - Promissory Notes***

On May 30, 2013, the Company entered into a joinder agreement to the original Securities Purchase Agreement executed on September 14, 2011, referenced hereinabove, to pursuant to which the Company issued to the Dalen Family Trust, a Canada Trust, a promissory note (the Note ) in the principal amount of \$40,000. The Note matures one year from the Closing Date.

## **Company Overview**

Mount Knowledge Holdings, Inc. is a software development and sales company focused on providing innovative technology solutions to the global marketplace.

## **Corporate Structure**

The Company is a platform company that was established for purpose of acquiring and operating market-leading global technology development companies. The Company currently has no subsidiaries.



## **Mission and Vision**

The Company's mission is to acquire and operate innovative technology companies and become a global provider of market-leading technologies.

## **Operations and Revenues**

The Company is currently a development stage company and does not currently have any operations, and therefore no revenues.

## **Milestones**

Our milestones and objectives over the next 12 months are significantly dependent on various factors which the Company may or may not be in control of, including, but not limited to: (a) obtaining adequate financing to sustain and expand our operations; (b) ability to identify suitable acquisition targets; (c) acquiring synergistic business operations to obtain revenue growth; (d) ability to develop new partnerships and distribution channels; (e) launching new marketing and sales strategies; (h) generating adequate cash flow from the sales of the products and services, once acquired, to sustain its operations.

Our plan of operations for the next twelve months is to complete the objectives described under the heading Management's Discussion and Analysis or Plan of Operations .

## **Capital & Uses of Proceeds**

### *Capital Needs*

To implement our plan of operations, we will need to continue to raise capital in an amount between \$500,000 to \$2.5 million in equity from restricted stock sales or other acceptable financing options over the remaining 6 months of year-ending 2013 on terms and conditions to be determined. Management may also elect to seek subsequent interim or bridge financing in the form of debt as may be necessary.

We anticipate the need to raise additional capital beyond the next 6 months of operations, subject to the successful implementation of our initial milestones over the last 180 days of operations of 2013 and our revenue growth cycle thereafter. At this time, management is unable to determine the specific amounts and terms of such future financings.

### *Proceeds*

We foresee the proceeds from capital raised to be allocated as follows: (a) legal, audit, SEC filings and compliance fees; (b) working capital (general and administrative); (c) financing costs; (d) acquisition research and due diligence; (e) new business development and marketing; and (f) reserve capital for costs of acquisition and market expansion.

### **Competition**

The Company conducts its business in an environment that is highly competitive and unpredictable. Competition may have considerable financial resources at their disposal, which could facilitate their access to the market under more favorable terms than the Company and could allow them faster market penetration.

Due to the Company's current position (seeking acquisition targets), the Company does not currently have any direct competitors at this time, however, this does not necessarily mean competition does not exist in terms of bidding for the same acquisition targets.

## **Employees**

Currently, we have no employees in the Company, except for three (3) advisors which one of them is the sole Officer and Director of the Company. Each of the advisors spends on an average of forty percent (40%) of their available time on Company matters.

Other than engaging and/or retaining independent consultants to assist us in various administrative and marketing related needs, we do not anticipate a significant change in the number of our employees, if any, unless we are able to obtain adequate financing to complete one or more acquisitions. Currently, our officers / directors do not have any employment agreements with us.

## **Subsidiaries**

We currently we do not have any operating subsidiaries.

## **Intellectual Property**

We do not currently own any intellectual property.

## **Patents, Trademarks, and Copyrights**

We do not currently have any filed patents, trademarks or copyrights.

## **Item 1A. Risk Factors.**

This information is not required for smaller reporting companies.

**Item 1B. Unresolved Staff Comments.**

This information is not required for smaller reporting companies.

**Item 2. Properties.**

**Executive Offices**

The Company's mailing address is 228 Park Avenue S. #56101, New York, including a physical office for the Company's books and records located in Orlando, Florida, provided by an affiliate of the Company free of charge. The Company does not anticipate the need to move their executive offices within the next (12) months, unless the Company completes one or more acquisitions, and requires different office space to accommodate additional staff members. The increased costs of such new executive offices are currently unknown. We do not own any real property.

**Item 3. Legal Proceedings.**

We do not know of any material, active or pending legal proceedings against our company, nor are we involved as a plaintiff in any material proceeding or pending litigation. There are no proceedings in which any of our directors, officers or affiliates, or any registered or beneficial shareholder, is an adverse party or has a material interest adverse to our interest.

**Item 4. Mine Safety Disclosures.**

Not Applicable.

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## PART II

### **Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities.**

#### **Market for Securities**

Our common shares are quoted on the Over-The-Counter Pink marketplace under the trading symbol MKHD . Our shares have been quoted on the Over-The-Counter Pink marketplace since October 3, 2007. We began to trade our shares of common stock on May 25, 2010 with an open share price of \$.50. For the periods ending March, 2011, June 30, 2011, September 30, 2011, and December 31, 2011, we had a per share price high of \$ 0.30 and a low of \$0.18, high \$ 0.23 and a low of \$ 0.08 , high of \$ 0.16 and a low of \$ 0.07 , and high of \$ 0.12 and a low of \$0.05, respectively.

Our transfer agent is Island Stock Transfer, of 15500 Roosevelt Boulevard, Suite 301, Clearwater, FL 33760; telephone number 727.289.0010; facsimile: 727.289.0069.

#### **Holder of our Common Stock**

As of July 9, 2013, there were approximately 192 shareholders of record. Because shares of our common stock are held by depositaries, brokers and other nominees, the number of beneficial holders of our shares is substantially larger than the number of stockholders of record.

#### **Dividend Policy**

There are no restrictions in our articles of incorporation or bylaws that prevent us from declaring dividends. The Nevada Revised Statutes, however, do prohibit us from declaring dividends where, after giving effect to the distribution of the dividend:

1. We would not be able to pay our debts as they become due in the usual course of business; or
2. Our total assets would be less than the sum of our total liabilities plus the amount that would be needed to satisfy the rights of shareholders who have preferential rights superior to those

receiving the distribution.

We have not declared any dividends and we do not plan to declare any dividends in the foreseeable future.

### **Recent Sales of Unregistered Securities**

On August 16, 2010, we issued 1,100,000 shares of restricted common stock for services rendered by a contractor to the Company. The issuance of the above referenced shares was completed pursuant to an exemption from registration at Section 4(2) of the Securities Act of 1933.

On January 10, 2011, we issued 11,116,690 shares of restricted common stock to Birch First Advisors, LLC for the purchase of 54.34% controlling ownership interest in Mount Knowledge USA, Inc. The issuance of the above referenced shares was completed pursuant to an exemption from registration at Section 4(2) of the Securities Act of 1933.

During the first quarter of 2011, we issued 241,380 shares of restricted common stock for services rendered by a contractor to the Company. The issuance of the above referenced shares was completed pursuant to an exemption from registration at Section 4(2) of the Securities Act of 1933.

On April 8, 2011, we issued 2,280,000 shares of restricted common stock for the purchase of 100% ownership interest of Language Key Asia Ltd and its subsidiaries (1,800,000 shares to the original owners and 480,000 shares to employees) pursuant to the Definitive Agreement executed on December 31, 2010. The issuance of the above referenced shares was completed pursuant to an exemption from registration at Section 4(2) of the Securities Act of 1933.

On June 30, 2011, we issued 4,795,694 shares of restricted common stock restricted stock in exchange for 4,795,694 shares of restricted common stock of MTK USA held by Blue Fire Consulting Group Ltd., including a sixty (60) month warrant for the purchase of 1,198,924 shares of restricted stock of the Company at \$.50 per share pursuant to a Securities Purchase Agreement entered into on June 30, 2011. The issuance of the above referenced shares was completed pursuant to an exemption from registration at Section 4(2) of the Securities Act of 1933.

On June 30, 2011, we issued 1,433,333 shares of restricted common stock in exchange for 1,433,333 shares of restricted common stock of MTK USA held by Uptick 20 S.A., including a sixty (60) month warrant for the purchase of 358,333 shares of restricted stock of the Company at \$.50 per share pursuant to a Securities Purchase Agreement entered into on June 30, 2011. The issuance of the above referenced shares was completed pursuant to an exemption from registration at Section 4(2) of the Securities Act of 1933.

On September 12, 2011, the Company issued a total of 25,000 shares of restricted common stock for services rendered by a contractor to the Company pursuant to an executed consulting agreement. The fair value of the services received during this period was calculated as the market price at the date of grant and the date service is provided with a total value of \$3,500. The issuance of the above referenced shares was completed pursuant to an exemption from registration at Section 4(2) of the Securities Act of 1933.

On June 20, 2012, we issued 24,978,806 shares of common stock of Company to a total of 63 shareholders of MTK USA in exchange for 24,978,806 shares of common stock of MTK USA, pursuant to the one or more Securities Purchase Agreements. In addition, we issued a total of 63 warrants to purchase shares of the Company's common stock at an exercise price of \$0.50, in the aggregate amount of 6,244,702 shares of Company Common Stock. The issuance of the above referenced shares was completed pursuant to an exemption from registration at Section 4(2) of the Securities Act of 1933.

On June 20, 2012, we issued 4,237,640 shares of common stock of Company to Jensen International Inc., respectively, in exchange for an aggregate amount of 4,237,640 shares common stock of MTK USA, pursuant to the one or more Securities Purchase Agreements. In addition, we issued a total of one warrant to purchase shares of the Company's common stock at an exercise price of \$0.50, in the aggregate amount of 1,059,410 shares of Company Common Stock. The issuance of the above referenced shares was completed pursuant to an exemption from registration at Section 4(2) of the Securities Act of 1933.



On July 5, 2012, we issued a total of 2,500,000 shares of our common stock of the Company, at a price of \$0.02 per share to a total of three (3) purchasers for total proceeds of \$50,000. The issuance of the above referenced shares was completed pursuant to an exemption from registration at Section 4(2) of the Securities Act of 1933.

On October 04, 2012, we completed a private offering of 100,000 shares of our common stock at a price of \$0.02 per share with one (1) purchaser for total proceeds of \$2,000. The issuance of the above referenced shares was completed pursuant to an exemption from registration at Section 4(2) of the Securities Act of 1933.

On October 31, 2011, the Company issued a total of 62,500 shares of restricted common stock of the Company to four (4) separate related parties for services rendered to the Company by Source Capital Group Inc. The fair value of the services received during this period was calculated as the market price (\$0.06) at the date of grant and the date service is provided with a total value of \$3,750.

On December 04, 2012, we completed a private offering of a total of 5,000,000 shares of our common stock at a price of \$0.02 per share with one (1) purchaser for total proceeds of \$100,000. The issuance of the above referenced shares was completed pursuant to an exemption from registration at Section 4(2) of the Securities Act of 1933.

On December 14, 2012, we completed a private offering of a total of 1,000,000 shares of our common stock at a price of \$0.02 per share with one (1) purchaser for total proceeds of \$20,000. The issuance of the above referenced shares was completed pursuant to an exemption from registration at Section 4(2) of the Securities Act of 1933.

On March 1, 2013, we issued a total of 1,000,000 shares of our common stock of the Company, at a price of \$0.02 per share, to a total of one (1) purchaser for total proceeds of \$20,000. The issuance of the above referenced shares was completed pursuant to an exemption from registration at Section 4(2) of the Securities Act of 1933.

On March 15, 2013, the Company issued a total of 62,500 shares of restricted common stock of the Company to four (4) separate related parties for services rendered to the Company by Source Capital Group Inc. The fair value of the services received during this period was calculated as the market price (\$0.18) at the date of grant and the date service is provided with a total fair market value of \$11,250. The issuance of the above referenced shares was completed pursuant to an exemption from registration at Section 4(2) of the Securities Act of 1933.

On March 15, 2013, we issued a total of 238,654 shares of our common stock at a price of \$0.15 per share to a total of three (3) parties (vendors), in exchange for the settlement of a total of \$35,795 of outstanding Company obligations. The issuance of the above referenced shares was completed pursuant to an exemption from registration at Section 4(2) of the Securities Act of 1933.

On June 18, 2013, the Company executed Stock Purchase Agreement (the Stock Purchase Agreement ) with George Kaufman (the Investor or Holder ) for the sale of 100,000 shares of the Company's Series A preferred stock (the Preferred Shares ) at a price of \$0.20 per share, with rights and preferences as set forth in the Certificate of Designation, Preferences and Rights of Series A Preferred Stock of the Company dated on or above February 3, 2011, filed with the State of Nevada, including, but not limited to, the right to convert held Preferred Shares into common

stock of the Company at a ratio of one-to-two (1:2), for total proceeds of \$20,000.

The number of shares of Preferred Stock of the Company issued to Investor pursuant to the Agreement is subject to adjustments from time to time as set forth in Section 6(a), Make Whole Shares; Conversion Rate Adjustments, of the Certificate of Designation of Series A Preferred Stock, attached as Exhibit A, of the Stock Purchase Agreement. Notwithstanding anything to the contrary in Section 6(a) therein, if the shares of Preferred Stock held by Holder are converted into shares of common stock of the Company, pursuant to the terms and condition of the Certificate of Designation of Series A Preferred Stock, at the option of the Investor and/or as a result of the closing of a pending transaction with Forum Mobile Inc. (OTC:FRMB) (the Forum Transaction ), then the Company agrees to further adjust the total number of shares of common stock of the Company issued to Investor in manner which will represent a total of one percent (1%) of the post-merged entity in proposed Forum Transaction.

## Purchases of Equity Securities by the Issuer and Affiliated Purchasers

On January 10, 2011, we issued 11,116,690 shares of restricted common stock to Birch First Advisors, LLC for the purchase of 54.34% controlling ownership interest in Mount Knowledge USA, Inc. The issuance of the above referenced shares was completed pursuant to an exemption from registration at Section 4(2) of the Securities Act of 1933.

On July 29, 2011, we issued 750,000 shares of restricted common stock (250,000 shares to Birch First Advisors, LLC, an entity controlled by an affiliate of the Company, a total of 250,000 share to Practical Business Advisors, LLC, an entity controlled by Daniel A. Carr, President, Chief Executive Officer and Director of the Company, and a total of 250,000 shares to Simon G. Arnison, Chief Technology Officer, Secretary and Director of the Company) for services rendered by contractors to the Company. The fair value of the services to be received by the Company during the aforementioned period pertaining to the share compensation will be calculated at the market price of the Company's publicly traded shares on the date of execution of each agreement for a total value of \$67,500 based on a per share market price of \$0.09. In addition, the Company granted a cashless warrants for the total purchase of 3,600,000 shares of restricted stock of the Company; a total of 1,200,000 shares to Birch First Advisors, LLC, a total of 1,200,000 shares to Practical Business Advisors, LLC, and 1,200,000 shares to Simon G. Arnison, respectively, pursuant to three separate warrant stock purchase agreements entered into on July 31, 2011. The issuance of the above referenced shares was completed pursuant to an exemption from registration at Section 4(2) of the Securities Act of 1933.

On November 14, 2011 MTK USA issued a total of 26,179,307 shares of restricted common stock of MTK USA to the following:

- (i)  
12,500,000 shares to Access Alternative Group S.A. as settlement of compensation for services, recorded at fair value of \$240,000.
- (ii)  
11,137,640 shares to Access Alternative Group S.A. as settlement of a loan for \$55,000.
- (iii)  
100,000 shares to Birch First Advisors, LLC, an entity controlled by an affiliate of the company,
- (iv)  
100,000 shares to Practical Business Advisors, LLC, an entity controlled by Daniel A. Carr, President, Chief Executive Officer and Director of the Company and,
- (v)

a total of 2,341,667 shares to non related parties for contracted services to MTK USA.

The 2,541,667 shares above in items (iii), (vi) and (v) were recorded at fair value of \$31,771. The issuance of the above referenced shares was completed pursuant to an exemption from registration at Section 4(2) of the Securities Act of 1933.

On December 30, 2011, we issued 100,000 shares of restricted common stock of the Company to Ucanu Learning Centres Inc. as a payment in full to settle any and all unpaid payments due Ucanu on the date of execution of the Separation and Settlement Agreement. The issuance of the above referenced shares was completed pursuant to an exemption from registration at Section 4(2) of the Securities Act of 1933.

On December 30, 2011, we issued 225,000 shares of restricted common stock of the Company to three (3) to three (3) separate contractors of the Company, a total of 75,000 shares to Birch First Advisors, LLC, an entity controlled by an affiliate of the Company, a total of 75,000 shares to Practical Business Advisors, LLC, an entity controlled by Daniel A. Carr, President, Chief Executive Officer and Director of the Company, and a total of 75,000 shares to Simon G. Arnison, an individually and a former officer of the Company as a payment in full to settle any and all unpaid payments due Ucanu on the date of execution of the Separation and Settlement Agreement. The issuance of the above referenced shares was completed pursuant to an exemption from registration at Section 4(2) of the Securities Act of 1933.

On June 20, 2012, we issued 45,500,000 shares of common stock of Company to Access Alternative Group S.A., respectively, in exchange for an aggregate amount of 45,500,000 shares common stock of MTK USA, pursuant to the one or more Securities Purchase Agreements. In addition, we issued a total of one warrant to purchase shares of the Company s common stock at an exercise price of \$0.50, in the aggregate amount of 11,375,000 shares of Company Common Stock. The issuance of the above referenced shares was completed pursuant to an exemption from registration at Section 4(2) of the Securities Act of 1933.

## **Securities Authorized for Issuance Under Equity Compensation Plans**

We do not have any equity compensation plans.

### **Item 6. Selected Financial Data.**

Not required for smaller reporting companies.

### **Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operation.**

The following discussion should be read in conjunction with our audited financial statements and the related notes that appear elsewhere in this annual report. The following discussion contains forward-looking statements that reflect our plans, estimates and beliefs. Our actual results could differ materially from those discussed in the forward looking statements. Factors that could cause or contribute to such differences include those discussed below and elsewhere in this annual report. Our audited consolidated financial statements are stated in United States dollars and are prepared in accordance with United States generally accepted accounting principles.

