Mount Knowledge Holdings, Inc.
Form 10-Q
March 22, 2010

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

[X] QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended **January 31, 2010**

[ ] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE EXCHANGE ACT

For the transition period from November 1, 2009 to January 31, 2010

Commission File No. **000-52664**

MOUNT KNOWLEDGE HOLDINGS, INC.

(Exact name of registrant as specified in its charter)

Nevada	**98-0534436**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

39555 Orchard Hill Place, Suite 600 PMB 6096, Novi, Michigan 48375
(Address of principal executive offices) (zip code)

(888) 682-3038
(Registrant s telephone number, including area code)

N/A
(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has 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 [X] No [ ]

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 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 [ ] (does not yet apply to registrant)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of large accelerated filer, accelerated filer, and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer [ ]	Accelerated filer [ ]
Non-accelerated filer [ ] (Do not check if a smaller reporting company)	Smaller reporting company [X]

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).
Yes [ ] No [X]

APPLICABLE ONLY TO ISSUERS INVOLVED IN BANKRUPTCY PROCEEDINGS DURING THE PRECEDING FIVE YEARS

Check whether the registrant filed all documents and reports required to be filed by Section 12, 13 or 15(d) of the Exchange Act after distribution of securities under a plan confirmed by a court.
Yes [ ] No [ ]

APPLICABLE ONLY TO CORPORATE ISSUERS

State the number of shares outstanding of each of the issuer s classes of common equity as of the latest practicable date:

As of March 22, 2010, there were 85,533,536 shares of common stock, par value $0.0001, outstanding.

PART I - FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

MOUNT KNOWLEDGE HOLDINGS, INC.
(Formerly Auror Capital Corp.)
(A Development Stage Company)

FINANCIAL STATEMENTS

JANUARY 31, 2010
(Unaudited)
(Stated in U.S. Dollars)

MOUNT KNOWLEDGE HOLDINGS, INC.
(Formerly Auror Capital Corp.)
(A Development Stage Company)

BALANCE SHEETS
(Unaudited)
(Stated in U.S. Dollars)

	JANUARY 31 2010	OCTOBER 31 2009
ASSETS		
Current		
Cash	$ 1,749	$ -
LIABILITIES		
Current		
Accounts payable and accrued liabilities	$ 8,602	$ 13,683
Due to related party	34,000	6,701
	42,602	20,384
STOCKHOLDERS DEFICIENCY		
Capital Stock (Note 4)		
Authorized:		
200,000,000 common voting stock with a par value of $0.0001 per share		
100,000,000 preferred stock with a par value of $0.0001 per share		
Issued:		
85,533,536 common shares at January 31, 2010 (2009 195,533,536 common shares)	8,553	19,553
Additional Paid-In Capital	137,951	131,951
Accumulated Other Comprehensive Gain	353	935
Deficit Accumulated During The Exploration Stage	(151,681)	(151,681)
Deficit Accumulated During The Development Stage	(36,029)	(21,142)
	(40,853)	(20,384)
	$ 1,749	$ -

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

MOUNT KNOWLEDGE HOLDINGS, INC.
(Formerly Auror Capital Corp.)
(A Development Stage Company)

STATEMENTS OF OPERATIONS
(Unaudited)
(Stated in U.S. Dollars)

	THREE MONTHS ENDED JANUARY 31		PERIOD FROM INCEPTION MARCH 16 2006 TO JANUARY 31
	2010	2009	2010
Revenue	$ **-**	$ -	$ -
Expenses			
Exploration expenses	**-**	-	15,313
Filing and transfer agent fees	**1,181**	773	34,913
General and administrative	**1,172**	34	7,479
Professional fees	**12,534**	11,037	125,423
	14,887	11,844	183,128
Write Down On Mineral Property	**-**	-	4,582
	14,887	11,844	187,710
Net Loss For The Period	$ **(14,887)**	$ (11,844)	$ (187,710)
Net Loss During the Exploration Stage	$ **-**	$ (11,844)	$ (151,681)
Net Loss During the Development Stage	**(14,887)**	-	(36,029)
	$ **(14,887)**	$ (11,844)	$ (187,710)
Basic And Diluted Loss Per Share	$ **(0.00)**	$ (0.00)	
Weighted Average Number Of Common Shares Outstanding	**182,381,362**	156,475,000	

STATEMENTS OF COMPREHENSIVE LOSS
(Unaudited)
(Stated in U.S. Dollars)

THREE MONTHS ENDED JANUARY 31		PERIOD FROM INCEPTION MARCH 16 2006 TO JANUARY 31
2010	2009	2010

Net Loss For The Period	**$**	**(14,887)**	$	(11,844)	$	(187,710)
Other Comprehensive Loss						
Foreign currency translation adjustment		**(582)**		1,845		353
Total Comprehensive Loss	**$**	**(15,469)**	$	(9,999)	$	(187,357)