#### **Company Overview**

Mount Knowledge Holdings, Inc. is a software development and sales company focused on providing innovative technology solutions to the global marketplace.

For more details on the Company and its operations, please refer to [History](#) and [Company Overview](#) sections in Item 1. Business section, hereinabove in this filing.

#### **Plan of Operations**

Over the 12-months of 2013, we must raise capital and complete certain milestones as described below.

## **Milestones**

The Company anticipates identifying and completing one or more acquisitions and/or mergers over the next 6-12 months, beginning in the third quarter of 2013, for the purposes of obtaining operations and revenues.

## **Requirements and Utilization of Funds**

To implement our plan of operations, including some or all of the above described milestones (objectives), we anticipate the need to continue to raise capital ( equity ) in an amount between \$500K and \$2.5 million in equity from restricted stock sales or other acceptable financing options over the remaining 6 months of 2013 on terms and conditions to be determined. Management may elect to seek subsequent interim or bridge financing in the form of debt (corporate loans) as may be necessary.

## *Proceed*

We foresee the proceeds from capital raised to be allocated as follows: (a) legal, audit, SEC filings and compliance fees; (b) working capital (general and administrative); (c) financing costs; (d) acquisition research and due diligence; (e) new business development and marketing; and (f) reserve capital for costs of acquisition and market expansion.

## **Financial Condition, Liquidity and Capital Resources**

As of December 31, 2011, we had \$ 67,882 cash and cash equivalents, including \$4,428 in assets held for sale. We had limited operations to date and we did not have any revenues during the twelve-month period ended December 31, 2011. We are illiquid and need cash infusions from investors and/or current shareholders to support our proposed marketing and sales operations.

Management believes this amount will not satisfy our cash requirements for the next 12 months and as such we will need to either raise additional proceeds and/or our officers and/or directors will need to make additional financial commitments to our company, neither of which is guaranteed. We plan to satisfy our future cash requirements, primarily the working capital required to execute on our objectives, including marketing and sales of our product, and to offset legal and accounting fees, through financial commitments from future debt/equity financings, if and when possible.

Management believes that we may generate some revenues within the next twelve (12) months, from acquisitions, but that these sales revenues may not satisfy our cash requirements during that period. We have no committed source for funds as of this date. No representation is made that any funds will be available when needed. In the event that funds cannot be raised when needed, we may not be able to carry out our business plan, may never achieve sales, and could fail to satisfy our future cash requirements as a result of these uncertainties.

If we are unsuccessful in raising the additional proceeds from officers and/or directors, we may then have to seek additional funds through debt financing, which would be extremely difficult for an early stage company to secure and may not be available to us. However, if such financing is available, we would likely have to pay additional costs associated with high-risk loans and be subject to above market interest rates.

At such time as these funds are required, management would evaluate the terms of such debt financing and determine whether the business could sustain operations and growth and manage the debt load. If we cannot raise additional proceeds via a private placement of our common stock or secure debt financing we would be required to cease business operations. As a result, investors in our common stock would lose all of their investment.

The staged development of our business will continue over the next 12 months. Other than engaging and/or retaining independent consultants to assist the Company in various administrative and marketing related needs, we do not anticipate a significant change in the number of our employees, if any, unless we are able to obtain adequate financing.

Our auditors have issued a going concern opinion. This means that there is substantial doubt that we can continue as an on-going business for the next 12 months unless we obtain additional capital to pay our expenses. This is because



we have not generated any revenues and no substantial revenues are anticipated in the near-term. Accordingly, we must raise cash from sources other than from the sale of our products.

**Results of Operations**

The following summary of our results of operations should be read in conjunction with our audited financial statements for the year ended December 31, 2011 which are included herein.

Our operating results for the years ended December 31, 2011 and 2010 are summarized as follows:

*Revenues*

	<b>YEAR ENDED DECEMBER 31 2011</b>	<b>SUCCESSOR COMPANY ONE DAY PERIOD ENDED DECEMBER 31, 2010</b>	<b>PREDECESSOR COMPANY PERIOD FROM JANUARY 1, 2010 TO DECEMBER 30, 2010</b>
<b>Sales revenue</b>	\$	\$	\$
	-	-	-
<b>Total Operating Expenses</b>	2,272,895	-	-
Interest Expense	28,885	-	-
<b>Net Income (Loss) From Continuing Operations</b>	(2,301,780)	-	-
<b>Income (Loss) from Discontinued Operations, Net of Tax</b>	(1,070,684)	-	(101,933)
<b>Net Income (Loss)</b>	\$	-	\$
	(3,372,464)		(101,933)

We had marginal revenues to date, and do not anticipate increasing earning revenues in the immediate future.



*Expenses*

Our expenses for the years ended December 31, 2011 and 2010 are outlined in the table below. All expenses for predecessor entity are included in income (loss) from discontinued operations.

	<b>SUCCESSOR COMPANY</b>	<b>ONE DAY PERIOD ENDED</b>	<b>PREDECESSOR COMPANY</b>
	<b>YEAR ENDED</b>	<b>PERIOD ENDED</b>	<b>PERIOD FROM</b>
	<b>DECEMBER 31</b>	<b>DECEMBER 31,</b>	<b>JANUARY 1, 2010</b>
	<b>2011</b>	<b>2010</b>	<b>TO DECEMBER 30, 2010</b>
<b>General and Administrative Expenses</b>	\$ 2,269,903	\$ -	\$ -
<b>Loss on Disposal of Subsidiary</b>	2,992	-	-

General and Administrative

The increase in our general and administrative expenses for the year ended December 31, 2011 compared to December 31, 2010 was primarily due to an increase in general operating expenses from acquisitions. For the purposes of this disclosure, general and administrative fees include the Company's professional fees.

Professional fees include our accounting and auditing expenses incurred in connection with the preparation and audit of our financial statements and professional fees that we pay to our legal counsel. Our accounting and auditing expenses were incurred in connection with the preparation of our audited financial statements and unaudited interim financial statements and our preparation and filing of a registration statement with the SEC. Our legal expenses represent amounts paid to legal counsel in connection with our corporate organization. Legal expenses will be ongoing during fiscal 2012 and 2013, respectively, as we are subject to the reporting obligations of the Securities Exchange Act of 1934, as amended.

**Liquidity and Capital Resources***Working Capital*

	<b>December 31, 2011</b>	<b>Successor</b>	<b>December 31, 2010</b>	<b>Percentage Increase / Decrease</b>
Current Assets	\$ 215,537	\$	1,223,503	82.4 %
Current Liabilities	\$ 1,227,100	\$	1,545,944	20.6 %
Working Capital	\$ (1,011,563)	\$	(322,441)	213.7%

*Cash Flows*

	<b>Successor Company Year Ended December 31, 2011</b>	<b>One Day Period Ended December 31, 2010</b>	<b>Predecessor Company Period from January 1, 2010 to December 30, 2010</b>	<b>Percentage Increase / Decrease</b>
Cash Flows from Operating Activities	\$ (1,310,554)	\$ -	\$ (69,022)	1,798.7 %
Cash Flows from Investing Activities	\$ (49,772)	\$ -	\$ (58,881)	15.5 %
Cash Flows from Financing Activities	\$ 1,129,328	\$ -	\$ 155,286	627.3 %
Net change in cash and cash equivalents	\$ (220,990)	\$ -	\$ 38,523	673.7 %

We anticipate that we will incur approximately \$250,000 for operating expenses, including professional, legal and accounting expenses associated with our reporting requirements under the Exchange Act during the next twelve months. Accordingly, we will need to obtain additional financing in order to complete our business plan.

Cash Used in Operating Activities

We used net cash in operating activities in the amount of \$ 1,310,554 during the year ended December 31, 2011 and \$69,022 during the year ended December 31, 2010. Cash used in operating activities was funded by cash from financing activities.

Cash Used in Investing Activities

We used net cash in investing activities in the amount of \$49,772 during the year ended December 31, 2011 and \$58,881 was used or provided in investing activities during the years ended December 31, 2010.

Cash Provided by Financing Activities

We generated \$1,129,328 net cash from financing activities during the year ended December 31, 2011 compared to net cash from financing activities in the amount of \$155,286 during the year ended December 31, 2010. Cash generated by financing activities during 2011 is attributable mainly to capital stock sales, issued notes, and related party borrowings of \$1,129,328.

Disclosure of Outstanding Share Data

As of December 31, 2011, we had 112,113,133 shares of common stock issued and outstanding.

**Going Concern**

The financial statements accompanying this report have been prepared on a going concern basis, which implies that our company will continue to realize its assets and discharge its liabilities and commitments in the normal course of business. Our company has not generated revenues since inception and has never paid any dividends and is unlikely to pay dividends or generate earnings in the immediate or foreseeable future. The continuation of our company as a going concern is dependent upon the continued financial support from our shareholders, the ability of our company to obtain necessary equity financing to achieve our operating objectives, and the attainment of profitable operations.

As of December 31, 2011, we had accumulated losses of \$7,349,728 since inception and a working capital deficit of \$1,011,563. We do not have sufficient working capital to enable us to carry out our stated plan of operation for the next twelve months. These financial statements do not include any adjustments to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should our company be unable to continue as a going concern.

Due to the uncertainty of our ability to meet our current operating expenses and the capital expenses noted above in their report on the financial statements for the year ended December 31, 2011, our independent auditors included an explanatory paragraph regarding concerns about our ability to continue as a going concern. Our financial statements contain additional note disclosures describing the circumstances that lead to this disclosure by our independent auditors.

The continuation of our business is dependent upon us raising additional financial support. The issuance of additional equity securities by us could result in a significant dilution in the equity interests of our current stockholders. Obtaining commercial loans, assuming those loans would be available, will increase our liabilities and future cash commitments.

**Future Financings**

We anticipate continuing to rely on equity sales of our common shares in order to continue to fund our business operations. Issuances of additional shares will result in dilution to our existing stockholders. There is no assurance that we will achieve any additional sales of our equity securities or arrange for debt or other financing to fund our planned

activities. There is no assurance that the Company will be able to obtain financing to carry on our legal, accounting and reporting needs.

### **Off-Balance Sheet Arrangements**

We have no significant off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that are material to stockholders.



## **Application of Critical Accounting Estimates**

The financial statements of our company have been prepared in accordance with generally accepted accounting principles in the United States ( GAAP ). Because a precise determination of many assets and liabilities is dependent upon future events, the preparation of financial statements for a period necessarily involves the use of estimates, which have been made using careful judgment.

The financial statements have been prepared within the framework of the significant accounting policies summarized below:

### *Mineral Property and Exploration Costs*

Until abandonment of its mineral property on January 23, 2009, we were an exploration stage mining company and had not realized any revenue from its operations. We were primarily engaged in the acquisition, exploration and development of mining properties. Exploration costs are expensed as incurred regardless of the stage of development or existence of reserves.

Costs of acquisition are capitalized subject to impairment testing, in accordance with ASC Topic 360, Property, Plant and Equipment Subsequent Measurement , (formerly SFAS 144), when facts and circumstances indicate impairment may exist, as defined in Note 3, *Newly Adopted Accounting Policies And Recent Accounting Guidance*.

We regularly performed evaluations of any investment in mineral properties to assess the recoverability and/or the residual value of its investments in these assets. Also, long-lived assets were reviewed for impairment whenever events or circumstances change which indicate the carrying amount of an asset may not be recoverable.

Management periodically reviewed the carrying value of its investments in mineral leases and claims with internal and external mining related professionals. A decision to abandon, reduce or expand a specific project was based upon many factors including general and specific assessments of mineral deposits, anticipated future mineral prices, anticipated future costs of exploring, developing and operating a production mine, the expiration term and ongoing expenses of maintaining mineral properties and the general likelihood that the Company will continue exploration on such project.

The Company did not set a pre-determined holding period for properties with unproven deposits; however, properties which had not demonstrated suitable metal concentrations at the conclusion of each phase of an exploration program were re-evaluated to determine if future exploration was warranted, whether there has been any impairment in value

and that their carrying values was appropriate.

If an area of interest is abandoned or it is determined that its carrying value cannot be supported by future production or sale, the related costs are charged against operations in the year of abandonment or determination of value. The amounts recorded as mineral leases and claims represent costs to date and do not necessarily reflect present or future values.

### **Recent Accounting Pronouncements**

We do not expect the adoption of any recently issued accounting pronouncements to have a significant impact on our financial position, results of operations or cash flows.

### **Item 7A. Quantitative and Qualitative Disclosures About Market Risk.**

Not applicable because we are a smaller reporting company.

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**Item 8. Financial Statements and Supplementary Data.**

**MOUNT KNOWLEDGE HOLDINGS, INC.  
(A Development Stage Company)**

**CONSOLIDATED FINANCIAL STATEMENTS  
YEARS ENDED DECEMBER 31, 2011 AND 2010**

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders of  
Mount Knowledge Holdings, Inc.  
New York, New York

We have audited the accompanying consolidated balance sheets of Mount Knowledge Holdings, Inc. and its Subsidiaries (the Successor Company or the Company ) as of December 31, 2011 and December 31, 2010, and the related consolidated statements of operations and comprehensive income, stockholders' deficit, and cash flows for the year ended December 31, 2011 and for the one day period from December 30, 2010 to December 31, 2010 for the Successor Company, and the accompanying consolidated statements of operations and comprehensive income, stockholders' deficit, and cash flows of Language Key Asia Ltd. and its Subsidiaries (the Predecessor Company or the Company) for the period from January 1, 2010 through December 30, 2010. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audits include consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the accompanying financial statements of the Company present fairly, in all material respects, the consolidated financial position of the Successor Company as of December 31, 2011 and December 31, 2010, and the consolidated results of their operations and their cash flows for the year ended December 31, 2011 and for the one day period from December 30, 2010 to December 31, 2010, and the consolidated results of the Predecessor Company's operations and their cash flows for the period from January 1, 2010 through December 30, 2010 in conformity with accounting principles generally accepted in the United States.

The accompanying financial statements have been prepared assuming that the Successor Company will continue as a going concern. As discussed in Note 2 to the consolidated financial statements, the Company suffered losses from operations and has a working capital deficiency, which raises substantial doubt about its ability to continue as a going concern. Management's plans regarding those matters also are described in Note 2. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

/s/ MaloneBailey, LLP

[www.malonebailey.com](http://www.malonebailey.com)

Houston, Texas

July 25, 2013

**MOUNT KNOWLEDGE HOLDINGS, INC.****CONSOLIDATED BALANCE SHEETS**

(Stated in US dollars)

<b>ASSETS</b>	<b>DECEMBER 31, 2011</b>	<b>DECEMBER 31, 2010</b>
<b>Current Assets</b>		
	\$	\$
Cash and cash equivalents	63,454	42,783
Prepaid expenses and other assets	10,000	-
Due from related parties	-	41,573
Assets held for sale	142,083	1,139,147
<b>Total Current Assets</b>	<b>215,537</b>	<b>1,223,503</b>
Investment in non-consolidated subsidiary	490	490
	\$	\$
<b>TOTAL ASSETS</b>	<b>216,027</b>	<b>1,223,993</b>
<b>LIABILITIES AND STOCKHOLDERS' DEFICIT</b>		
<b>Liabilities</b>		
<b>Current Liabilities</b>		
	\$	\$
Accounts payable and accrued liabilities	116,715	100,611
Liabilities held for sale	280,525	492,179
Other payables	51,960	66,960
Due to related parties	177,900	16,840
Notes payable	600,000	869,354
<b>Total Current Liabilities</b>	<b>1,227,100</b>	<b>1,545,944</b>
<b>Total Liabilities</b>	<b>1,227,100</b>	<b>1,545,944</b>
<b>Stockholders' Deficit</b>		
Preferred stock, \$0.0001 par value, 100,000,000 shares authorized, 50,000,000 shares, designated as Series A convertible preferred stock, \$0.0001 par value,		
8,888,888 issued and outstanding at December 31, 2011 and December 31, 2010	889	889
Common stock, \$0.0001 par value, 200,000,000 shares authorized, 112,113,133 and 99,600,226 issued and	11,211	9,960

outstanding at December 31, 2011 and  
December 31, 2010

Additional paid-in capital	5,580,041	4,265,625
Accumulated other comprehensive income (loss)	(18,621)	(4,647)
Retained deficit	(7,349,728)	(4,399,972)
<b>Total Stockholders' Deficit for Mount Knowledge Holdings, Inc.</b>	(1,776,208)	(128,145)
Non-controlling interest	765,135	(193,806)
<b>Total Stockholders' Deficit</b>	(1,011,073)	(321,951)
	\$	\$
<b>TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT</b>	216,027	1,223,993

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

**MOUNT KNOWLEDGE HOLDINGS, INC.****CONSOLIDATED STATEMENT OF OPERATIONS AND OTHER COMPREHENSIVE LOSS**

(Stated in US dollars)