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

MOUNT KNOWLEDGE HOLDINGS, INC.
(Formerly Auror Capital Corp.)
(A Development Stage Company)

STATEMENTS OF CASH FLOWS
(Unaudited)
(Stated in U.S. Dollars)

	THREE MONTHS ENDED JANUARY 31		PERIOD FROM INCEPTION MARCH 16 2006 TO JANUARY 31
	2010	2009	2010
Cash (Used In) Operating Activities			
Net loss for the period	**$ (14,887)**	$ (11,844)	$ (187,710)
Adjustment to reconcile net loss to net cash used in operating activities:			
Mineral property write down	**-**	-	4,582
	(14,887)	(11,844)	(183,128)
Change in non-cash operating working capital item:			
Accounts payable and accrued liabilities	**(5,081)**	2,239	8,602
	(19,968)	(9,605)	(174,526)
Cash (Used In) Investment Activity			
Mineral property acquisition costs	**-**	-	(4,582)
Cash (Used In) Provided By Financing Activities			
(Repurchase and retirement) Issuance of common stock	**(5,000)**	-	146,504
Advances from related party	**27,299**	10,405	34,000
	22,299	10,405	180,504
Foreign Exchange Effect On Cash	**(582)**	1,845	353
Increase In Cash	**1,749**	800	1,749
Cash, Beginning Of Period	**-**	3,879	-
Cash, End Of Period	**$ 1,749**	$ 6,524	$ 1,749
Supplemental Disclosure Of Cash Flow Information			
Cash paid during the period for:			
Interest	**$ -**	$ -	
Income taxes	**$ -**	$ -	
Non-cash Financing Activities (Note 4(c))			

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

MOUNT KNOWLEDGE HOLDINGS, INC.
(Formerly Auror Capital Corp.)
(A Development Stage Company)

STATEMENT OF STOCKHOLDERS DEFICIENCY

PERIOD FROM MARCH 16, 2006 (INCEPTION) TO JANUARY 31, 2010
(Unaudited)
(Stated in U.S. Dollars)

	COMMON STOCK				ACCUMULATED	
	SHARES	AMOUNT	ADDITIONAL PAID-IN CAPITAL	SHARE SUBSCRIPTIONS RECEIVED	OTHER COMPREHENSIVE (LOSS) GAIN	SHARE PURCHASE WARRANTS
Opening Balance March 16, 2006 Stock issued for cash at $0.0001	110,000,000	$ 11,000	$ (6,000)	$ -	$ -	$ - $
June 26, 2006 Stock issued for cash at $0.0017	38,500,000	3,850	66,150	-	-	-
Share subscriptions received	-	-	-	3,000	-	-
Foreign currency translation	-	-	-	-	(262)	-
Net loss for the period	-	-	-	-	-	-
Balance, October 31, 2006	148,500,000	14,850	60,150	3,000	(262)	-
December 12, 2006 Stock issued for cash at $0.004	5,841,000	585	25,965	(3,000)	-	-
	2,134,000	213	9,487	-	-	-

February 7, 2007 Stock issued for cash at $0.0045						
Foreign currency translation	-	-	-	-	7,098	-
Net loss for the year	-	-	-	-	-	
Balance, October 31, 2007	156,475,000	15,648	95,602	-	6,836	-

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MOUNT KNOWLEDGE HOLDINGS, INC.
(Formerly Auror Capital Corp.)
(A Development Stage Company)

STATEMENT OF STOCKHOLDERS DEFICIENCY (Continued)

PERIOD FROM MARCH 16, 2006 (INCEPTION) TO JANUARY 31, 2010
(Unaudited)
(Stated in U.S. Dollars)

	COMMON STOCK						
	SHARES	AMOUNT	ADDITIONAL PAID-IN CAPITAL	SHARE SUBSCRIPTIONS RECEIVED	ACCUMULATED OTHER COMPREHENSIVE (LOSS) GAIN	SHARE PURCHASE WARRANTS	AC I EX
Balance, October 31, 2007	156,475,000	$ 15,648	$ 95,602	$ -	$ 6,836	$ -	$
Foreign currency translation	-	-	-	-	465	-	
Net loss for the year	-	-	-	-	-	-	
Balance, October 31, 2008	156,475,000	15,648	95,602	-	7,301	-	
July 27, 2009 Stock issued for cash at $0.0005	6,058,536	605	2,149	-	-	-	
July 27, 2009 Stock issued for cash at $0.0011	33,000,000	3,300	34,200	-	-	-	
Foreign currency translation	-	-	-	-	(6,366)	-	
	-	-	-	-	-		

Net loss for the year						
Balance, October 31, 2009	195,533,536	19,553	131,951	-	935	-

MOUNT KNOWLEDGE HOLDINGS, INC.
(Formerly Auror Capital Corp.)
(A Development Stage Company)

STATEMENT OF STOCKHOLDERS DEFICIENCY (Continued)

PERIOD FROM MARCH 16, 2006 (INCEPTION) TO JANUARY 31, 2010
(Unaudited)
(Stated in U.S. Dollars)

	COMMON STOCK SHARES	COMMON STOCK AMOUNT	ADDITIONAL PAID-IN CAPITAL	SHARE SUBSCRIPTIONS RECEIVED	ACCUMULATED OTHER COMPREHENSIVE LOSS	SHARE PURCHASE WARRANTS
Balance, October 31, 2009	195,533,536	$ 19,553	$ 131,951	$ -	$ 935	$ -
January 20, 2010 stock repurchase and retirement at $0.0001	(110,000,000)	(11,000)	6,000	-	-	-
Foreign currency translation	-	-	-	-	(582)	-
January 21, 2010 fair value of warrants granted	-	-	-	-	-	57,180
January 21, 2010 deferral of financing costs on warrants granted	-	-	-	-	-	(57,180)
Net loss for the period	-	-	-	-	-	-
Balance, January 31, 2010	**85,533,536**	**$ 8,553**	**$ 137,951**	**$ -**	**$ 353**	**$ -**

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

1. BASIS OF PRESENTATION AND NATURE OF OPERATIONS

Organization

On October 20, 2009, Mount Knowledge Holdings, Inc. (the Company) amended and restated its Articles of Incorporation and By-laws, changing its name to Mount Knowledge Holdings, Inc. (formerly Auror Capital Corp.) and increasing the number of authorized common and preferred shares.

On July 27, 2009, the Company entered into an exclusive Master Product Licensing Agreement wherein the Company was granted exclusive world-wide license to certain intellectual property for the purposes of promoting, marketing and selling products consisting of patent pending Real Time Learning and Self Improvement Educational System and Method software application referred to as Syntality . The Company s business plan includes international marketing under the license agreement.

The Company was incorporated in the State of Nevada, U.S.A., on March 16, 2006. The Company s principal executive offices are now in Michigan. 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 the Katrina mineral claim due to its unsuccessful explorations and inability to attract investment capital to proceed with further exploration on the claim.

Going Concern

The accompanying financial statements have been prepared assuming the Company will continue as a going concern.

As shown in the accompanying financial statements, for the period from March 16, 2006 (inception) to January 31, 2010, the Company had no revenue and incurred net losses aggregating $187,710. 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.

The interim financial statements as of and for the three months ended January 31, 2010 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. These interim financial statements should be read in conjunction with the Company s financial statements and notes thereto included in the Company s October 31, 2009. The Company assumes that the users of the interim financial information herein have read, or have access to, the audited financial statements for the preceding period, and that the adequacy of additional disclosure needed for a fair presentation may be determined in that context. The results of operations for the three month period ended January 31, 2010 are not necessarily indicative of the results for the entire year ending October 31, 2010.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The financial statements of the Company have been prepared in accordance with generally accepted accounting principles in the United States. 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, in management s opinion, been properly prepared within reasonable limits of materiality and within the framework of the significant accounting policies summarized below:

a) Development Stage Company

The Company became a development stage company during its fourth quarter, 2009, as defined by ASC 915 (formerly SFAS 7). The Company is devoting substantially all of its present efforts to developing its new business. All losses accumulated during the 2009 fourth quarter had been considered as part of the Company s development stage activities.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Costs of start up activities, including organizational costs, are expensed as incurred.

b) In June 2009, the Financial Accounting Standards Board (FASB) issued its final Statement of Financial Accounting Standards (SFAS) No. 168, The FASB Accounting Standards Codification and the Hierarchy of Generally Accepted Accounting Principles, a replacement of FASB Statement No. 162 (SFAS 168). SFAS 168 establishes the FASB Accounting Standards Codification (Codification), which officially launched July 1, 2009, to become the source of authoritative U.S. generally accepted accounting principles (GAAP) recognized by the FASB to be applied by non-governmental entities, superseding existing FASB, American Institute of Certified Public Accountants (AICPA), Emerging Issues Task Force (EITF), and related accounting literature. Rules and interpretive releases of the Securities and Exchange Commission (SEC) under authority of federal securities laws are also sources of authoritative U.S. GAAP for SEC registrants. SFAS 168 recognizes the previously issued GAAP pronouncements into accounting topics and displays them using a consistent structure.