	<b>SUCCESSOR COMPANY YEAR ENDED</b>	<b>SUCCESSOR COMPANY ONE DAY PERIOD ENDED</b>	<b>PREDECESSOR COMPANY PERIOD FROM JANUARY 1, 2010 TO DECEMBER 30, 2010</b>
	<b>DECEMBER 31, 2011</b>	<b>DECEMBER 31, 2010</b>	<b>DECEMBER 30, 2010</b>
	\$		\$
<b>Sales revenue</b>	-		-
<b>Cost of goods sold</b>	-		-
<b>Gross profit</b>	-		-
<b>Operating expenses</b>			
General and administrative expenses	2,269,903		-
Loss on disposal of subsidiary	2,992		-
<b>Total operating expenses</b>	2,272,895		-
<b>Loss from operations</b>	(2,272,895)		-
Other income	-		-
Interest expense	(28,885)		-
<b>Income from continuing operations before income taxes</b>	(2,301,780)		-
Income taxes	-		-
<b>Net loss from continuing operations</b>	(2,301,780)		-
<b>Discontinued operations:</b>			
Loss from discontinuing operations before income taxes	(1,070,684)		(66,031)
Income taxes	-		(35,902)
<b>Loss from discontinued operations, net of taxes</b>	(1,070,684)		(101,933)
<b>Net Loss</b>	(3,372,464)		(101,933)
Less: Net loss attributable to non-controlling interest	(422,708)		-
	\$		\$
<b>Net Loss Attributable to Common Shareholders</b>	(2,949,756)		(101,933)
<b>Comprehensive Income (Loss)</b>			
	\$		\$
Net Loss	(3,372,464)		(101,933)



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Foreign currency translation adjustments	(13,974)	-	9,553
Comprehensive Loss	(3,386,438)	-	(92,380)
Comprehensive loss attributable to non-controlling interest	(422,708)	-	-
	\$	\$	
Comprehensive loss attributable to common shareholders	(2,963,730)	-	(92,380)
Weighted Average Number of Common Shares Outstanding- Basic and Diluted	104,799,928	86,633,536	N/A
	\$	\$	
Net Loss from Continuing Operations per Common Share - Basic and Diluted	(0.02)	0.00	N/A
	\$	\$	
Net Loss from Discontinued Operations per Common Share - Basic and Diluted	(0.01)	0.00	N/A
	\$	\$	
Net Loss per Common Share - Basic and Diluted	(0.03)	0.00	N/A

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

## MOUNT KNOWLEDGE HOLDINGS, INC.

## CONSOLIDATED STATEMENT OF STOCKHOLDERS EQUITY (DEFICIT)

(Stated in US dollars)

	<u>Successor Company</u>		<u>Predecessor Company</u>				Retained Earnings (Deficit)	Non-Controlling Interest	Total Deficit	
	<u>Preferred Stock</u>	<u>Common Stock</u>	<u>Ordinary A Shares</u>	<u>Amount</u>	<u>Additional Paid Capital</u>	<u>Accumulated Other Comprehensive Income (Loss)</u>				
	Shares	Par	Shares	Par	Shares	Amount				
<b>Predecessor Company Balances at December 31, 2009</b>	-	\$ -	-	\$ -	301,282	\$ 301,282	\$ 36,300,000	\$ (118,039)	\$ -	\$ 119,620
Net income for the period	-	-	-	-	-	-	-	(101,933)	-	(101,933)
Shares issued for consulting	-	-	-	-	24,428	24,428	-	-	-	24,428
Foreign currency translation adjustment	-	-	-	-	-	-	-9,553	-	-	9,553
<b>Balances at December 30, 2010</b>	-	\$ -	-	\$ -	325,710	\$ 325,710	\$ 45,980,000	\$ (219,972)	\$ -	\$ 51,668
<b>Successor Company Balances at December 30, 2010</b>	-	\$ -	86,633,536	\$ 8,663	-	\$ -	\$ 940,833	\$ (1,190,694)	\$ -	\$ (240,837)
December 31, 2010 recapitalization of stock issued in share exchange with Mount Knowledge USA, Inc.	8,888,888	888,889	11,166,690	1,117	-	-2,964,900	(5,900)	(3,209,278)	(193,806)	(441,114)

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December 31, 2010 stock issued for acquisition of Language Key Asia Ltd.	-	-	1,800,000	180	-	-	359,820	-	-	-	360,000
<b>Balances at December 31, 2010</b>	8,888,888	888,889	99,600,226	9,960	-	-	4,266,467	(4,399,972)	(193,806)	(321,951)	
Stock issued for consulting fee	-	-	5,803,880	580	-	-	957,446	-	-	-	958,026
Stock-based compensation	-	-	480,000	48	-	-	95,952	-	-	-	96,000
Stock and warrants issued in exchange for shares of subsidiary	-	-	6,229,027	623	-	-	261,018	-	-	(261,641)	-
Stock issued by subsidiary:											
For Cash	-	-	-	-	-	-	-	-	-	552,165	552,165
For Debt	-	-	-	-	-	-	-	-	-	1,014,354	1,014,354
For Services	-	-	-	-	-	-	-	-	-	76,771	76,771
Foreign Currency Translation Adjustment	-	-	-	-	-	-	(13,974)	-	-	-	(13,974)
Net loss	-	-	-	-	-	-	-	(2,949,756)	(422,708)	(3,372,464)	
<b>Balances at December 31, 2011</b>	8,888,888	889	\$ 112,113,133	\$ 11,211	-	\$ 5,580,421	\$ -	\$ (7,349,728)	\$ 765,135	\$ (1,011,073)	

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

**MOUNT KNOWLEDGE HOLDINGS, INC.****CONSOLIDATED STATEMENT OF CASH FLOWS**

(Stated in US dollars)

	<b>SUCCESSOR COMPANY</b>		<b>PREDECESSOR COMPANY</b>
	<b>YEAR ENDED DECEMBER</b>	<b>ONE DAY</b>	<b>PERIOD ENDED</b>
	<b>31, 2011</b>	<b>PERIOD ENDED</b>	<b>JANUARY 1, 2010</b>
		<b>DECEMBER 31,</b>	<b>TO DECEMBER 30,</b>
		<b>2010</b>	<b>2010</b>
<b>Cash Flows from Operating Activities:</b>			
Net loss	\$ (3,372,464)	\$ -	\$ (101,933)
Adjustments to reconcile net loss to net cash used in operating activities:			
Depreciation expense	9,281	-	7,862
Loss on goodwill impairment	375,292	-	-
Shares issued for consulting service provided	1,034,797	-	24,428
Stock-based compensation	96,000	-	-
Loss from disposal of subsidiary	2,992	-	-
Changes in operating assets and liabilities:			-
Accounts receivable	180,740	-	(41,772)
Unbilled revenue	31,686	-	(107,385)
Other receivables	(123,903)	-	(464)
Prepaid expenses and other assets	2,741	-	(2,751)
Other assets	(10,000)	-	(11,838)
Accounts payable and accrued liabilities	256,104	-	23,301
Deferred revenue	(50,568)	-	(20,780)
Taxes payable	(24,178)	-	23,418
Other payable	79,293	-	101,902
Wages payable	-	-	36,990
Due to/from related parties	201,633	-	-
Net cash used in operating activities	(1,310,554)	-	(69,022)
<b>Cash Flows from Investing Activities:</b>			
Purchase of property and equipment	(6,171)	-	(21,731)
Advances/loans to related parties	-	-	(37,150)
Net proceeds from disposal of subsidiaries	(43,601)	-	-
Net cash used in investing activities	(49,772)	-	(58,881)
<b>Cash Flows from Financing Activities:</b>			
Repayment of note payable	(45,000)	-	-
Proceeds from related parties	72,163	-	155,286
Proceeds from share issuance to non-controlling shareholders	552,165	-	-

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Borrowing from note payable	550,000	-	-
Net cash provided by financing activities	1,129,328	-	155,286
Effect of exchange rate changes on cash	10,008	-	11,140
<b>Net change in cash and cash equivalents</b>	<b>(220,990)</b>	<b>-</b>	<b>38,523</b>
<b>Cash and cash equivalents at beginning of period</b>	<b>288,872</b>	<b>-</b>	<b>207,566</b>
Less: Cash and cash equivalents at end of period included in assets held for sale	(4,428)	-	-
<b>Cash and cash equivalents at end of period</b>	<b>\$ 63,454</b>	<b>\$ -</b>	<b>\$ 246,089</b>
<b>Supplemental disclosure of cash flow information:</b>			
Interest expense paid	\$ -	\$ -	\$ -
Income taxes paid	-	-	14,617
<b>Non-cash Investing and Financing Activities:</b>			
Common stock of subsidiary issued for settlement of notes payable	\$ 774,354	\$ -	\$ -
Promissory note issued to settle other payable	\$ -	\$ 65,776	\$ -

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

**MOUNT KNOWLEDGE HOLDINGS, INC.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**DECEMBER 31, 2011**

**NOTE 1 - BUSINESS, BASIS OF PRESENTATION AND SIGNIFICANT ACCOUNTING POLICIES**

*Organization*

Mount Knowledge Holdings, Inc. ( MKHD , or the Company , or Successor Company ) was incorporated as Auro Capital Corp. under the laws of the State of Nevada on March 16, 2006. On January 25, 2010, the Company filed an amendment and restatement to the Articles of Incorporation of the Company with the State of Nevada, which were approved by the Board of Directors on October 20, 2009 by written consent in lieu of a special meeting in accordance with the Nevada corporation law, changing its name to Mount Knowledge Holdings, Inc. and increasing the number of authorized common and preferred shares.

The Company began as an exploration stage company engaged in the acquisition and exploration of mineral properties. On January 23, 2009, the Company decided to abandon its mineral claim due to unsuccessful explorations to date and inability to attract investment capital to proceed with further exploration on the claim.

On July 27, 2009, the Company changed its business purpose from a mining and exploration company to an educational software development and sales company offering innovative and proprietary learning software products and teaching services. The Company's principal executive offices are now in Novi, Michigan.

At December 31, 2011, the corporate structure of the Company, after the sale and disposition of certain operating subsidiaries during the fourth quarter of 2011, consisted of the following:

- (a) 100% ownership interest of Mount Knowledge Asia Ltd., Hong Kong ( MKA ); and
- (i) 100% ownership interest of The Language Key Training Ltd., Hong Kong ( LKTR ).
- (b) 60.62% ownership interest of MTK USA.

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On December 30, 2011, the Company disposed its 49.00% ownership interest in Mount Knowledge Technologies Inc., a Canadian corporation ( MTK TECH ), pursuant to a Separation and Settlement Agreement dated December 30, 2011 between the Company and Ucandu Learning Centres Inc. and Mr. Erwin Sniedzins, the Company's former Chairman.

On October 24, 2011, MKA sold 100% ownership interest of Language Key Asia Ltd., Hong Kong ( LKA ) and all of its subsidiaries, except for LKTR. Prior to the sale on October 24, 2011, the corporate structure of LKA consisted of the following:

(a) 100% ownership interest of Mount Knowledge Asia Ltd., Hong Kong ( MKA );

(i)

100% ownership interest of LKA;

(1)

100% ownership interest of Language Key Corporate Training Solutions Ltd., Hong Kong ( LKCTS );

(a)

100% ownership interest of LKTR; and

(b)

100% ownership interest of Language Key China Ltd., China WOFE ( LKCH )

(2)

100% ownership interest of LKPUB.

(b) 66.47% ownership interest of MTK USA

(c) 49.00% ownership interest of MTK TECH



### *Basis of Presentation*

On December 31, 2010, the Company changed its fiscal year end from October 31 to December 31.

The consolidated financial statements as of and for the year ended December 31, 2011 reflect all adjustments, which in the opinion of management, are necessary to fairly state the Company's financial position and the results of its operations for the periods presented.

The accompanying consolidated financial statements have been prepared in accordance with U.S. generally accepted accounting principles ( US GAAP ). The Company's functional currency is US dollar. The LK Group's functional currencies are the Chinese Renminbi ( RMB¥ ) and Hong Kong dollar ( HKD\$ ); however the accompanying consolidated financial statements have been translated and presented in United States Dollars ( USD\$ ).

The financial statements have, in management's opinion, been properly prepared within reasonable limits of materiality and within the framework of the significant accounting policies summarized below:

### *Consolidation*

The accompanying consolidated financial statements include the accounts of the Company and its subsidiaries. Intercompany balances and transactions have been eliminated in preparing the accompanying consolidated financial statements.

Language Key Asia Ltd. is deemed as the Predecessor and Mount Knowledge Holdings, Inc. is the Successor for the purpose of financial reporting in accordance with SEC rules.

### *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, disclosure of

contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting year. Because of the use of estimates inherent in the financial reporting process, actual results may differ from the estimates.

### *Assets Held for Sale*

The Company considers assets to be assets held for sale when all of the following criteria are met:

- .
- management commits to a plan to sell the assets;
- .
- it is unlikely that the disposal plan will be significantly modified or discontinued;
- .
- the assets are available for immediate sale in their present condition;
- .
- actions required to complete the sale of the property have been initiated;
- .
- sale of the property is probable and the completed sale is expected to occur within one year; and
- .
- the assets are actively being marketed for sale at a price that is reasonable given its current market value.

Upon designation as an asset held for sale, the Company records the carrying value of each disposal group at the lower of its carrying value or its estimated fair value, less estimated costs to sell, and we cease depreciation.

### *Financial Instruments and Concentration of Risk*

The fair value of financial instruments, which consist of cash, accounts payable and accrued liabilities and loans payable, were estimated to approximate their carrying values due to the immediate or relatively short maturity of these instruments. Unless otherwise noted, it is management's opinion that this Company is not exposed to significant interest or credit risks arising from these financial instruments.



*Basic and Diluted Loss per Share*

In accordance with the Accounting Standards Codification (ASC) subtopic 260-10 (formerly SFAS No. 128 Earnings Per Share ), the basic loss per common share is computed by dividing net loss available to common stockholders by the weighted average number of common shares outstanding. Diluted loss per common share is computed similar to basic loss per common share except that the denominator is increased to include the number of additional common shares that would have been outstanding if the potential common shares had been issued and if the additional common shares were dilutive. At December 31, 2011 and 2010, the Company had no stock equivalents that were anti-dilutive and excluded in the earnings per share computation.

*Foreign Currency Translation*

Mount Knowledge Holdings, Inc.'s functional currency is the U.S. dollar.

While Language Key Asia Ltd. presents its consolidated financial results and accompanying notes in U.S. dollar terms, its functional currency for its operations in The People's Republic of China ( PRC ) is the Chinese Renminbi, and its functional currency for its operations in Hong Kong is the Hong Kong dollar.

Transactions in Renminbi and Hong Kong dollars are translated into U.S. dollars as follows:

- i) monetary items at the exchange rate prevailing at the balance sheet date;
- ii) non-monetary items at the historical exchange rate;
- iii) revenue and expense at the average rate in effect during the applicable accounting period.

Translation adjustments resulting from this process are recorded in Stockholders' Equity as a component of Accumulated Other Comprehensive Income (Loss). Gains and losses arising on translation or settlement of foreign currency denominated transactions or balances are recorded in the Statement of Operations.

The exchange rates used for foreign currency translation were as follows (USD\$1 = RMB):

<u>Period Covered</u>	<u>Balance Sheet Date Rates</u>	<u>Average Rates</u>
Year ended December 31, 2011	6.3654	6.4725
Year ended December 31, 2010	6.6120	6.7595

The exchange rates used for foreign currency translation were as follows (USD\$1 = HKD):

<u>Period Covered</u>	<u>Balance Sheet Date Rates</u>	<u>Average Rates</u>
Year ended December 31, 2011	7.8000	7.8000
Year ended December 31, 2010	7.8000	7.8000

*Cash and Cash Equivalents*

Cash is comprised of cash on hand and demand deposits. Cash equivalents include short-term highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of change in value.

*Accounts Receivable*

The Company records an Account Receivable when it issues an invoice for a particular training contract. Accounts Receivable is reduced by the collection of payments from clients for such invoices. Invoices issued prior to the start of a training course, and therefore in advance of the recognition of any revenue associated with that training course, are classified on the Company's balance sheet as Deferred Revenues. The Company currently does not maintain an Allowance for Doubtful Accounts due to its good collections history with its clients.

*Property and Equipment*

Property and equipment are stated at historical cost less accumulated depreciation. Depreciation on property and equipment is calculated on the straight-line method over the estimated useful lives of the assets as set out below:

	<b>Residual Value</b>	<b>Estimated Useful Life</b>
Office furniture and equipment	5%	5 years
Vehicles	5%	5 years

*Investment in Unconsolidated Subsidiary*

The Company has investments in certain subsidiary of which the Company does not have a majority-ownership interest that do not require consolidation. The investment is accounted for under the equity method.

*Income Taxes*

The Company has adopted the ASC subtopic 740-10. ASC 740-10 requires the use of the asset and liability method of accounting of income taxes. Under the asset and liability method of ASC 740-10, deferred tax assets and liabilities are recognized for the future tax consequences attributable to temporary differences between the financial statements carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled.

The Company provides deferred taxes for the estimated future tax effects attributable to temporary differences and carry forwards when realization is more likely than not. If it is more likely than not that some portion or all of a deferred tax asset will not be realized, a valuation allowance is recognized.

### *Goodwill*

Goodwill represents the excess of purchase price and the estimated fair value of the identifiable assets acquired and liabilities assumed. In accordance with ASC 350, *Intangibles – Goodwill and Other*, goodwill is reviewed for impairment annually in the fourth quarter of each of its fiscal year or more frequently if facts and circumstances warrant a review. The provisions of ASC 350 require that a two-step test be performed to assess goodwill for impairment. First, the fair value of each reporting unit is compared to its carrying value. If the fair value exceeds the carrying value, goodwill is not impaired and no further testing is performed. The second step is performed if the carrying value exceeds the fair value. The implied fair value of the reporting unit's goodwill must be determined and compared to the carrying value of the goodwill. If the carrying value of a reporting unit's goodwill exceeds its implied fair value, an impairment loss equal to the difference will be recorded.

### *Comprehensive Income*

The Company has adopted ASC220, *Reporting Comprehensive Income*, which establishes standards for reporting and displaying comprehensive income, its components, and accumulated balances in a full-set of general-purpose financial statements. The Company's accumulated other comprehensive income represents the accumulated balance of foreign currency translation adjustments.

### *Share-based Payments*

The Company accounts for share-based payments in accordance with the authoritative guidance issued by the FASB on stock compensation, which establishes the accounting for transactions in which an entity exchanges its equity instruments for goods or services. Under the provisions of the authoritative guidance, share-based compensation expense is measured at the grant date, based on the fair value of the award, and is recognized as an expense over the requisite employee service period (generally the vesting period). The Company estimates the fair value of share-based payments using the Black-Scholes option-pricing model. Additionally, share-based awards to non-employees are expensed over the period in which the related services are rendered at their fair value.

### *Revenue Recognition*

The Company and its subsidiaries recognize revenues from training sales equally over the duration of training contracts. Revenues recognized for training courses that commence prior to an invoice being issued are classified on the Company's balance sheet as unbilled revenues.

### *Related parties*

A party is considered to be related to the Company if the party directly or indirectly or through one or more intermediaries, controls, is controlled by, or is under common control with the Company. Related parties also include principal owners of the Company, its management, members of the immediate families of principal owners of the Company and its management and other parties with which the Company may deal if one party controls or can significantly influence the management or operating policies of the other to an extent that one of the transacting parties might be prevented from fully pursuing its own separate interests. A party which can significantly influence the management or operating policies of the transacting parties or if it has an ownership interest in one of the transacting parties and can significantly influence the other to an extent that one or more of the transacting parties might be prevented from fully pursuing its own separate interests is also a related party.

### *Recently Issued Accounting Pronouncements*

The Company does not expect the adoption of any recently issued accounting pronouncements to have a significant impact on its financial position, results of operations or cash flows.



*Reclassifications*

Certain amounts in the consolidated financial statements for the prior year have been reclassified to conform to the presentation of the current period for the comparative purposes.

**NOTE 2 - GOING CONCERN**

The accompanying consolidated financial statements have been prepared assuming the Company will continue as a going concern. As shown in the accompanying financial statements, the Company incurred net loss of \$3,372,464 for the year ended December 31, 2011. In addition, the Company had a working capital deficit of \$1,011,563 and accumulated deficit of 7,349,728 as of December 31, 2011. These conditions raise substantial doubt as to the Company's ability to continue as a going concern.

The ability of the Company to continue as a going concern is dependent upon its ability to obtain financing and become successful in marketing products under the license agreement described above. Management has plans to seek additional capital through debt, and private and public offerings of its common stock. The financial statements do not include any adjustments relating to the recoverability and classification of recorded assets, or the amounts of and classification of liabilities that might be necessary in the event the Company cannot continue in existence.

**NOTE 3 ACQUISITIONS**

(a)

Language Key Asia Ltd. ( LKA )

On December 31, 2010, MKHD announced an agreement on the terms of the acquisition of all of the Ordinary A stock of LKA, being 325,710 shares, by Mount Knowledge Asia Ltd. for cash of \$66,960 and 1,800,000 common shares of MKHD at a fair value of \$0.20 per share, based on the closing price of MKHD's common stock at December 31, 2010.

The acquisition valued the entire issued share capital of LKA at \$426,960. As a result of the acquisition, LKA became a wholly owned subsidiary of MKA. The Acquisition closed on December 31, 2010.

The acquisition of LKA was accounted for as a business combination under ASC 805, *Business Combinations*, using the acquisition method. Accordingly, the results of LKA have been included in the Company's consolidated financial statements since the date of acquisition. The components of the consideration paid are shown below.

The purchase price of \$426,960 was allocated based upon the fair value of the assets acquired and liabilities assumed at the date of acquisition using available information and certain assumptions management believed reasonable. The following table summarizes the allocation of the purchase price:

Assets Acquired	
Cash	\$ 246,089
Accounts receivable	199,287
Unbilled revenue	188,785
Due from related parties	41,907
Other current assets	25,475
Property, equipment and other assets	67,304
	768,847
Liabilities Assumed	
Deferred revenue	(203,970)
Accrued liabilities	(32,910)
Due to related parties	(233,697)

Other current liabilities	(246,602)
	(717,179)
Net Assets acquired	51,668
Consideration paid	
Cash	66,960
1,800,000 common shares @ fair value of \$0.20	360,000
	426,960
Goodwill Acquired	375,292

The acquisition resulted in allocations of the purchase price to goodwill of \$375,292. Goodwill represents the excess of the purchase price over the net identifiable tangible and intangible assets acquired. The Company determined that the acquisition of LKA resulted in the recognition of goodwill primarily because the acquisition is expected to help LKA to reach critical mass and shorten the timeframe to its long term financial and strategic objectives through geographic and training product expansion, as well as through the development, launch, and ongoing support of ECO-Learning.

The goodwill is subject to review for impairment as indicators of impairment develop and otherwise at least annually.

The Company assumed certain liabilities in the acquisition including deferred revenue that was ascribed a fair value of \$203,970 using a cost-plus profit approach. The Company is amortizing deferred revenue over the remaining term of the contracts, which reflects the estimated period to satisfy these contract obligations.

(b)

Mount Knowledge USA, Inc.

On December 31, 2010, the Company entered into a Definitive Agreement with Mount Knowledge USA, Inc. and Birch First Advisors, LLC pursuant to which the Company acquired 11,166,690 shares of common of Mount Knowledge USA, Inc. and 8,888,888 shares of Series A Convertible Preferred stock. In exchange for the Mount Knowledge USA, Inc. securities, the Company issued 11,166,690 shares of its common stock and 8,888,888 shares of its Series A Convertible Preferred Stock. As a result, the Company owns 54.34% of the outstanding shares of Mount Knowledge USA, Inc. common stock and 100% of the outstanding shares Mount Knowledge USA, Inc. Series A Preferred Stock. The combined balance sheets as of December 31, 2010 are presented under the "as if pooling-of-interest method" of accounting, as the entities are under common control, giving effect to the merger with the Subsidiary, as if it had occurred since inception.

#### **NOTE 4 - INVESTMENTS IN UNCONSOLIDATED SUBSIDIARIES**

On December 16, 2010, the Company acquired 49% of the ownership interest in Mount Knowledge Technologies Inc. (formerly known as 1827281 Ontario Inc.) formed on June 16, 2010 as a technology development company to oversee new technological advancements of the Company's Intellectual Property acquired on December 29, 2010. Ucandu Learning Centres Inc (Ucandu), a company owned by Erwin Sniedzins, the Company's chairman and director, owns the remaining 51% of Mount Knowledge Technologies Inc. The ownership structure of Mount Knowledge Technologies Inc. enables it to seek small business development incentive programs and other private and public research initiatives available in Canada. The investment in Mount Knowledge Technologies Inc. is recorded by the Company using the equity method of accounting.

Subsequently, on December 28, 2010, the Company entered into a five-year Option Agreement with Ucandu to purchase the remaining 510,000 shares of common stock of MTK Tech (51%) for an exercise price of 100,000 shares of the Company's common stock, at the Company's discretion. As of April 15, 2011, the Company had not exercised the Option with Ucandu.

#### **NOTE 5 NOTES PAYABLE**

(a) During the second half of the year ended December 31, 2011, the Company entered into one (1) securities purchase agreement (the Securities Purchase Agreement ) with one party, and seven (7) separate joinder agreements adjoining each other party to the original Securities Purchase Agreement (collectively, referred to as the Lenders ), pursuant to which the Company issued a total of eight (8) separate promissory notes in principal amounts totaling \$450,000. The notes mature one year from the closing date and accrue interest at a rate of 15% per annum on the unpaid and unconverted principal amount and such interest is payable on the maturity date. Amounts outstanding under the notes are convertible, in whole or in part, into shares of the Company's common stock at the option of the holder thereof at any time and from time to time, at a conversion price of \$0.15 per share. Subject to certain exceptions, payments due under the notes rank senior to all other indebtedness of the Company and its subsidiaries.

Under the terms of the purchase agreement, the holder of the notes is entitled to certain piggy back registration rights if at any time after the closing date the Company proposes to file a registration statement under the Securities Act of 1933, as amended (the Securities Act ), with respect to an offering of its equity securities or securities or other obligations exercisable, exchangeable for, or convertible into its equity securities.

Subsequent to December 31, 2011, on January 11, 2012, the Company executed a subsequent joinder agreement with one of the prior Lenders, in which the Company issued a promissory note in the principal amount of \$100,000, bearing interest at a rate of 15% per annum.

On November 30, 2012, the parties executed a forbearance agreement to forbear any legal action on the existing default of the promissory notes until December 31, 2013. The Company expects the repayment or conversion of the notes on or before the expiration of the forbearance period.

(b) In August 2011, a subsidiary of Language Key Asia Ltd. ( LKA ) in China had a loan payable of \$55,000 to a non-related party of the Company. The China subsidiary received the funds from that company for operational cash flow purposes. The loan payable is no longer a contingent liability of the Company, pursuant to the sale of LKA on October 24, 2011.

(c) During 2010, the Company received loans totaling \$869,354 from third parties. On December 31, 2010, these advances were converted to notes payable, which are unsecured, bear interest at 5% per annum beginning December 31, 2010 and mature in 2012. In March 2011, \$719,354 of these advances was converted into 4,795,694 common shares of MTK USA with a total remaining balance of \$150,000 in Notes Payable. As of December 31, 2011, the remaining notes payables balance in MTK USA was \$150,000. On June 18, 2012, the remaining \$150,000 in Notes Payable was converted into 4,237,640 common shares of MTK USA.

(d) On December 31, 2010, LKA executed a promissory note in the principal amount of \$65,776 in favor of Foxglove International Enterprises Ltd. ( Foxglove ) in satisfaction of certain royalty payments owed by LKTR to Foxglove for fiscal years 2008 and 2009.

This note bears no interest, and is to be repaid in 12 monthly installments. As of September 30, 2011, the balance of the promissory note was \$34,648. The note payable is no longer a liability of the Company pursuant to the sale of LKA on October 24, 2011.

## **NOTE 6 - RELATED PARTY TRANSACTIONS**

Related party transactions were in the normal course of operations and were measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

During 2011 and 2010, the related parties consisted of the following:

- (1) The Language Key China Ltd. Guangzhou ( LKGZ ), branch office of LKA 's China subsidiary that was incorporated in December 2010 but whose bank accounts were opened in January 2011;
- (2) Mr. Jeff Tennenbaum, former CFO of LKA;
- (3) Birch First Advisors, LLC, an affiliate and consultant to the Company;
- (4) Birch First Global Investments, Inc., an affiliate to the Company;
- (5) Practical Business Advisors, LLC, a company controlled by Daniel A. Carr, the Company 's former President, CEO, Treasurer, and Director;
- (6) The Language Key China Ltd. Shanghai.
- (7) The Language Key Asia Ltd.

(8) The Language Key Publishing Ltd.

Due from related parties consists of the following:

	<u>2011</u>	<u>December 31</u>	<u>2010</u>
The Language Key China Ltd. Shanghai	67,619		-
The Language Key Asia Ltd.	4,676		-
The Language Key Publishing Ltd.	1,340		-
The Language Key China Ltd. Guangzhou	11,816		36,915
Birch First Advisors, LLC	-		41,573
Less: Due From Related Parties Included In Assets Held For Sale	(85,451)		(36,915)
Total Due From Related Parties	-		41,573

At December 31, 2010, the amounts Due from Related Parties included funds due from LKCH's Guangzhou branch, which, while it was incorporated in December 2010, did not have opened bank accounts until January 2011. The amounts due from the Guangzhou branch are eliminated in LKCH, and therefore within LKA's consolidated financial statements. The balance for due from related parties was from Language Key Training Ltd. and is included in assets held for sale.

At December 31, 2010, Birch First Advisors, LLC, controlled by a shareholder of Mount Knowledge USA, Inc., providing management and advisory services held prepaid expenses from the Company in the amount of \$41,573. These expense advances are non-interest bearing and are settled through issuance of shares of 75,000 on December 30, 2011.

Due to related party consists of the following:

	<u>2011</u>	<u>December 31</u>	<u>2010</u>
Practical Business Advisors, LLC	1,000		16,840
Mr. Jeff Tennenbaum	6,526		8,697
Birch First Global Investments, Inc.	176,900		-
Less: Due To Related Parties Included In Liabilities Held For Sale	(6,526)		(8,697)
Total Due To Related Parties	177,900		16,840



As at December 31, 2011, the payable to Birch First Global Investments, Inc. totaled \$176,900. This represented a payable for loans to the Company provided by an affiliate of the Company. And the due to Practical Business Advisors, LLC represents a cash advance from the related party for the amount of \$1,000.

Accounts payable to Practical Business Advisors, LLC totaling \$1,000 and \$16,840 as of December 31, 2011 and 2010, respectively. These represented payables for services provided by an entity controlled by the Company's president.

**NOTE 7 STOCKHOLDERS EQUITY (DEFICIT)**

*Authorized Shares*

As of December 31, 2011 and December 31, 2010, the Company's authorized shares consisted of the following:

100,000,000 preferred shares with 50,000,000 designated as Series A convertible, par value \$0.0001  
200,000,000 common shares, par value \$0.0001

*Common Stock Mount Knowledge Holdings Inc.*

(a) On December 30, 2011, the Company entered into a separation and settlement agreement with four related parties who had previously entered into independent contractor agreements for services. The Company issued a total of 325,000 shares of restricted common stock to these parties as settlement of \$204,000 owing for services. The related warrant purchase agreements for a total share of 3,600,000 that had been in effect were extinguished and cancelled.

(b) On October 31, 2011, the Company issued a total of 62,500 shares of restricted common stock of the Company to four separate related parties for services rendered to the Company by Source Capital Group Inc. The fair value of the services received during this period was calculated as the market price (\$0.06) at the date of grant and the date service is provided with a total value of \$3,750.

(c) On September 12, 2011, the Company issued a total of 4,400,000 shares of restricted common stock for services rendered by a contractor to the Company pursuant to the executed consulting agreement dated August 11, 2010. The fair market value of the services received during this period was calculated as the market price at the date of completion for a total value of \$616,000 (\$0.14 per share).

(d) On September 12, 2011, the Company issued a total of 25,000 shares of restricted common stock for services rendered by a contractor to the Company pursuant to an executed consulting agreement. The fair value of the services received during this period was calculated as the market price at the date of grant and the date service is provided with a total value of \$3,500.

(e) On July 29, 2011, the Company issued a total of 750,000 shares of restricted common stock of the Company to three separate contractors of the Company, a total of 250,000 shares to Birch First Advisors, LLC, an entity controlled by an affiliate of the Company, a total of 250,000 share to Practical Business Advisors, LLC, an entity controlled by Daniel A. Carr, President, the former Chief Executive Officer and Director of the Company, and a total of 250,000 shares to Simon G. Arnison, the former Chief Technology Officer, Secretary and Director of the Company, pursuant to three separate independent contractors agreements entered into on July 31, 2011. The fair value of the services to be received by the Company during the aforementioned period pertaining to the share compensation was calculated at the market price of the Company's publicly traded shares on the date of execution of each agreement, for a total value of \$67,500, based on a per share market price of \$0.09.

(f) On June 30, 2011, the Company exchanged 4,795,694 shares of restricted common stock of the Company for 4,795,694 shares of restricted common stock of MTK USA held by Blue Fire Consulting Group Ltd., including a sixty month warrant for the purchase of 1,198,924 shares of restricted stock of the Company at \$.50 per share pursuant to a Securities Purchase Agreement entered into on June 30, 2011.

(g) On June 30, 2011, the Company exchanged 1,433,333 shares of restricted common stock of the Company for 1,433,333 shares of restricted common stock of MTK USA held by Uptick 20 S.A., including a sixty month warrant for the purchase of 358,333 shares of restricted stock of the Company at \$.50 per share pursuant to a Securities Purchase Agreement entered into on June 30, 2011.

(h) During the first quarter of 2011, the Company issued a total of 241,380 shares of restricted common stock for services rendered by a contractor to the Company pursuant to an executed consulting agreement. The fair value of the services received during this period was calculated as the market price at the date of grant and the date service is provided with a total value of \$63,276.

(i) On December 31, 2010, the Company agreed to issue to LKA and/or its assigns during 2011 a total of 480,000 shares of the common stock of the Company, subject to a 12 month sale restriction from the date of issuance, for the purpose of providing certain employee stock incentives (signing bonus) for key management personnel of LKA. The grant date fair value in March 2011 was \$96,000. The fair value was determined based on the quoted price of the Company's stock on the grant date.

(j) On December 31, 2010, the Company acquired a 54.34% interest in Mount Knowledge USA, Inc. by entering into a share exchange agreement pursuant to which the Company acquired 8,888,888 shares of series A convertible preferred stock of Mount Knowledge USA, Inc. and 11,166,690 shares of common stock of Mount Knowledge USA, Inc. In exchange for the Mount Knowledge USA securities, the Company issued 8,888,888 shares of its series A convertible preferred stock and 11,166,690 shares of its common stock.

(k) On December 31, 2010, the Company acquired 325,710 of the ordinary shares (100%) of Language Key Asia Ltd. (LKA), a company incorporated in Hong Kong on October 13, 2010. Consideration comprised 1,800,000 shares of common stock of the Company.

*Common Stock - Mount Knowledge USA Inc.*

Year ended December 31, 2011

(a) On November 14, 2011, MTK USA issued the following shares of its common stock:

(i) 12,500,000 shares to Access Alternative Group S.A as settlement of outstanding compensation for services rendered, recorded at fair value of \$240,000;

(ii) 11,137,640 shares to Access Alternative Group S.A. as settlement of a loan for \$55,000; and

(iii) 2,541,667 shares to seven separate contractors of MTK USA, of which 100,000 shares were issued to Birch First Advisors, LLC, an entity controlled by an affiliate of the Company, 100,000 shares were issued to Practical Business Advisors, LLC, an entity controlled by Daniel A. Carr, former President, Chief Executive Officer and Director of the Company, and the balance of 2,541,667 shares to non-related parties for contracted services to MTK USA. These shares were recorded at fair value of \$31,771,

(b) During the three months ended June 30, 2011, MTK USA issued the following shares of its common stock:

(i) 1,069,999 shares at a value of \$0.15 per share to four individual investors for cash proceeds of \$160,500; and

(ii) 300,000 shares, at a value of \$0.15 per share to three independent contractors for services rendered totaling \$45,000.