The subsequent issuances of new standards will be in the form of Accounting Standards Updates that will be included in the Codification. SFAS 168 is effective for the Company as of the year ended October 31, 2009. As the Codification was not intended to change or alter existing GAAP, it did not have an impact on the Company s financial statements. The only impact was that references to authoritative accounting literature are in accordance with the Codification. The Company has included in its disclosures the Accounting Standards Codification (ASC) cross-reference along side the references to the accounting standards issued and adopted prior to the adoption of Codification.

c) Exploration Stage Activities and Mineral Property Interests

Until abandonment of its mineral property on January 23, 2009, the Company was an exploration stage mining company and had not realized any revenue from its operations. It was primarily engaged in the acquisition, exploration and development of mining properties.

d) Financial Instruments and Concentration of Risk

The fair value of financial instruments, which consist of cash, and accounts payable and accrued liabilities, 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.

e) Basic and Diluted Loss Per Share

In accordance with ASC Topic 260, Earnings Per Share (formerly SFAS 128), 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. Diluted earnings per share excludes all dilutive potential shares if their effect is anti-dilutive.

The Company accounts for common stock purchase warrants at fair value in accordance with EITF 00 19, Accounting for Derivative Financial Instruments Indexed to and Practically Settled in, a Company s Own Stock , (codified in ASC 815, *Derivatives and Hedging*). The Black-Scholes option pricing valuation method is used to determine fair value of these warrants. Use of this method requires that the Company make assumptions regarding stock volatility, dividend yields, expected term of the warrants and risk-free rates.

f) Foreign Currency Translation

The Company s functional currency is now the U.S. dollar. In the fiscal year 2009, the functional currency was the Canadian dollar.

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Transactions in Canadian currency 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.

g) 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 amounts reported in the financial statements and accompanying disclosures. Actual results may differ from the estimates.

h) Impairment of Long-Lived Assets

Impairment losses on long-lived assets used in operations are recorded when indicators of impairment are present and the undiscounted cash flows estimated to be generated by those assets are less than the assets carrying amount. In such cases, the amount of the impairment is determined based on the relative fair values of the impaired assets.

i) Treasury Stock

Common stock repurchases are recorded as treasury stock at cost.

On forward stock split-ups, the number of all common shares disclosed in the financial statements is adjusted to give retroactive effect to such recapitalizations.

3. RELATED PARTY TRANSACTIONS AND AMOUNTS DUE

At January 31, 2010, the Company was indebted in the amount of $34,000 (2009 - $6,701) to a related party, being non-interest bearing demand loan advances from an entity controlled by the Company s director.

4. SHARE CAPITAL

a) Authorized:

On October 20, 2009, the Company amended and restated its Articles of Incorporation, increasing the authorized common shares to 200,000,000 common shares, par value $0.0001 (from 100,000,000 common shares par value $0.001), and increasing the authorized preferred shares to 100,000,000 preferred shares, par value $0.0001 (from 5,000,000 preferred shares, par value $0.001) .

a) Authorized: (Continued)

Preferences:

The common or preferred stock may be issued from time to time at the discretion of the Company s Board of Directors in one or more series, the shares of each series to have such voting powers, full or limited, and such designations, preferences, and relative, participating, optional, or other special rights and qualifications, limitations, or restrictions.

4. SHARE CAPITAL (Continued)

b) Issued and Outstanding:

On January 20, 2010, the Company executed a Share Cancellation Agreement with an entity controlled by the Company s former president for the re-purchase of 110,000,000 shares of the Company s common stock at a price of $0.0001 per share for a total purchase price of $5,000. The Company also executed a Return to Treasury Order representing the repurchased stock.

On January 22, 2010, the Company completed a 22 to 1 forward stock split-up, increasing the number of common shares issued and outstanding. The financial statements have retro-actively been adjusted to reflect this stock split-up for all periods presented.

c) Share Purchase Warrants

The Company s share purchase warrant activity for the period from March 16, 2006 (inception) to January 31, 2010 is as follows:

	NUMBER OF WARRANTS		WEIGHTED AVERAGE EXERCISE PRICE	WEIGHTED AVERAGE REMAINING CONTRACTUAL LIFE
Balance, March 16, 2006 through October 31, 2009	-	$	-	-
Granted during the period				
January 21, 2010	12,000,000		0.15	
January 21, 2010	12,000,000		0.20	
January 21, 2010	8,888,888		0.0001	
Balance, January 31, 2010	32,888,888	$	0.13	35.75 months

The following table provides certain information with respect to the above share purchase warrants that are outstanding and exercisable at January 31, 2010:

	EXERCISE PRICES	WARRANTS OUTSTANDING AND EXERCISABLE	WEIGHTED AVERAGE REMAINING CONTRACTUAL LIFE
$	0.15	12,000,000	35.75 months
$	0.20	12,000,000	35.75 months
$	0.0001	8,888,888	35.75 months
		32,888,888	

4. SHARE CAPITAL (Continued)

c) Share Purchase Warrants (Continued)

On January 21, 2010, the Company issued a series of stock purchase warrant agreements as follows:

i) with twelve separate parties for the purchase of 1,000,000 shares of common stock of the Company each (12,000,000 shares total) at $0.15 per share exercisable at any time prior to the termination date (or 36 months from the stock purchase warrant execution date).

ii) with twelve separate parties for the purchase of 1,000,000 shares of common stock of the Company each (12,000,000 shares total) at $0.20 per share exercisable at any time prior to the termination date (or 36 months from the stock purchase warrant execution date).

iii) for the purchase of 8,888,888 shares of common stock of the Company at $0.0001 per share exercisable at any time after the first 24 months from the date of execution of the warrant and prior to the termination date (or 36 months from the stock purchase warrant execution date).

The fair value of share purchase warrants, currently exercisable and granted to secure future financings, is determined using the Black-Scholes option-pricing model. This fair value amounted to $57,180. The following weighted-average assumptions were used:

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

The Company has no stock option plan or other dilutive securities.

5. COMMITMENTS AND CONTRACTUAL OBLIGATIONS

On July 27, 2009, The Company entered into an exclusive Master Product Licensing Agreement with Mount Knowledge Inc. (MtK), a corporation based in Ontario, Canada, and its founder, wherein the Company was granted exclusive world-wide license to all intellectual property owned by MtK for the purposes of promoting, marketing and selling MtK products. Currently, MtK products consist of patent pending Real Time Learning and Self Improvement Educational System and Method software application referred to as Syntality .

On January 21, 2010, the Board of Directors approved the execution of a new exclusive Master Software License Agreement with MtK and its founder, wherein the Company was granted the exclusive world-wide license rights to promote, market and sell any and all of MtK s products, both existing and future. The Agreement supersedes the Master Product License Agreement executed on 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. The License Agreement may also be further extended upon mutual agreement between the parties.

The Company has no other significant commitments or contractual obligations with any parties respecting executive compensation, consulting arrangements or other matters.

ITEM 2. MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.

The information contained in Item 2 contains 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. Actual results may materially differ from those projected in the forward-looking statements as a result of certain risks and uncertainties set forth in this report. Although management believes that the assumptions made and expectations reflected in the forward-looking statements are reasonable, there is no assurance that the underlying assumptions will, in fact, prove to be correct or that actual results will not be different from expectations expressed in this report.

Forward looking statements are made based on management s beliefs, estimates and opinions on the date the statements are made and we undertake no obligation to update forward-looking statements if these beliefs, estimates and opinions or other circumstances should change. Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future results, levels of activity, performance or achievements. Except as required by applicable law, including the securities laws of the United States, we do not intend to update any of the forward-looking statements to conform these statements to actual results.

Our financial statements are stated in United States dollars (US$) and are prepared in accordance with United States Generally Accepted Accounting Principles.

In this quarterly report, unless otherwise specified, all dollar amounts are expressed in United States dollars and all references to common stock refer to the common shares in our capital stock.

As used in this quarterly report, the terms we , us , our , and MKHD mean Mount Knowledge Holdings, Inc., unless context clearly requires otherwise.

General

We were incorporated as Auror Capital Corp. under the laws of Nevada on March 16, 2006. We began as an exploration stage company engaged in the acquisition and exploration of mineral properties. On January 23, 2009, we decided to abandon our Katrina mineral claim due to our unsuccessful explorations to date and our inability to attract investment capital to proceed with further exploration on the claim. On January 25, 2010, we 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 our name to Mount Knowledge Holdings, Inc. (MKHD).

On January 21, 2010, we executed a new exclusive Master Software License Agreement with Mount Knowledge, Inc. (MtK), a corporation based out of Ontario, Canada, and its founder, Erwin Sniedzins, wherein the Company was granted the exclusive world-wide license rights to promote, market and sell any and all of MtK s products, both existing and future.

The Company s primary mission is to market, sell and distribute a proprietary Real Time Self Learning System (RTSL) software application referred to as the Knowledge Generator product, domestically and internationally. The Company foresees the use of the Knowledge Generator product as a learning solution for individuals, schools, government agencies, healthcare facilities, and corporations to provide an enhanced and robust learning tool to assist in new job skill training and continual education programs.

We anticipate generating revenues from the marketing and sale of the Knowledge Generator product utilizing various marketing and distribution channels and sales strategies. We foresee the primary source of our revenues to come from the sale of the Knowledge Generator product in China through our corporate Learning Centers and other distribution channels.