(c) During the three months ended March 31, 2011, MTK USA issued the following shares of its common stock:

(i) 2,611,667 shares, at a value of \$0.15 per share to nine individual investors for cash proceeds of \$391,750; and

(ii) MTK USA converted \$719,354 of note payable owed to Blue Fire Consulting Group into 4,795,694 common shares of MTK USA.

All shares issued were recorded by the Company as an addition to non-controlling interest.

*Share Purchase Warrants*

Year ended December 31, 2011

During 2011 the Company granted the following warrants to purchase common stock of the Company:

(a) On July 29, 2011, the Company granted a cashless warrants for the total purchase of 3,600,000 shares of restricted stock of the Company with an exercise price of \$0.20; a total of 1,200,000 shares to Birch First Advisors, LLC, a total of 1,200,000 shares to Practical Business Advisors, LLC, and 1,200,000 shares to Simon G. Arnison, respectively, pursuant to three separate warrant stock purchase agreements entered into on July 31, 2011. The terms of each warrant agreement is based on a vesting period of three years, with 400,000 shares exercisable each year provided that each respective contractor, separately, is still engaged with the Company. The shares granted in each warrant were subject to a vesting and distribution schedule on a pro-rata basis, in the event of early termination by either Contractor or Company. Subsequently, the warrants granted by the Company were cancelled (unvested) as of December 30, 2011, pursuant to terms and conditions of three (3) separation and settlement agreements between the Company and each of the parties represented herein above. No expenses related to these warrants were recorded for the year ended December 31, 2011.

(b) On June 30, 2011, a total of 1,577,257 warrants with an exercise price of \$0.50 per share were issued by the Company pursuant to 2 separately executed Securities Purchase Agreements entered into on June 30, 2011 (1,198,924 and 358,333 shares respectively).

Year Ended December 31, 2010

On January 21, 2010, the Company issued warrants for the purchase of 8,888,888 shares of common stock of the Company at \$0.0001 per share to a company controlled by the Company's founder and present Chairman and director for the acquisition of a software license agreement. The warrants vest two years from the date of grant and expire on January 12, 2013. The fair value of the warrants was determined to be zero as the companies are under common control and there was not cost basis in the software license agreement that was transferred. In December 2010, the software license agreement and the 8,888,888 common stock warrants were cancelled.

On January 21, 2010, the Company issued an aggregate of 24,000,000 common stock warrants to certain stockholders of the Company. 12,000,000 of the warrants are exercisable at \$0.15 per share and 12,000,000 are exercisable at \$0.20 per share. The warrants vest immediately and expire January 21, 2013. The fair value of the warrants was determined to be \$57,180 and was recorded as a cost of raising capital with no net impact of total equity.

The fair value of the warrants was determined using the Black-Scholes option pricing model. The significant assumptions used in the model include the following:

- Expected dividend yield - 0%
- Estimated share price volatility - 120%
- Risk-free interest rate - 1.41%
- Expected life of warrants - 3 years

On December 27, 2010, the Company entered into an agreement to cancel the 8,888,888 common stock warrants and the associated software license agreement.

A summary of the common stock warrant activity for the years ended December 31, 2011 and 2010 is as follows:

	<b>Number of Shares</b>	<b>Weighted Average Exercise Price</b>
Balance at December 31, 2009	-	\$ -
Granted January 21, 2010	8,888,888	0.0001
Granted January 21, 2010	12,000,000	0.15
Granted January 21, 2010	12,000,000	0.20
Cancelled December 2010	(8,888,888)	0.0001
Balance at December 31, 2010	24,000,000	0.18
Granted June 30, 2011	1,198,924	0.50
Granted June 30, 2011	358,333	0.50
Granted July 29, 2011	3,600,000	0.20
Cancelled December 30, 2011	(3,600,000)	(0.20)
	25,557,257	\$ 0.19

The range of exercise prices and the weighted average remaining life of the warrants outstanding at December 31, 2011 were \$0.15 to \$0.50 and 1.27 years, respectively. The Company evaluated its warrants under ASC 815 for consideration of derivative treatment and determined they do not qualify to be accounted for as derivatives.

#### **NOTE 8 GOODWILL**

The carrying value of Goodwill as of December 31, 2010 is \$375,292, which is included in assets held for sale balance (see Note 9). This amount represents the excess of the purchase price of acquisition of Language Key Asia Ltd. over the fair value of the identifiable assets acquired and liabilities assumed. The Company evaluates its goodwill for impairment on an annual basis, or whenever events or changes in circumstances indicate that the carrying value of a reporting unit may exceed its fair value.

During the fourth quarter in 2011, the Company sold Language Key Asia Ltd. ( LKA ) and all of its subsidiaries (the LK Subsidiaries ), except for The Language Key Training Ltd. ( LKTR ) to Software Sans Frontiere SA, a Belize corporation, for consideration representing the assumption of all of the liabilities of LKA and all of the LK Subsidiaries. The Company's management made the decision to sell LKA and the LK Subsidiaries due to ongoing losses and failed restructuring efforts as a result of the lack of available financing for Hong Kong and China based educational companies.



In connection with the sale, management also considered the possible impairment related to goodwill related to Language Key Asia Ltd. Because quoted market prices for the Company's reporting units are not available, management applied judgment in determining the estimated fair value of these reporting units for purposes of performing the goodwill impairment test. Management used all available information to make these fair value determinations, including the present values of expected future cash flows using discount rates commensurate with the risks involved in the assets. Based on management's analysis, the Company concluded that a non-cash impairment of the entire amount of recorded goodwill for the Language Key Asia Ltd. was required. This impairment loss of \$375,292 was included in Discontinued operations for the year ended December 31, 2011.

**NOTE 9 DISCONTINUED OPERATIONS**

## a) Disposal of HongKong Holding Company and Its Subsidiaries

On October 24, 2011, Mount Knowledge Asia sold Language Key Asia ( LKA ) and all of its subsidiaries (the LK Subsidiaries ), except for Language Key Training Ltd. ( LKTR ) to Software Sans Frontiere SA, a Belize corporation, for consideration representing the assumption of all of the liabilities of the LK Subsidiaries. Their historical operating results were reported as part of discontinued operations for all periods presented in the accompanying consolidated statement of operations. The net loss on disposal of subsidiaries was \$2,992, which was reported as part of discontinued operations for the year ended December 31, 2011. At December 31, 2010, the assets and liabilities of LKA were reclassified as assets and liabilities held for sale .

## b) Subsidiary To Be Sold

In February 2012, the Company sold Language Key Training Ltd., its Hong Kong subsidiary ( LKTR ) for a nominal cash consideration. At December 31, 2011, the assets and liabilities of LKTR were classified as assets and liabilities held for sale at the lower of their carrying value or fair value less cost to sell as they met criteria of held for sale. There have been no impairments related to LKTR. The results of operations of LKTR for all periods are separately reported as part of discontinued operations .

The carrying amounts of the major classes of assets and liabilities held for sale related to LKA and LKTR are as follows:

	<b>December 31, 2011</b>	<b>December 31, 2010</b>
Cash and equivalents	\$	\$
	4,428	246,089
Accounts and other receivables	2,426	199,287
Unbilled revenue	12,757	188,785

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Corporate tax recoverable	10,273	10,295
Other receivables	-	12,433
Prepaid expenses	-	2,747
Due from related parties	85,451	36,915
Property and equipment	13,113	37,019
Other assets	13,635	30,258
Goodwill	-	375,292
Total assets held for sale	\$	\$
	142,083	1,139,120

	<b>December 31, 2011</b>	<b>December 31, 2010</b>
Accrued liabilities	\$	\$
	33,307	32,910
Tax payable	-	60,997
Deferred revenue	-	203,970
Other payables	240,692	41,361
Due to related parties	6,526	8,697
Note payable	-	65,776
Wage payable	-	78,468
Total liabilities held for sale	\$	\$
	280,525	492,179



## **NOTE 10 INCOME TAXES**

### *United States*

The Company incorporated in United States, and is subject to tax on income or capital gain under the current laws of the United States.

Taxation in the income statement represents the provision for US profits tax for the period. US profits tax is calculated at 34% of the estimated assessable profit for the tax period.

Prior to the acquisitions of MKT USA and Language Key Asia Ltd, the Company had minimal operations and generated no revenue. Consequently, the Company incurred net operating losses through December 31, 2011.

### *Hong Kong*

The Company's subsidiary, LKA is incorporated in Hong Kong, and is subject to tax on income or capital gain under the current laws of the Hong Kong. LKA's subsidiaries are subject to income tax as described below.

Taxation in the income statement represents the provision for Hong Kong profits tax for the period. Hong Kong profits tax is calculated at 16.5% of the estimated assessable profit for the period.

The charge for current income tax is based on the results for the period as adjusted for items that are non-assessable or disallowed. Income tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax is provided, using the liability method, on all temporary differences at the end of the reporting period between the tax bases of assets and liabilities and their carrying amounts in the financial statements. However, if the deferred tax arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither the accounting profit nor taxable profit or loss, it is not accounted for.

The deferred tax liabilities and assets are measured at the tax rates that are expected to apply to the period when the asset is recovered or the liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted at the end of the reporting period. Deferred tax assets are recognized to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences, tax losses and credits can be utilized.

*The People's Republic of China (PRC)*

Beginning January 1, 2008, the new Enterprise Income Tax ( EIT ) law has replaced the old laws for Domestic Enterprises ( DES ) and Foreign Invested Enterprises ( FIEs ). The new standard EIT rate of 25% replaces the 33% rate applicable to both DES and FIEs.

The new EIT Law also imposes a withholding income tax of 10% on dividends distributed by a foreign invested enterprise to its immediate holding company outside of China, if such immediate holding company is considered as a non-resident enterprise without any establishment or place within China or if the received dividends have no connection with the establishment or place of such immediate holding company within China, unless such immediate holding company's jurisdiction of incorporation has a tax treaty with China that provides for a different withholding arrangement. Such withholding income tax was exempted under the previous income tax regulations.

LKA's subsidiary, The Language Key China Ltd., as an enterprise established in Shanghai, PRC, was entitled to a preferential enterprise tax rate of 18% prevailing in Pudong Economic Zone for all years before 2008, and the following preferential rates started on January 1, 2008:

<b>Year</b>	<b>Tax Rate</b>
2008	18%
2009	20%
2010	22%
2011	24%
2012 and thereafter	25%

The income tax expense in the consolidated statements of operations consisted of:

	During the period			Predecessor Company
	Successor Company		2010.1-12	
	Year ended December 31, 2011	One day period ended December 31, 2011		
Hong Kong Enterprise Income Tax	\$ -	-	\$ -	
PRC Enterprise Income Tax	-	-	35,902	
<b>Income taxes, net</b>	\$ -	-	\$ 35,902	

A reconciliation between the income tax computed at the U.S. statutory rate and the Company's provision for income tax in Hong Kong is as follows:

Year	During the period		Predecessor Company
	Successor Company		
	One day period	Period form	

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	ended December 31, 2011	December 31,2010	2010.1-12
U.S Federal income tax statutory rate	34.0%	-	34.0%
U.S Federal income tax statutory rate	-34.0%	-	-34.0%
Hong Kong Statutory rate	16.5%	-	16.5%
Loss not subject to income tax	-16.5%	-	-16.5%
<b>Effective tax rate</b>	0.0%	-	0.0%



A reconciliation between the income tax computed at the U.S. statutory rate and the Company's provision for income tax in the PRC is as follows:

	Successor Year ended December 31,2011	Successor One day period ended December 31, 2011	Predecessor Period from January 1,2010 to December 30,2010
U.S. statutory rate	34.0%	-	34.0%
Foreign income not recognized in the U.S.	-34.0%	-	-34.0%
PRC preferential enterprise income tax rate	25.0%	-	25.0%
Tax holiday and relief granted to the Subsidiary	-1.0%	-	-3.0%
Loss not subject to income tax	-24.0%	-	14.0%
Other	0.0%	-	0.0%
Effective tax rate	0.0%	-	36.0%

Significant components of the Company's deferred income tax assets are as follows:

	Successor 2011	December 31, Successor 2010
Deferred tax assets	\$ 1,501,282	\$ 739,115
Valuation allowance	(1,501,282)	(739,115)
<b>Net deferred tax assets</b>	<b>\$ -</b>	<b>\$ -</b>

*Accounting for Uncertainty in Income Taxes*

The Company adopted the provisions of Accounting for Uncertainty in Income Taxes on January 1, 2007. The provisions clarify the accounting for uncertainty in income taxes recognized in an enterprise's financial statements in accordance with the standard Accounting for Income Taxes, and prescribes a recognition threshold and measurement process for financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. The provisions of Accounting for Uncertainty in Income Taxes also provides guidance on derecognition, classification, interest and penalties, accounting in interim periods, disclosure and transition.

The Company may from time to time be assessed interest or penalties by major tax jurisdictions. In the event it receives an assessment for interest and/or penalties, it will be classified in the financial statements as tax expense.

Based on the Company's evaluation, the Company has concluded that there are no significant uncertain tax positions requiring recognition in its financial statements.

**NOTE 11. CONCENTRATION**

*Major Customers*

Predecessor Company

For the period from January 1, 2010 through December 30, 2010, LKA had one major customer which contributed 11.8% of its consolidated revenue.

**NOTE 12. OPERATION RISKS**

Lack of Insurance

The Company could be exposed to liabilities or other claims for which the Company would have no insurance protection. The Company does not currently maintain any business interruption insurance, products liability insurance, or any other comprehensive insurance policy except for property insurance policies with limited coverage. As a result, the Company may incur uninsured liabilities and losses as a result of the conduct of its business. There can be no guarantee that the Company will be able to obtain additional insurance coverage in the future, and even if it can obtain additional coverage, the Company may not carry sufficient insurance coverage to satisfy potential claims. Should uninsured losses occur, any purchasers of the Company's common stock could lose their entire investment.

Country Risk

The Company has significant operating risk in the PRC. The operating results of the Company may be adversely affected by changes in the political and social conditions in the PRC and by changes in Chinese government policies with respect to laws and regulations, anti-inflationary measures, currency conversion and remittance abroad, and rates and methods of taxation, among other things. The Company can give no assurance that those changes in political and other conditions will not result in have a material adverse effect upon the Company's business and financial condition.

*Exchange Risk*

The Company cannot guarantee the relative Renminbi, Hong Kong dollar, and U.S. dollar exchange rates will remain steady, therefore the Company could post the same profit for two comparable periods and post higher or lower profit depending on the relative movements in the price of these currencies. The exchange rate could fluctuate depending on changes in the political and economic environments without notice.

*Credit Risk*

Financial instruments which potentially subject the Company to concentrations of credit risk consist of cash and accounts receivable. A significant portion of the Company's cash balances are on deposit at financial institutions in the PRC, the currency of which is not free trading. Foreign exchange

transactions are required to be conducted through institutions authorized by the Chinese government and there is no guarantee that Chinese currency can be converted to U.S. or other currencies.

## NOTE 13 SUBSEQUENT EVENTS

(a) Bridge Financing - Promissory Notes Vukota Capital Management Inc.

### Promissory Notes

On January 11, 2012, the Company entered into a joinder agreement to the original Securities Purchase Agreement executed on September 14, 2011, pursuant to which the Company issued to Vukota Capital Management Inc., an Ontario, Canada company (the Lender ), a promissory note in the principal amount of \$100,000. The note matures one year from the closing date.

### Forbearance of Promissory Notes

On November 30, 2012, the Lender executed a Forbearance Agreement with the Company, in which the Lender agreed, that during the period commencing on the date of execution of the Agreement and ending on and including December 31, 2013 (the "Forbearance Period"), the Lender would not file suit or take any other action to foreclose on the collateral or file suit or take any other action to enforce its rights under the Securities Purchase Agreement dated as of September 14, 2012 (as amended, supplemented or otherwise modified from time to time, including Amendment No. 1 to Securities Purchase Agreement dated on or about November 8, 2011, collectively referred to as the "Securities Purchase Agreement"), and those certain promissory notes dated as of September 14, 2012, and on subsequent dates thereafter, (as amended, supplemented or otherwise modified from time to time, all of which were joined to the Securities Purchase Agreement with the effective date of September 14, 2012, by the execution of those certain Joinder Agreements to Securities Purchase Agreement, by each and every Lender, separately (as amended, supplemented or otherwise modified from time to time, the "Joinder Agreements,") and, together with that certain Stock Pledge Agreement dated as of September 14, 2012 (as amended, supplemented or otherwise modified from time to time). This limited forbearance does not extend to any other default or events of default under any other provision of the transaction documents or any of the other rights and remedies available to the Lender under the transaction documents.

Upon the earlier of (i) the occurrence of a forbearance default and (ii) the expiration of the Forbearance Period, the Lender s agreement to forbear shall automatically be deemed terminated and Lender shall be entitled to immediately and without notice exercise all of its rights and remedies under the credit agreements and all transaction documents.

(b) Sale of Subsidiary Language Key Training Ltd.

On February 24, 2012, the Company sold Language Key Training Ltd., its Hong Kong subsidiary ( LKTR ) to Software Sans Frontiere SA, a Belize corporation, for consideration representing the assumption of all of the liabilities of LKTR. The trademark and associated course training materials were returned to the original seller whose obligation was settled by the payment of \$15,000 prior to disposition.

The Company s management made the decision to sell the LKTR due to ongoing losses and failed restructuring efforts as a result of the lack of available financing for Hong Kong and China based educational companies.