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) to obtain adequate financing to sustain and expand its operations; (b) to acquire various marketing and distribution channels in China; (c) to commence the Knowledge Generator product launch in China and North American markets; (d) to complete market-specific product enhancements, (e) to development new partnerships and distribution channels, (f) to launch new sales strategies, (g) to create new business enterprise applications, and, (h) to generate adequate cash flow from the sales of the Knowledge Generator products worldwide.

Capital & Uses of Proceeds

Capital Needs

To implement our plan of operations, including some or all of the above described milestones (objectives), we will continue to raise capital (equity) in an amount up to $1.5 Million in the form of a Private Placement or Offering for the sale of our restricted over an initial 6 month period on terms and conditions to be determined.

We anticipate the need to raise additional capital beyond the first 6 months of operations, subject to the successful implementation of its initial milestones over the first 180 days of operations and our revenue growth cycle thereafter. Management is unable to determine at this time, the specific amounts and terms of such future financings. In addition, we may elect to seek subsequent interim or bridge financing in the form of debt (corporate loans) as may be necessary.

Proceeds

We foresee the proceeds from capital raised to be allocated as follows: (a) market-specific implementation costs; (b) product enhancements; (c) business development; (d) general and administrative; (e) working capital; (f) financing costs; and (g) audit/SEC filing fees.

Plan of Operations

Over the 12 months of 2010, we must raise capital and complete certain milestones as described below:

Milestones

Background Information

The Knowledge Generator has been under development since early 2002 and has been trialed by hundreds of users in different user settings. In 2007, Mtk, Inc signed its first annual license agreement with various Toronto District School Board schools for their elementary and high school programs. Knowledge Generator is now being used to help students in literacy improvements, English as a Second Language (ESL), Adult Professional Accreditation, Teaching of English as a Foreign Language (TOEFL) preparation and special needs learners, including at-risk students and students with Down s syndrome.

In early 2009, Mtk, Inc released its first commercial software application of the Complete English Real Time Self Learning Intelligent System , now known and marketed as the Knowledge Generator product. Since its release, Mtk, Inc has received inquiries on the product from various schools, businesses and potential sales partners throughout Canada and China. This resulted in the execution of a five year, plus five year, Sales Agent agreement with Tianjin You He Trading Co., Ltd in Tianjin, China in March of 2009.

This exclusive marketing and distribution agreement for China grants to Tianjin You He Trading Co., Ltd. the rights to distribute the Knowledge Generator product utilizing various traditional marketing methods, at Tianjin You He Trading Co., Ltd s expense, but with support from Mtk, Inc to train initial personnel on product functionality, features, etc., and to assist in the creation of marketing, branding and product identity tools and sales & marketing strategy, as needed.

The exclusive Master Software License Agreement executed on January 21, 2010 with Mount Knowledge, Inc. (MtK), a corporation based out of Ontario, Canada, and its founder, Erwin Sniedzins, supersedes the Master Software 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.

Any and all products licensed under the Master Product License Agreement will be defined specifically in a Statement of Work executed for each respective product describing the terms and condition relating to such product or products, including, but not limited to, Costs, Delivery Dates, Specifications, Support, other requirements requested by the Company and the respective obligations of the parties with respect thereto, as may be agreed upon by the parties from time to time during the term of the Agreement. Also, the term of the agreement has been extended to eighty-eight (88) years. The License Agreement may also be further extended upon mutual agreement between the parties.

The Agreement by and between MtK and us does not include ownership rights to previous marketing and sales or distribution agreements executed by MtK. However, we are in negotiations with MtK to acquire the rights to any and all existing agreements, including the Tianjin You He Trading Co., Ltd Sales Agent agreement, executed by MtK prior to the execution of our Master Software License Agreement, which we anticipate having completed in the first quarter of 2010.

Future 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) to obtain adequate financing to sustain and expand its operations; (b) to acquire various marketing and distribution channels in China; (c) to commence the Knowledge Generator product launch in China and North American markets; (d) to complete market-specific product enhancements, (e) to development new partnerships and distribution channels, (f) to launch new sales strategies, (g) to create new business enterprise applications, and, (h) to generate adequate cash flow from the sales of the Knowledge Generator products worldwide.

The Company anticipates the completion of the following objectives over the next 12 months:

First 90 Days of Operations (Administrative)

In the first 90 days of operations, our primary focus will be to complete necessary administrative functions, obtain new financing and acquire certain existing marketing and sales agreements in order to properly position us to execute on OUR business plan. These proposed objectives are as follows:

1. *Secondary Offering and/or Other Financings.* We intend to initiate a Private Placement Memorandum or Offering for the sale of our restricted Common Stock in an anticipated amount of up to $1,500,000 to commence over the next 1 to 6 months, subject to the completion of all appropriate regulatory filings required prior to the commencement of such capital raise. We anticipate administrative and professional fees to be approximately $50,000, and selling costs, not to exceed ten percent ($150,000) of the total amount of funds raised. In order to complete the Private Placement, we may need to seek interim or bridge financing in the form of debt (corporate loans) and/or convertible debentures to pay for expenses associated with such an offering, as deemed necessary by our management.