(c) Award and Settlement of Employment Claim of Key Executive of Subsidiary

Award of Claim

On February 6, 2012, the Labour Tribunal of Hong Kong awarded Dirk Haddow ( Haddow ), a former director and officer of LKA, a judgment against LKA and LKTR in the sum of HKD \$1,135,245, regarding a salary claim. This obligation is no longer considered a contingent liability of the Company, pursuant to the settlement of claims described below.

## Settlement of Claims

On January 15, 2013, the Company, Mount Knowledge Asia, Ltd., and Hadow executed a Mutual Indemnification and Release Agreement in which all parties agreed to resolve all claims either Party may have against the other under, including but not limited to, any promises or commitments, verbal or written during the business dealing with each other prior to the date of this Agreement, and otherwise resolve their disputes on an amicable basis. The Release Agreement included the release of any and all contingent liabilities, whether acknowledged or denied, relating to: (a) the Company's corporate guarantee of Hadow's USD\$50,000.00 short-term note payable to Language Key Asia Ltd.'s China subsidiary, and/or (b) Hadow's salary claim judgment against LKA and LKTR in the sum of HK\$1,135,245.43.

### (d) Marketing Affiliate Agreement

On February 17, 2012, Mount Knowledge Asia Ltd. (MKA), a Hong Kong corporation and wholly owned subsidiary of the Company, entered into a Marketing Affiliate Agreement with Language Key Ltd., a Hong Kong corporation (LKL) non-related to the Company and/or any of its related companies, in which LKL agreed to market and sell licenses of an online software application referred to as ECO Learning (English Communications Online) developed and owned by the Company under certain terms and conditions.

### (e) Settlements of Company Subsidiary

On February 17, 2012, LKTR executed a Separation and Settlement Agreement with Foxglove International Enterprises Ltd., a BVI company, to settle a promissory note in the face value amount of \$65,776, for the safe return and the release the language trademarks and acknowledgement of copyright of training content and transfer of ownership and right of use.

### (f) Share Exchange Agreement - Shareholders of Mount Knowledge USA, Inc.

(i) On June 20, 2012, the Company closed on its offer to purchase 24,978,806 shares of common stock, par value \$0.0001 per share, of Mount Knowledge USA, Inc. from a total of 63 shareholders (collectively, referred to as the MTK USA Shareholders) of Mount Knowledge USA, Inc. (MTK USA), pursuant to the executed Securities Purchase Agreement, representing the 63 MTK Shareholders as a group, including separate Joinder Agreements, all individually executed with each participating MTK USA Shareholder, and collectively made a part thereof to the executed Securities Purchase Agreement.

In exchange for the MTK Securities, the Company issued 24,978,806 shares of its common stock, par value \$0.0001 per share, including, for every four shares of MTK USA securities sold to the Corporation, the MTK USA Shareholders were issued a warrant to purchase one share of the Corporation's common stock at an exercise price of \$0.50, in the aggregate amount of 6,244,702 shares of Company common stock, (together with the Company common shares and the Company warrant.

(ii) In addition, on June 20, 2012, the Company entered into two (2) separate Securities Purchase Agreements with Access Alternative Group S.A. ( Access ) and with Jensen International Inc. ( Jensen ), respectively; also shareholders of MTK USA, pursuant to which the Company acquired 45,500,000 and 4,237,640 MTK USA common shares of MTK USA Common Stock, in the aggregate amount of 49,737,640 shares.

In exchange for the MTK USA Securities, the Company issued 45,500,000 and 4,237,640 Company Common Shares of Company Common Stock to Access and Jensen, respectively, including, for every four shares of MTK USA Securities sold to the Corporation, Access and Jensen were issued a Company warrant to purchase one share of the Corporation's common stock at an exercise price of \$0.50, in the aggregate amount of 12,434,410 shares of Company common stock, together the Company Securities.

As a result of the all the transactions contemplated by the agreements referenced hereinabove, the Company owns 100% of the outstanding shares of MTK USA Common Stock, from the prior ownership of approximately 53%. As of December 28, 2012, the Company sold 100% of the ownership interest in MTK USA to Sans Software Frontiere S.A. ( SSF ), in exchange to SSF assuming any and all assets and liabilities of the MTK USA on the date of disposition.



(i) 2012 Sales of Unregistered Securities

On July 5, 2012, the Company completed a private offering of 2,500,000 shares of its common stock at a price of \$0.02 per share to a total of 3 purchasers, for total proceeds of \$50,000.

On October 04, 2012, the Company completed a private offering of 100,000 shares of its common stock at a price of \$0.02 per share with 1 purchaser, for total proceeds of \$2,000.

On December 04, 2012, the Company completed a private offering of a total of 5,000,000 shares of its common stock at a price of \$0.02 per share with 1 purchaser, for total proceeds of \$100,000.

On December 14, 2012, the Company completed a private offering of a total of 1,000,000 shares of its common stock at a price of \$0.02 per share with 1 purchaser, for total proceeds of \$20,000.

(j) Definitive Agreement to Purchase Forum Mobile-Israel Ltd.

8(i) Execution of Letter of Intent

On November 13, 2012, the Board of Directors of the Company approved the execution of a non-binding Letter of Intent to purchase 100% of the ownership interest of Forum Mobile-Israel Ltd. ( FM ), from Forum Mobile Inc., a Delaware company publicly-traded on the US Over-the-Counter Stock Exchange ( FRMB ) in a share exchange merger transaction.

As a condition of the Letter of Intent, both parties agreed to keep confidential certain terms and conditions of the pending transaction, contingent upon further negotiations and execution of a Definitive Agreement, to be executed on or before December 31, 2012, with a subsequent date of closing, to be mutually agreed to by both parties.

(ii) Definitive Agreement

On March 19, 2013, the Company entered into a Definitive Agreement with FRMB, pursuant to which the Company has agreed to purchase, from FRMB, 100% of the ownership interest in FM, in the form of a share exchange, in consideration for the issuance of common and preferred shares of the Company to FRMB, upon which FM will become a wholly owned subsidiary of the Company at closing.

The primary terms and conditions of the Agreement are as follows:

At closing, (i) FRMB will assign, transfer, convey and deliver the all of the outstanding shares of FM (the FM Shares ) to an escrow agent, and in consideration and exchange therefore the Company shall (ii) issue and deliver to FRMB, a number of shares of (A) common stock, par value \$0.0001 per share of the Company equal to 4 shares of common stock of the Company for 1 fully diluted share of common stock of the Company held by the existing stockholders of the Company immediately prior to the closing, and (B) Series A preferred stock, par value \$0.0001 per share of the Company equal to 4 shares of preferred stock of the Company for every 1 fully diluted share of preferred stock held by the existing stockholders of the Company immediately prior to the closing , in such amounts to be determined at closing. Upon closing, FRMB will become the majority owner of the Company.

The Agreement sets forth certain closing conditions, including, but not limited to: (a) interim financing, and (b) a certain number of shares of the Company held by the Company controlling shareholder, placed into escrow, subject to certain subsequent financings, and other provisions which will be determined prior to and disclosed upon a closing. There can be no guarantee that these conditions will be met and that the transaction described above will close.

(k) Sale of Subsidiaries - Mount Knowledge Asia Ltd. and Mount Knowledge USA Inc.

On December 28, 2012, the Company sold Mount Knowledge Asia Ltd., ( MKA ), a Hong Kong corporation, and Mount Knowledge USA Inc., a Nevada corporation ( MTK USA ) to Software Sans Frontiere SA, a Belize corporation, for consideration representing the assumption of all of the liabilities of each subsidiary, respectively. The Company's management made the decision to sell the MKA and MTK USA due to ongoing losses and failed restructuring efforts as a result of the lack of available financing for either of the companies.

(l) Settlement of Outstanding Debt

On December 28, 2012, the Company executed a Separation and Settlement Agreement with Birch First Global Investments Inc., a US Virgin Islands company, to settle loans made to the Company in a total amount of \$92,900.00, in exchange for the transfer of ownership interest and all rights to the intellectual property referred to as ECO Learning Platform (English Communications Online), an online modular based course training software technology, including any and all computer program source code, trademarks, logos, documentation and other related materials.

(m) 2013 Cash Sales of Unregistered Securities - Common Stock

On March 1, 2013, the Company completed a private offering of 1,000,000 shares of its common stock at a price of \$0.02 per share to 1 purchaser, for total proceeds of \$20,000.

(n) Stock Issuance for Contracted Services

On March 15, 2013, the Company issued a total of 62,500 shares of restricted common stock of the Company to four (4) separate related parties for services rendered to the Company by Source Capital Group Inc. The fair value of the services received during this period was calculated as the market price (\$0.18) at the date of grant and the date service is provided with a total fair market value of \$11,250.

(o) Vendor Settlements

On March 15, 2013, the Company issued a total of 238,654 shares of its common stock at a price of \$0.15 per share to a total of three (3) vendors, in exchange for the settlement of a total of \$35,795 of outstanding Company obligations.

(p) Bridge Financing - Promissory Notes

On May 30, 2013, the Company entered into a joinder agreement to the original Securities Purchase Agreement executed on September 14, 2011, pursuant to which the Company had issued to the Dalen Family Trust, a Canadian Trust, a promissory note in the principal amount of \$40,000. The note matures one year from the Closing Date and is adjoined to the Forbearance Agreement dated November 30, 2012, extending the due date of the notes to December 31, 2013.

(q) 2013 Sales of Unregistered Securities Preferred Stock

On June 18, 2013, the Company executed a Stock Purchase Agreement with an investor for the sale of 100,000 shares of the Company's Series A preferred stock at a price of \$0.20 per share, with rights and preferences as set forth in the Certificate of Designation, Preferences and Rights of Series A Preferred Stock of the Company dated on or above February 3, 2011, filed with the State of Nevada, including, but not limited to, the right to convert held preferred shares into common stock of the Company at a ratio of one-to-two, for total proceeds of \$20,000.

The number of shares of preferred stock of the Company issued to the investor pursuant to this Agreement is subject to adjustments from time to time as set forth in the Stock Purchase Agreement. Notwithstanding anything to the contrary in the Stock Purchase Agreement, if the shares of preferred stock held by the investor are converted into shares of common stock of the Company, at the option of the Investor and/or as a result of the closing of a pending transaction with Forum Mobile Inc., then the Company agrees to further adjust the total number of shares of common stock of the Company issuable to Investor in a manner which will represent a total of 1% of the post-merged entity in the proposed Forum transaction.

**Item 9. Changes In and Disagreements With Accountants On Accounting and Financial Disclosure.**

We had no changes in or disagreements with accountants on accounting and financial disclosure in 2011 or 2010.

**Item 9A. Controls and Procedures.**

*Management's evaluation of disclosure controls and procedures*

As required under the *Exchange Act*, we evaluated the effectiveness of the design and operation of our disclosure controls and procedures, as of the end of the period covered by this report, being December 31, 2011. We are responsible for establishing and maintaining adequate internal controls and procedures for the financial reporting of our company. Disclosure control and procedures are the controls and other procedures that are designed to ensure that we record, process, summarize and report in a timely manner the information that we must disclose in reports that we file with or submit to the SEC. Our management has concluded, based on their evaluation, that as of December 31, 2011, as the result of the material weaknesses described below, our disclosure controls and procedures were ineffective in providing reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes.

*Management's report on internal control over financial reporting*

Our management is responsible for establishing and maintaining adequate internal control over financial reporting to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with US GAAP. Management has concluded that there are material weaknesses in both the design and operation of the Company's internal controls and procedures for financial reporting. A material weakness, as defined by SEC rules, is a control deficiency, or combination of control deficiencies, such that there is a reasonable possibility that a material misstatement of the annual or interim financial statements will not be prevented or detected on a timely basis. The material weaknesses in internal control over financial reporting that were identified include:

- i. there is a lack of adequate segregation of duties in our accounting and financial reporting functions;
- ii.

there is a lack of entity wide controls, including no audit committee, and a failure to maintain formalized accounting policies and procedures;

- iii. senior management has not established and maintained a proper tone as to internal control over financial reporting;
- iv. there may be a lack of sufficient controls relating to user access security levels in our accounting software to restrict access to certain financial applications only to employees requiring access to complete their job functions.

As a result of the existence of these material weaknesses as of December 31, 2011, management has concluded that we did not maintain effective internal control over financial reporting as of December 31, 2011.

While we believe our financial statements included in this Annual Report present fairly, in all material respects, our financial condition, results of operations and cash flows for the periods presented, as a result of the material weaknesses in our internal control over financial reporting, there is a reasonable possibility that material misstatements of the financial statements including disclosures will not be prevented or detected on a timely basis.

This Annual Report does not include an attestation report of the company's registered public accounting firm regarding internal control over financial reporting. Management's report was not subject to attestation by the company's registered public accounting firm pursuant to temporary rules of the Securities and Exchange Commission that permit the company to provide only management's report in this annual report.

*Remediation*

We will engage an independent accounting firm to advise us in respect of our internal controls over financial reporting, and to provide accounting counsel on various matters relating thereto. We will continue to implement further improvements to our internal controls as they are identified. We will use the criteria and framework set forth by the Committee of Sponsoring Organizations of the Treadway Commission ( COSO ) in the publication *Internal Control-Integrated Framework*, an integrated framework for the evaluation of internal controls, for the evaluation of our internal controls in the future. Senior management will continue to consult with external experts to assist with the accounting for complex and non-routine accounting transactions.

*Changes to Internal Controls and Procedures Over Financial Reporting*

There have been no changes in our internal control over financial reporting during our fiscal year that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting, except as discussed herein.

**Item 9B. Other Information.**

None.

**PART III**

**Item 10. Directors, Executive Officers and Corporate Governance.**

Our directors, executive officers and key employees are listed below. The number of directors is determined by our board of directors. All directors hold office until the next annual meeting of the board or until their successors have been duly elected and qualified. Officers are elected by the board of directors and their terms of office are, except to the extent governed by employment contract, at the discretion of the board of directors.

**EXECUTIVE OFFICERS AND DIRECTORS**

<b>Name of Executive Officer and Director</b>	<b>Age</b>	<b>Office</b>
Erwin Sniedzins <sup>1</sup>	66	Former Chairman
Daniel A. Carr <sup>2</sup>	52	Former President, Chief Executive Officer, Chief Financial Officer, Treasurer and Director
Simon Arnison <sup>3</sup>	47	Former Chief Technology Officer, Secretary and Director
James D. Beatty <sup>4</sup>	—	Current President, Chief Executive Officer, Chief Financial Officer, Treasurer and Director



Set forth below is a brief description of the background and business experience of our Directors and Officers for the past five years.

**Erwin Sniedzins Chairman, Founder and Director**

Erwin E. Sniedzins is the former Chairman of Mount Knowledge Holdings, Inc., the former founding Chairman and Director of Mount Knowledge USA, Inc., a marketing and sales company and Chairman, President and Director of Mount Knowledge Inc., a Canadian research and development company; Inventor, Author, Publisher, Philanthropist, Poet, Lecturer, Professor, Motivational Speaker, Martial Arts Enthusiast and Global Traveler.

Mr. Sniedzins has held senior management positions at Xerox with extensive sales/marketing and business development and new product launch experience. He created Mount Knowledge , with patent pending Syntality , Real Time Self-Learning ; in 2001 he created an unique marketing interactive software product, selling 50,000 CDs to Sears (Eatons) and 30,000 CDs to Unilever (Lipton s); organized, in 1991, a Mt. Everest expedition to raise International awareness and \$1.1 M for Rett Syndrome; created a National Everfitness program that went out to 18,000 schools in Canada; authored, produced and published a best seller, *Who s Who in Toronto: A Celebration of this City* ;

**Daniel A. Carr - President & CEO, Treasurer and Director**

Mr. Carr is the former President, CEO and former Director of Mount Knowledge Holdings, Inc. and Mount Knowledge USA, Inc., a marketing and sales company and Manager of Practical Business Advisors, LLC, a management and advisory services company. Mr. Carr has over 30 years of experience and leadership, including financial positions in over 14 companies providing hi-tech development, manufacturing, wholesale distribution, on-line financial services, and IT infrastructure. Dan s leadership style is firm yet fair and he believes in continuous process improvement within any organization.

Due to his time management practices and his enjoyment of multi-tasking, he has successfully run as many as five organizations at the same time. While well trained and seasoned in the various aspects of business, Dan is equally as comfortable in the Board Room as he is on a manufacturing floor or a shipping dock. His skills range from strategic planning to sales and marketing to detailed operations execution. Having the ability to relate to people of all levels within an organization, Dan is often called upon by clients to provide leadership and perform problem solving for special situations and projects. Rounding out Dan s skills, he is an excellent writer and public speaker. His written works have been translated and used globally and he is frequently asked to speak in various venues both nationally and around the world.

**Simon Arnison Executive Vice President, CTO, Secretary and Director**

Simon Arnison is the former Chief Technology Officer and former Director of Mount Knowledge Holdings, Inc. and Mount Knowledge USA, Inc., a marketing and sales company and current Chief Technology Officer and Director of 1827281 Ontario Inc., a Canadian research and development company.

Mr. Arnison has over 23 years of executive and management experience in the software, multimedia, educational products and PC marketplace in both Europe and North America, and is former founder and CEO of Classwave Wireless, and former founder and CTO of Innotech. Mr. Arnison has been a pioneer and visionary in the wireless and Java marketplace and has written and presented on these fields for various publications and events.

**James D. Beatty - President & CEO, Treasurer and Director**

From July 1982 to the present, Mr. Beatty has been the President and Chief Executive Officer of Trinity Capital Corporation, a private Canadian merchant bank. From January 2005 to March 2011, Mr. Beatty has also been the Chairman of Canary Resources Inc., a U.S. publicly traded coal bed methane company operating in Eastern Kansas and Western Missouri. From March 2006 until June 2008, Mr. Beatty served as Chairman of First Metals Inc. a Canadian base metals producer listed on the Toronto Stock Exchange.

Other than engaging and/or retaining independent consultants to assist us in various administrative and marketing related needs, we do not anticipate a significant change in the number of our employees, if any, unless we are able to obtain adequate financing. Currently, our officers / directors do not have any employment agreements with us.

*Term of Office*

Our directors are appointed for a one-year term to hold office until the next annual general meeting of our shareholders or until removed from office in accordance with our bylaws. Our officers are appointed by our board of directors and hold office until removed by the board.

*Significant Employees*

We have no significant employees other than the director and officer described above.

*Family Relationships*

There are no family relationships among our directors or officers.

*Involvement in Certain Legal Proceedings*

To the best of our knowledge, none of our directors or executive officers has, during the past ten years:

been convicted in a criminal proceeding or been subject to a pending criminal proceeding (excluding traffic violations and other minor offenses);  
had any bankruptcy petition filed by or against the business or property of the person, or of any partnership, corporation or business association of which he was a general partner or executive officer, either at the time of the bankruptcy filing or within two years prior to that time;  
been subject to any order, judgment, or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction or federal or state authority, permanently or temporarily enjoining, barring, suspending or otherwise limiting, his involvement in any type of business, securities, futures, commodities, investment, banking, savings and loan, or insurance activities, or to be associated with persons engaged in any such activity;  
been found by a court of competent jurisdiction in a civil action or by the Securities and Exchange Commission or the Commodity Futures Trading Commission to have violated a federal or state securities or commodities law, and the judgment has not been reversed, suspended, or vacated;  
been the subject of, or a party to, any federal or state judicial or administrative order, judgment, decree, or finding, not subsequently reversed, suspended or vacated (not including any settlement of a civil proceeding among private litigants), relating to an alleged violation of any federal or state securities or commodities law or regulation, any law or regulation respecting financial institutions or insurance companies including, but not limited to, a temporary or permanent injunction, order of disgorgement or restitution, civil money penalty or temporary or permanent cease-and-desist order, or removal or prohibition order, or any law or regulation prohibiting mail or wire fraud or fraud in connection with any business entity; or  
been the subject of, or a party to, any sanction or order, not subsequently reversed, suspended or vacated, of any self-regulatory organization (as defined in Section 3(a)(26) of the Exchange Act), any registered entity (as defined in Section 1(a)(29) of the Commodity Exchange Act), or any equivalent exchange, association, entity or organization that has disciplinary authority over its members or persons associated with a member.

Except as set forth in our discussion below in *Certain Relationships and Related Transactions*, none of our directors or executive officers has been involved in any transactions with us or any of our directors, executive officers, affiliates or associates which are required to be disclosed pursuant to the rules and regulations of the Commission.

#### *Audit Committee*

For the year ended December 31, 2011, the Company did not have an audit committee. However, the Company intends to establish a new and independent auditing committee consisting of a minimum of three members in accordance with a new corporate governance policy to be adopted by the Company in 2012 in order to comply with the rules and regulations of the Sarbanes-Oxley Act of 2002.

#### *Audit Committee Financial Expert*

Our board of directors has determined that it does not have an audit committee member that qualifies as an audit committee financial expert as defined in Item 407(d)(5)(ii) of Regulation S-K. We believe that the audit committee to be formed will have members capable of collectively analyzing and evaluating our financial statements and understanding internal controls and procedures for financial reporting. In addition, we believe that retaining an independent director who would qualify as an audit committee financial expert would be overly costly and burdensome and is not warranted in our circumstances given the early stages of our development and the fact that we have not generated revenues to date.

#### *Code of Ethics*

We adopted a Code of Ethics applicable to all of our directors, officers, employees and consultants, which is a "code of ethics" as defined by applicable rules of the SEC. Our Code of Ethics is attached as an exhibit to our annual report on Form 10-KSB filed on February 13, 2008. If we make any amendments to our Code of Ethics other than technical, administrative, or other non-substantive amendments, or grant any waivers, including implicit waivers, from a provision of our Code of Ethics to our chief executive officer, chief financial officer, or certain other finance executives, we will disclose the nature of the amendment or waiver, its effective date and to whom it applies in a Current Report on Form 8-K filed with the SEC.

#### *Section 16(a) Beneficial Ownership Compliance*

Section 16(a) of the Exchange Act requires our executive officers and directors and persons who own more than 10% of a registered class of our equity securities to file with the SEC initial statements of beneficial ownership, reports of changes in ownership and annual reports concerning their ownership of our common stock and other equity securities, on Forms 3, 4 and 5 respectively. Executive officers, directors and greater than 10% shareholders are required by the SEC regulations to furnish us with copies of all Section 16(a) reports that they file.

Based solely on our review of the copies of such forms received by us, or written representations from certain reporting persons, we believe that all filing requirements applicable to our officers, directors and greater than ten percent beneficial owners were complied with.

**Item 11. Executive Compensation.**

The particulars of compensation paid to the following persons:

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our principal executive officers;

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each of our three most highly compensated executive officers who were serving as executive officers at the end of the year ended December 31, 2011; and

.

of the three additional individuals for whom disclosure would have been provided under serving as our executive officer at the end of the most recently completed financial year, who we will collectively refer to as the named executive officers, for our years ended December 31, 2011 and 2010, are set out in the following summary compensation table:

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## SUMMARY COMPENSATION TABLE

Name and Principal Position	Year	Salary	Bonus	Stock Awards	Option Awards	Nonequity Incentive Plan Compensation	Nonqualified Deferred Compensation Earnings	All Other Compensation	Total
		(\$)	(\$)	(\$)	(\$) <sup>(4)</sup>	(\$)	(\$)	(\$)	(\$)
Daniel A. Carr <sup>(1)</sup> President, Chief Executive Officer and Chief Financial Officer	2011	-	-	22,500	-	-	-	47,077	69,577
	2010	-	-	-	-	-	-	-	-
	-	-	-	-	-	-	-	-	-
James D. Beatty <sup>(2)</sup> President, Chief Executive Officer and Chief Financial Officer	2011	-	-	-	-	-	-	-	-
	2010	-	-	-	-	-	-	-	-
	-	-	-	-	-	-	-	-	-

(1)

Daniel A. Carr was our president, chief executive officer, chief financial officer and a director since January 21, 2010 until his resignation in March 31, 2012. Mr. Carr did not receive direct compensation as an executive officer or director. However, Mr. Carr did receive compensation in the form of consulting fees paid to Practical Business Advisors, LLC ( PBA ), a company controlled by Daniel A. Carr in the amount of \$8,000.00 per month as of December 31, 2010 from Mount Knowledge USA, Inc., a company controlled by the Company, which was later cancelled and



re-contracted directly with the Company on the same cash compensation basis, including the issuance of 250,000 shares of restricted common stock of the Company. On December 30, 2011, the Company cancelled the Agreement with PBA and settled any and all outstanding balances owed to PBA in exchange for 75,000 shares of common stock of the Company.

(2)

James D. Beatty was appointed our president, chief executive officer, chief financial officer and a director on March 30, 2012 and, therefore, received no compensation in 2010 and 2011, respectively.

There are no arrangements or plans in which we provide pension, retirement or similar benefits for directors or executive officers. Our directors and executive officers may receive stock options at the discretion of our board of directors in the future. We do not have any material bonus or profit sharing plans pursuant to which cash or non-cash compensation is or may be paid to our directors or executive officers, except that stock options may be granted at the discretion of our board of directors from time to time. We have no plans or arrangements in respect of remuneration received or that may be received by our executive officers to compensate such officers in the event of termination of employment (as a result of resignation, retirement, change of control) or a change of responsibilities following a change of control.

#### *Outstanding Equity Awards at Fiscal Year-End*

As at December 31, 2011, we had not adopted any equity compensation plan and no stock, options, or other equity securities were awarded to any of our executive officers.

#### **Aggregated Options Exercised in the Year Ended December 31, 2011 and Year End Option Values**

There were no stock options exercised during the year ended December 31, 2011.

#### **Repricing of Options/SARS**

We did not re-price any options previously granted during the year ended December 31, 2011.

#### **Director Compensation**

We do not pay our directors any fees or other compensation for acting as directors. We have not paid any fees or other compensation to any of our directors for acting as directors to date.

### **Employment Contracts**

We presently do not have any employment agreements or other compensation arrangements with Mr. Carr, Mr. Sniedzins, Mr. Arnison, Mr. Haddow, or Mr. Tennenbaum.

**Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.**

As of December 31, 2011, there were 112,113,133 shares of our common stock outstanding. The following table sets forth certain information known to us with respect to the beneficial ownership of our common stock as of that date by (i) each of our directors, (ii) each of our executive officers, and (iii) all of our directors and executive officers as a group. Except as set forth in the table below, there is no person known to us who beneficially owns more than 5% of our common stock.

<b>Name and Address of Beneficial Owner</b>	<b>Number of Shares Beneficially Owned (1)</b>	<b>Percentage of Class (2)</b>
Daniel A. Carr / Practical Business Advisors 25682 Arcadia Drive Novi, MI 48374	325,000 (3)	0.29%
Birch First 205 Worth Avenue, Ste. 201 Palm Beach, FL 33480	40,645,000 (4)	36.25%
James D. Beatty  46 Tennington Park Avenue  Toronto, ON M4N 2C6	100,000 (5)	0.09%
<b>Directors, Officers and Beneficial Owners as a group (4 persons)</b>		<b>36.63%</b>

(1)

Under Rule 13d-3, a beneficial owner of a security includes any person who, directly or indirectly, through any contract, arrangement, understanding, relationship, or otherwise has or shares: (i) voting power, which includes the power to vote, or to direct the voting of shares; and (ii) investment power, which includes the power to dispose or direct the disposition of shares. Certain shares may be deemed to be beneficially owned by more than one person (if, for example, persons share the power to vote or the power to dispose of the shares). In addition, shares are deemed to be beneficially owned by a person if the person has the right to acquire the shares (for example, upon exercise of an option) within 60 days of the date as of which the information is provided. In computing the percentage ownership of

any person, the amount of shares outstanding is deemed to include the amount of shares beneficially owned by such person (and only such person) by reason of these acquisition rights.

(2)

The percentage of class is based on 112,113,133 shares of common stock issued and outstanding as of December 31, 2011.

(3)

325,000 shares of restricted common stock of the Company were owned, held by Practical Business Advisors LLC, a company controlled by Daniel A. Carr, the President and CEO and a director of the Company.

(4)

A total of 33,000,000 shares of common stock of the Company registered in the name of Birch First Trust, a Delaware Statutory Trust controlled by Birch First Trust Administrators, LLC, a Delaware limited liability company, its Trustee, Pier S. Bjorklund, its Manager, a total of 3,300,000 shares of common stock of the Company registered in the name Birch First Global Investments, Inc., a U.S. Virgin Islands corporation controlled by Pier S. Bjorklund, as its President, and a total of 4,345,000 shares registered in the name of Birch First Advisors, LLC, a Delaware limited liability company controlled by Pier S. Bjorklund, as its Manager

(5)

100,000 shares of restricted common stock of the Company are held by James D. Beatty, the President and CEO and a director of the Company, pursuant to the issuance on March 15, 2013, but was not held on December 31, 2011.

## Changes in Control

We are unaware of any contract or other arrangement the operation of which may at a subsequent date result in a change of control of our company.

## Item 13. Certain Relationships and Related Transactions, and Director Independence.

Since commencement of our fiscal year ended December 31, 2011, several parties had a material interest, direct or indirect, in one or more transactions with us or in any presently proposed transaction(s) that has or will materially affect us, in which our company is a participant and the amount involved exceeds the lesser of \$120,000 or 1% of the average of our company's total assets for the last two completed fiscal years:

- (i) Any of our directors or officers;
- (ii) Any person proposed as a nominee for election as a director;
- (iii) Any person who beneficially owns, directly or indirectly, shares carrying more than 5% of the voting rights attached to our outstanding shares of common stock;
- (iv) Any of our promoters; and
- (v) Any member of the immediate family (including spouse, parents, children, siblings and in-laws) of any of the foregoing persons.

Related party transactions were in the normal course of operations and were measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

- a) At December 31, 2011, the Company was indebted of \$184,426, including \$6,526 in liabilities held for sale (2010 - \$25,537, including \$8,697 in liabilities held for sale) to related parties, being non-interest bearing demand loan advances from an entity controlled by the Company's director.
- b) On July 29, 2011, the Company issued a total of 750,000 shares of restricted common stock of the Company to three separate contractors of the Company, a total of 250,000 shares to Birch First Advisors, LLC, an entity controlled by an affiliate of the Company, a total of 250,000 share to Practical Business Advisors, LLC, an entity controlled by Daniel A. Carr, President, Chief Executive Officer and Director of the Company, and a total of 250,000 shares to Simon G. Arnison, Chief Technology Officer, Secretary and Director of the Company, pursuant to three separate independent contractors agreements entered into on July 31, 2011. The fair value of the services to be received by the Company during the aforementioned period pertaining to the share compensation will be calculated at the market price of the Company's publicly traded shares on the date of execution of each agreement for a total value of \$ 67,500 based on a per share market price of \$0.09 ..

In addition, the Company granted a cashless warrants for the total purchase of 3,600,000 shares of restricted stock of the Company; a total of 1,200,000 shares to Birch First Advisors, LLC, a total of 1,200,000 shares to Practical Business Advisors, LLC, and 1,200,000 shares to Simon G. Arnison, respectively, pursuant to three separate warrant stock purchase agreements entered into on July 31, 2011. The terms of each warrant agreement is based on a vesting period of three years, with 400,000 shares exercisable each year provided that each respective contractor, separately, is still engaged with the Company. The shares granted in each warrant are subject to a vesting and distribution schedule on a pro-rata basis, in the event of early termination by either Contractor or Company.

- c) On August 10, 2011, LKA's CEO advanced a \$50,000 Short-term Note Payable to its subsidiary in China in order to satisfy its 2010 Corporate Income Tax Liability. At December 31, 2011, the Short-term Note Payable was no longer an obligation of the Company, pursuant to the sale of LKA to Sans Software Frontier S.A. in October 2011.

- d) On November 14, 2011, MTK USA issued a total of 26,179,307 shares of restricted common stock of MTK USA to the following:
- (i) 12,500,000 shares to Access Alternative Group S.A. as settlement of compensation for services, recorded at fair value of \$240,000,
  - (ii) 11,137,640 shares to Access Alternative Group S.A. as settlement of a loan for \$55,000;
  - (iii) 100,000 shares to Birch First Advisors, LLC, an entity controlled by an affiliate of the Company,
  - (iv) 100,000 share to Practical Business Advisors, LLC, an entity controlled by Daniel A. Carr, President, Chief Executive Officer and Director of the Company, and,
  - (v) a total of 2,341,667 shares to non-related parties for contracted services to MTK USA.

The 2,541,667 shares above in items (iii), (vi) and (v) were recorded at fair value of \$31,771.

On December 20, 2011, Haddow filed a claim against LKA and LTKR with the Labour Tribunal of Hong Kong, for unpaid salaries of approximately HKD\$1,135,245.43, (the Salary Claim ), pursuant to the Employment Agreement executed by Haddow and LKA on or about December 21, 2010.

On December 30, 2011, Mount Knowledge Holdings, Inc. (the Corporation ), and its wholly-owned subsidiary, Mount Knowledge USA, Inc., a Nevada corporation ( MTK USA ), executed a Separation and Settlement Agreement (the Separation and Settlement Agreement ) by and between Ucanu Learning Centres Inc., an Ontario corporation ( Ucanu ), Mount Knowledge Inc., an Ontario corporation ( MTK Canada ), 1827281 Ontario Inc. D/B/A Mount Knowledge Technologies Inc., an Ontario corporation ( MTK Tech ), and Erwin Sniedzins ( Sniedzins ), pursuant to which the parties agreed to the following:

(1)

The Company, Ucanu and Sniedzins cancelled the Intellectual Property Purchase Agreement, dated as of December 28, 2010, pursuant to which Sniedzins and Ucanu sold certain software commonly referred to between the parties as the Real-Time Self Learning Systems , which included all



copyrights, patents, trademarks, service marks and trade secrets therein (collectively, with the Software, the Intellectual Property ) to the Company (the IP Agreement ). Pursuant to the execution of the Separation and Settlement Agreement, and the cancellation of the IP Agreement therein, the Company agreed to return the Intellectual Property to Ucandu and Sniedzins, effectively immediately.

(2)

The Company and Ucandu terminated, effective immediately, the Independent Contractor Agreement dated as of December 28, 2010, pursuant to which the Company engaged Ucandu to provide sales and marketing and technology services to the Company (the Contractor Agreement ). Pursuant to the execution of the Separation and Settlement Agreement, and the cancellation of the Contractor Agreement therein, the Company agreed to pay Ucandu a total of 100,000 shares of Common Stock of the Company as a payment in full to settle any and all unpaid payments due Ucandu on the date of execution of the Separation and Settlement Agreement.

(3)

The Company and Ucandu cancelled, effective immediately, the Option Agreement pursuant to which Ucandu granted to the Company an option (the Option ) to purchase 510,000 shares of MTK Tech (the Ucandu MTK Tech Shares ) from Ucandu (the Option Agreement );

(4)

Sniedzins resigned as a member of the Board of Directors (the Board ) of the Company and the Board accepted Sniedzins' resignation, effective immediately; and

(5)

MTK USA was a named party only to mutually releases set forth in the Separation and Settlement Agreement.