2. *Acquisition of China Contract*. We plan to acquire an existing Sales Agent agreement with Tianjin You He Trading Co., Ltd from Mtk, Inc or related company on or before the Company s fiscal year-end. We anticipate the cost of the acquisition of this agreement to be in form common and/or preferred stock (no cash) issued to Mtk, Inc under specific terms and conditions to be determined.

3. *Implementation of China Contract*. If the Sales Agent agreement with Tianjin You He Trading Co., Ltd in China is successfully acquired from Mtk, Inc, we may be required to fulfill certain, if not all, of the contractual obligations of

Mtk, Inc in the agreement with Tianjin You He Trading Co., Ltd. These obligations may include, amongst other things, China-specific product design and packaging, technical support, China related educational content consisting of approved stories and exercises, mutually approved marketing and sales materials and product packaging, a Chinese sales website, and other miscellaneous items which may be deemed necessary in order to successfully launch the product in China within the next 3 to 6 months of operations. We anticipate costs related to the implementation of the China contract to be approximately $375,000, when acquired.

Next 90 days of Operations

In the next 90 days of operations, we plan to expand our objectives to include new product enhancements and the development of new partnerships and distribution channels as follows:

1. *Product Enhancements for North American Market*. Subject to the successful launch of the Knowledge Generator software application in China, we plan to commission Mtk, Inc to provide product enhancements consistent with perceived customer requirements within the North American market place. Most of these enhancements are believed to be in the form of updated graphics, to enhance the fluidity of the user experience and interface, and some market specific content. We anticipate a budget of approximately $250,000 to complete such product upgrades over a period of 3 to 6 months.

2. *Business Development (Additional Partnerships and Distribution Channels)*. We will also pursue our business development efforts in other Asian countries, as well as North American and various European markets. We anticipate an initial budget of approximately $150,000 to preliminarily seek new partnerships and distribution channels commencing sometime after the first 90 days of operations and continuing for a period of time thereafter as determined by us, subject to the availability of adequate financing and ongoing sales results.

Months 6- 9 of Operations

During the period of 6 to 9 months, we will direct our marketing efforts towards direct sales opportunities in the form of infomercials and online membership programs, including the option of bundling our product with potential technology partners to increase brand awareness and product reach.

1. *Infomercials*. We plan to develop infomercials to assist in creating brand awareness and direct sales revenue, beginning in China and eventually targeting North America and specific European and Asian markets. We anticipate an initial budget of approximately $500,000 over a 6 to 12 month period to effectively produce and execute a sales and marketing program utilizing infomercials commencing at various times in the specific markets we decide to pursue.

2. *Membership Program.* We foresee a web-based e-learning membership program with monthly, recurring, fee based revenues as being one of the more important and lucrative long-term revenue models for us. It is difficult to accurately estimate the total cost involved in the design and development of this program, including the time required to implement such a program. We have initially budgeted $275,000 to pursue the creation and implementation of its membership program.

3. *Technology Partners.* We will seek to identify and develop relationships with globally recognized technology providers and OEM s to pursue the possibility of bundling the Knowledge Generator product with established product platforms, including mobile applications (PDA) to provide the Company with an ancillary revenue stream. We see this as a potentially significant opportunity to generate revenues, if it has successfully demonstrated the desirability of the Knowledge Generator product with its initial audience and market(s). We anticipate a budget of approximately $50,000 to initially cultivate these types of partnerships when deemed appropriate by us.

Months 9-12 of Operations

During the period of 9 to 12 months, we will seek to modify the Knowledge Generator product for the development and sale of new applications specifically for the business sector.

1. *Business Enterprise Applications*. We foresee the use of the Knowledge Generator product as a learning solution for schools, government agencies, healthcare facilities, and corporations to provide an enhanced, interactive learning program to facilitate new job skills training and continual education programs. Therefore, we intend to work with

Mtk, Inc to develop product-specific enhancements to the existing Knowledge Generator product for use in various business applications. It is likely that most of the product enhancements for business applications will be in form of client-specific modifications based upon requests for customized specifications and functionality. As such, we anticipate that some of the costs for these modifications would be borne by each respective client. Therefore, it is difficult to accurately determine the upfront costs attributable to us for any research and development of business enterprise applications. For that reason, we initially anticipate a budget of approximately $50,000 for the beginning stages of such a development program on a timeframe yet to be determined.