On December 30, 2011, the Company executed three (3) separate and identical Separation and Settlement Agreements (the Separation and Settlement Agreements ) with Birch First Advisors, LLC, a Delaware limited liability company ( Birch ), Practical Business Advisors, LLC, a Michigan limited liability company ( Practical ), and Simon G. Arnison, individually ( Arnison ), respectively, pursuant to which the parties agreed to the following:

(1)

The Company and Birch, Practical, and Arnison terminated, effective immediately, each of their respective Independent Contractor Agreements, all individually dated December 28, 2010, pursuant to which the Company engaged Birch, Practical, and Arnison, individually, to provide administrative, management and/or technology services to the Company, as determined by the Company (the Contractor Agreements ). Pursuant to the execution of each of the Separation and Settlement Agreement, and the cancellation of each of the Contractor Agreements therein, the Company agreed to issue Birch, Practical, and Arnison, each a total of 75,000 shares of Common Stock of the Company, as a payment in full to settle any and all unpaid payments due to Birch, Practical, and Arnison, respectively, as of the date of execution of each of the Separation and Settlement Agreements.

(2)

Arnison resigned as Vice President, Chief Technology Officer and as a member of the Board of the Company and the Board accepted Arnison's resignation, effective immediately.

The fair value of the settlements for a total of 325,000 shares was determined to be \$204,000.

#### *Director Independence*

Our common stock is quoted on the OTC bulletin board interdealer quotation system, which does not have director independence requirements. Under NASDAQ rule 4200(a)(15), a director is not considered to be independent if he or she is also an executive officer or employee of the corporation. Our sole director, James D. Beatty, whom succeeded Daniel A. Carr on March 30, 2012, is also our chief executive officer, president and treasurer. As a result, we do not have any independent directors.

As a result of our limited operating history and limited resources, our management believes that we will have difficulty in attracting independent directors. In addition, we would be likely be required to obtain directors and officers insurance coverage in order to attract and retain independent directors. Our management believes that the costs associated with maintaining such insurance is prohibitive at this time.

*Transactions with Independent Directors*

Our sole director, James D. Beatty, is also our chief executive officer, president and treasurer. As a result, we do not have any independent directors.

*Board of Directors*

Our board of directors currently acts with one member consisting of James D. Beatty. We have determined that Mr. Beatty is not independent as that term is defined in National Instrument 52-110 due to the fact that they were all directors and officers.

Our board of directors facilitates its exercise of independent supervision over management by endorsing the guidelines for responsibilities of the board as set out by regulatory authorities on corporate governance in the United States. Our board's primary responsibilities are to supervise the management of our company, to establish an appropriate corporate governance system, and to set a tone of high professional and ethical standards.

The board is also responsible for:

- selecting and assessing members of the Board;
  
- choosing, assessing and compensating the Chief Executive Officer of our company, approving the compensation of all executive officers and ensuring that an orderly management succession plan exists;
  
- reviewing and approving our company's strategic plan, operating plan, capital budget and financial goals, and reviewing its performance against those plans;
  
- adopting a code of conduct and a disclosure policy for our company, and monitoring performance against those policies;
  
- ensuring the integrity of our company's internal control and management information systems;
  
- approving any major changes to our company's capital structure, including significant investments or financing arrangements; and

· reviewing and approving any other issues which, in the view of the Board or management, may require Board scrutiny.

#### *Orientation and Continuing Education*

We have an informal process to orient and educate new recruits to the board regarding their role of the board, our committees and our directors, as well as the nature and operations of our business. This process provides for an orientation with key members of the management staff, and further provides access to materials necessary to inform them of the information required to carry out their responsibilities as a board member. This information includes the most recent board approved budget, the most recent annual report, the audited financial statements and copies of the interim quarterly financial statements.

The board does not provide continuing education for its directors. Each director is responsible to maintain the skills and knowledge necessary to meet his or her obligations as directors.

#### *Nomination of Directors*

The board is responsible for identifying new director nominees. In identifying candidates for membership on the board, the board takes into account all factors it considers appropriate, which may include strength of character, mature judgment, career specialization, relevant technical skills, diversity and the extent to which the candidate would fill a present need on the board. As part of the process, the board, together with management, is responsible for conducting background searches, and is empowered to retain search firms to assist in the nominations process. Once candidates have gone through a screening process and met with a number of the existing directors, they are formally put forward as nominees for approval by the board.

*Assessments*

The board intends that individual director assessments be conducted by other directors, taking into account each director's contributions at board meetings, service on committees, experience base, and their general ability to contribute to one or more of our company's major needs. However, due to our stage of development and our need to deal with other urgent priorities, the board has not yet implemented such a process of assessment.

**Item 14. Principal Accountant Fees and Services.****Audit fees**

The aggregate fees billed for the two most recently completed fiscal periods ended December 31, 2011 and December 31, 2010 for professional services rendered MaloneBailey LLP, Chartered Accountants for the audit of our annual consolidated financial statements, quarterly reviews of our interim consolidated financial statements and services normally provided by the independent accountant in connection with statutory and regulatory filings or engagements for these fiscal periods were as follows:

	<b>Year Ended December 31, 2011</b>	<b>Year Ended December 31, 2010</b>
Audit Fees and Audit Related Fees	50,000	120,000
Tax Fees	-	-
All Other Fees	-	-
<b>Total</b>	<b>50,000</b>	<b>120,000</b>

In the above table, audit fees are fees billed by our company's external auditor for services provided in auditing our company's annual financial statements for the subject year. Audit-related fees are fees not included in audit fees that are billed by the auditor for assurance and related services that are reasonably related to the performance of the audit review of our company's financial statements. Tax fees are fees billed by the auditor for professional services rendered for tax compliance, tax advice and tax planning. All other fees are fees billed by the auditor for products and services not included in the foregoing categories.

**Policy on Pre-Approval by Audit Committee of Services Performed by Independent Auditors**

The board of directors pre-approves all services provided by our independent auditors. All of the above services and fees were reviewed and approved by the board of directors either before or after the respective services were rendered.

The board of directors has considered the nature and amount of fees billed by Malone Bailey LLP and believes that the provision of services for activities unrelated to the audit is compatible with maintaining Malone Bailey LLP.

[Intentionally Left Blank]

**PART IV**

**Item 15. Exhibits, Financial Statement Schedules.**

**Exhibit**

**Number Description**

- 3.1(a) Amended and Restated Articles of Incorporation [incorporated by reference to Exhibit 3.4 of the Company's Annual Report on Form 10-K filed with the Securities and Exchange Commission ( SEC ) on February 10, 2010]
- 3.1(b) Certificate of Designation of Series A Convertible Preferred Stock filed with the Nevada Secretary of State on February 4, 2011 [incorporated by reference to Exhibit 3.1 of the Company's Current Report on Form 8-K with the SEC on February 8, 2011]
- 3.2 Amended and Restated Bylaws [incorporated by reference to Exhibit 3.5 of the Company's Annual Report on Form 10-K filed with the SEC on February 10, 2010]
- 10.1 Share Cancellation Agreement by and between Mount Knowledge Holdings, Inc. (f/k/a Auror Capital Corp.) and Jealax Consulting Inc. dated January 20, 2010 [incorporated by reference to Exhibit 10.2 of the Company's Current Report on Form 8-K filed with the SEC on January 26, 2010]
- 10.2 Warrant Agreements by and between Mount Knowledge Holdings, Inc. (f/k/a Auror Capital Corp.) and each of Access Alternative Group S.A., Birch First Advisors, LLC, Breakwater International, Inc., Brisbane Management Ltd., Cherrywood Corp., Crestway Corp., Crystal Resource Corporation, European Marketing Group Inc., High Tempo Ltd., Jensen International Inc., Mount Knowledge, Inc., Scandivest, LLC, and Vantech Securities Ltd. [incorporated by reference to Exhibit 10.4 of the Company's Current Report on Form 8-K filed with the SEC on January 26, 2010]
- 10.3(a) Letter of Intent by and among Mount Knowledge Holdings, Inc., Mount Knowledge USA, Inc. and its shareholders dated April 26, 2010 (the April 26 MTKUSA LOI ) [incorporated by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K filed with the SEC on April 27, 2010]
- (b) Extension of the April 26 MTKUSA LOI by and among Mount Knowledge Holdings, Inc., Mount Knowledge USA, Inc. and its shareholders dated June 30, 2010 [incorporated by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K filed with the SEC on July 2, 2010]
- (c) Extension of the April 26 MTKUSA LOI by and among Mount Knowledge Holdings, Inc., Mount Knowledge USA, Inc. and its shareholders dated September 10, 2010 [incorporated by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K filed with the SEC on September 14, 2010]
- (d) Extension of the April 26 MTKUSA LOI by and among Mount Knowledge Holdings, Inc., Mount Knowledge USA, Inc. and its shareholders dated October 26, 2010 [incorporated by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K filed with the SEC on October 26, 2010]
- 10.4(a) Letter of Intent by and among Mount Knowledge Holdings, Inc., Language Key Training Ltd. and its shareholders dated May 6, 2010 [incorporated by reference to Exhibit 10.1 of the



- Company's Current Report on Form 8-K filed with the SEC on May 7, 2010]
- (b) Amended Letter of Intent by and among Mount Knowledge Holdings, Inc., Language Key Training Ltd. and its shareholders dated June 28, 2010 [incorporated by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K filed with the SEC on July 1, 2010]
- 10.5(a) Definitive Agreement by and among Mount Knowledge Holdings, Inc., The Language Key Training Ltd., Dirk Haddow, Mark Wood, Chris Durcan and Jeff Tennenbaum dated October 5, 2010 (the LK Definitive Agreement ) [incorporated by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K filed with the SEC on October 8, 2010]
- (b) Amendment No.1 to the LK Definitive Agreement by and among Mount Knowledge Holdings, Inc., The Language Key Training Ltd., Dirk Haddow, Mark Wood, Chris Durcan and Jeff Tennenbaum dated October 29, 2010 [incorporated by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K filed with the SEC on October 29, 2010]
  - (c) Amendment No.2 to the LK Definitive Agreement by and among Mount Knowledge Holdings, Inc., The Language Key Training Ltd., Dirk Haddow, Mark Wood, Chris Durcan and Jeff Tennenbaum dated December 31, 2010 [incorporated by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K filed with the SEC on January 5, 2011]

- 10.6 Subscription Agreement by and among Mount Knowledge Holdings, Inc., Mount Knowledge Asia, Ltd., and Language Key Asia, Ltd. dated December 31, 2010 [incorporated by reference to Exhibit 10.2 of the Company's Current Report on Form 8-K filed with the SEC on January 5, 2011]
- 10.7 Share Exchange Agreement by and among Mount Knowledge Holdings, Inc., Mount Knowledge Asia, Ltd., Language Key Asia, Ltd., Dirk Haddow, Mark Wood, Chris Durcan and Jeff Tennenbaum dated December 31, 2010 [incorporated by reference to Exhibit 10.3 of the Company's Current Report on Form 8-K filed with the SEC on January 5, 2011]
- 10.8 Promissory Note by Language Key Training Ltd, in favor of Foxglove International Enterprises Ltd. dated December 31, 2010 [incorporated by reference to Exhibit 10.4 of the Company's Current Report on Form 8-K filed with the SEC on January 5, 2011]
- 10.9 Use of Existing Training Content Agreement by and between Language Key Asia Ltd., a Hong Kong company, and The Language Key Ltd., a British Virgin Islands company, dated December 31, 2010 [incorporated by reference to Exhibit 10.5 of the Company's Current Report on Form 8-K filed with the SEC on January 5, 2011]
- 10.10 Master Software License by and between Mount Knowledge Holdings, Inc. and Mount Knowledge, Inc. dated January 21, 2010 [incorporated by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission (the SEC) on January 26, 2010]
- 10.11 Master License Cancellation Agreement by and between Mount Knowledge Holdings, Inc. and Mount Knowledge, Inc. dated December 27, 2010 [incorporated by reference to Exhibit 10.4 of the Company's Current Report on Form 8-K filed with the SEC on January 3, 2011]
- 10.12 Intellectual Property Purchase Agreement by and among Mount Knowledge Holdings, Inc., Erwin Sneidzins and Ucandu Learning Centres Inc. dated December 28, 2010 [incorporated by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K filed with the SEC on January 3, 2011]
- 10.13 Independent Contractor Agreement by and between Mount Knowledge Holdings, Inc. and Ucandu Learning Centres Inc. dated December 28, 2010 [incorporated by reference to Exhibit 10.2 of the Company's Current Report on Form 8-K filed with the SEC on January 3, 2011]
- 10.14 Option Agreement between Mount Knowledge Holdings, Inc. and Mount Knowledge Technologies, Inc. dated December 28, 2010 [incorporated by reference to Exhibit 10.3 of the Company's Current Report on Form 8-K filed with the SEC on January 3, 2011]
- 10.15 Definitive Agreement by and among Mount Knowledge Holdings, Inc., Birch First Advisors, LLC and Mount Knowledge USA, Inc. dated December 31, 2010 [incorporated by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K filed with the SEC on January 7, 2011]
- Share Purchase Agreement between Mount Knowledge Asia Ltd. and Sans Software
- 10.16 Frontiere S.A. dated October 24, 2011, for the sale of Language Key Asia Ltd. ( LKA ), and all of its related subsidiaries ( LK Entities ), except Language Key Training Ltd. ( LKTR ) \*
- Share Purchase Agreement between Mount Knowledge Asia Ltd. and Sans Software
- 10.17 Frontiere S.A. dated February 6, 2012, for the sale of Language Key Training Ltd. \*

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Placement and M&A Agreement between Mount Knowledge Holdings, Inc. and Chardan Capital Markets dated May 21, 2012 \*

10.18

Share Purchase Agreement between Mount Knowledge Holdings Inc. and Sans Software Frontiere S.A. dated December 28, 2012, for the sale of Mount Knowledge Asia Ltd. \*

10.19 Share Purchase Agreement between Mount Knowledge Holdings Inc. and Sans Software Frontiere S.A. dated December 28, 2012, for the sale of Mount Knowledge USA Inc. \*

10.20 Separation and Settlement Agreement between Mount Knowledge Holdings Inc. and Birch First Global Investments Inc. \*

10.21 Mutual Indemnification and Release Agreement between Mount Knowledge Holdings Inc. and Mount Knowledge Asia Ltd and Dirk Haddow and Matthew John Bentley \*

10.22 Stock Purchase Agreement between Mount Knowledge Holdings Inc. and George Kaufman \*

10.23

10.21

14.1 Code of Ethics [incorporated by reference to Exhibit 14.1 of the Company's Annual Report on Form 10-KSB filed with the SEC on February 13, 2008]

21.1 Subsidiaries

31.1\* Certification of Chief Executive Officer and Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

32.1 Certification of Chief Executive Officer and Chief Financial Officer pursuant Section 906 Certifications under Sarbanes-Oxley Act of 2002

101.INS\* XBRL Instance Document

101.SCH\* XBRL Taxonomy Schema

101.CAL\* XBRL Taxonomy Calculation Linkbase

101.DEF\* XBRL Taxonomy Definition Linkbase

101.LAB\* XBRL Taxonomy Label Linkbase

101.PRE\* XBRL Taxonomy Presentation Linkbase

In accordance with SEC Release 33-8238, Exhibit 32.1 is being furnished and not filed.

\*XBRL (Extensible Business Reporting Language) information is furnished and not filed or a part of this annual report or purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, is deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and otherwise is not subject to liability under these sections.

## SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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.

### **MOUNT KNOWLEDGE HOLDINGS, INC.**

By /s/ James D. Beatty  
James D. Beatty  
President, Treasurer, Chief Executive Officer  
and Chief Financial Officer  
(Principal Executive Officer, Principal Accounting Officer  
and Principal Financial Officer)

Date: July 31 , 2013

Pursuant to the requirements of the Securities Exchange Act of 1934, the following persons on behalf of the registrant and in the capacities and on the dates indicated have signed this report below.

By /s/ James D. Beatty  
James D. Beatty  
President, Treasurer, Chief Executive Officer,  
Chief Financial Officer, and Director  
(Principal Executive Officer, Principal Accounting Officer  
and Principal Financial Officer)

Date: July 31 , 2013



**CERTIFICATIONS**

I, James D. Beatty, certify that:

1. I have reviewed this Annual Report on Form 10-K of Mount Knowledge Holdings, 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 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. I am responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in the Exchange Act Rule 13a-15(f) and 15d-15(f)) 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 us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) designed 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 financials 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 our 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 quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. I have disclosed, based on my most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors:
- (a) all significant deficiencies and material weaknesses in the design or operation of internal controls 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 controls over financial reporting.

July 31 , 2013

By /s/ James D. Beatty

James D. Beatty

President, Treasurer, Chief Executive Officer

and Chief Financial Officer

(Principal Executive Officer, Principal Accounting Officer  
and Principal Financial Officer)



**Exhibit 32.1**

**CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER  
PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

The undersigned, James D. Beatty, Chief Executive Officer and Chief Financial Officer of Mount Knowledge Holdings, Inc. (the Company) hereby certifies pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) the Annual Report on Form 10-K of the Company for the year ended December 31, 2011 (the Report) fully complies with the requirements of Section 13(a) or Section 15(d), as applicable, of the Securities Exchange Act of 1934, as amended; and
- (2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: July 31, 2013

By: */s/ James D. Beatty*  
James D. Beatty  
President, Treasurer, Chief Executive  
Officer and Chief Financial Officer  
(Principal Executive Officer, Principal  
Accounting  
Officer and Principal Financial Officer)

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to Mount Knowledge Holdings, Inc. and will be retained by Mount Knowledge Holdings, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.

## Footnotes

<sup>1</sup> Mr. Sniedzins resigned as the Chairman of the Company on December 30, 2011.

<sup>2</sup> Mr. Carr resigned as the President and CEO and a Director of the Company on March 31, 2012.

<sup>3</sup> Mr. Arnison resigned as the Chief Technology Officer, Secretary and a Director of the Company on December 30, 2011.

<sup>4</sup> Mr. Beatty was appointed as a Director of the Company on March 30, 2012. Mr. Beatty was appointed as President and CEO of the Company on March 31, 2012.