The milestones outlined above represent our objectives for the purpose of obtaining revenues from the marketing and sales of the Knowledge Generator product through various marketing and distribution channels.

Although, we have arranged and specified each respective milestone in a defined order, or timeline, over the next 12 months, we may find the need to modify any or all of the milestones listed, subject to unforeseen circumstances and other contingences which may require us to alter, in whole, or in part, certain aspects of each respective milestone in order for us to successfully realize revenue and ultimately attempt to achieve profitability.

Each milestone many begin at a different time than indicated and may continue for a shorter or longer period of time than suggested, depending upon if such milestones have successfully resulted in generating revenues for us.

Also, each milestone may require more or less capital than anticipated and may need to be adjusted from time to time. Furthermore, any adjustments made to the proposed milestones may adversely affect the revenue potential of each milestone and overall revenues and/or our profitability.

Requirements and Utilization of Funds

Our budget for operations in next six to twelve months is as follows:

We initially seek to raise $1,500,000 during the upcoming 1 to 6 months, from the sale of our common stock. These monies will be used to execute on the first six months of milestones such as acquiring and implementing the Tianjin You He Trading Co., Ltd. exclusive Sales Agent agreement for China, the development of product enhancements for the North American market, identifying and developing additional partnerships and distribution channels, and for general operating expenses.

We anticipate the need to raise additional capital beyond the first 6 months of operations, subject to the successful implementation of its initial milestones over the first 180 days of operations and our revenue growth cycle thereafter. Management is unable to determine at this time, the specific amounts and terms of such future financings. In addition, we may elect to seek subsequent interim or bridge financing in the form of debt (corporate loans) as may be necessary.

The estimated breakdown for the utilization of funds is as follows:

Requirements & Utilization of Funds

Implementation of Existing Agreements	$	375,000
Product Enhancements	$	250,000
Business Development	$	150,000
General and Administrative	$	125,000
Working Capital	$	300,000
Financing Costs	$	200,000
Audit/SEC Filing Fees	$	100,000
Total	$	1,500,000

Financial Condition, Liquidity and Capital Resources

As of January 31, 2010, we had $1,749 in the bank and our only assets are intangible and consist of: our business plan, a License Agreement, relationships, and industry contacts. We had limited operations to date and we did not have any revenues during the three month period ended January 31, 2010. 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 may 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 - by financial commitments from future debt/equity financings, if and when possible.

Management believes that we may generate some sales revenue within the next 12 months, but that these sales revenues will not satisfy our cash requirements during that period. We have no committed source for any 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 highly difficult for an early stage company to secure and may not even be available to us. However, if such financing were available, because we are an early stage company with no operations to date, we would likely have to pay additional costs associated with high risk loans and be subject to an above market interest rate.

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 bills. 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 product. Our only other source for cash at this time is investment by officers and/or directors, of which, such has not been committed nor can we anticipate that such will be available when needed. We must raise capital to implement our business strategy and stay in business.

Results of Operations

The following summary of our results of operations should be read in conjunction with our unaudited financial statements for the three months ended January 31, 2010 which are included herein.

Our operating results for the three months ended January 31, 2010 and 2009 are summarized as follows:

	Three Months Ended January 31, 2010	2009
Revenue	$ -	$ -
Operating Expenses	14,887	11,844
Net Loss	$ 14,887	$ 11,844

Revenues

We have earned minimal revenues to date, and anticipate earning minimal revenues in the next quarter.

Expenses

Our expenses for the three months ended January 31, 2010 and 2009 are outlined in the table below:

	Three Months Ended January 31, 2010		Three Months Ended January 31, 2009	
Filing and Transfer Agent Fees		1,181		773
General and Administrative		1,172		34
Professional Fees		12,534		11,037
Total Expenses	$	14,887	$	11,844

General and Administrative

The increase in our general and administrative expenses for the three month period ended January 31, 2010 compared to January 31, 2009 was primarily due to an increase in filing fees.

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 2010 as we are subject to the reporting obligations of the Securities Exchange Act of 1934.

Liquidity And Capital Resources

Working Capital

		As at January 31, 2010		As at January 31, 2009	Percentage Increase / (Decrease)
Current Assets	$	1,749	$	-	N/A
Current Liabilities	$	42,602	$	20,384	109%
Working Capital	$	(40,853)	$	(20,384)	100%

Cash Flows

		Three Months Ended January 31, 2010		Three Months Ended January 31, 2009	Percentage Increase / (Decrease)
Cash (used) in Operating Activities	$	(19,968)	$	(9,605)	108%
Cash provided by Investing Activities	$	-	$	-	-
Cash provided by Financing Activities	$	22,299	$	10,405	(314%)
Foreign Exchange Effect on Cash		(582)	$	1,845	(132%)
Net Increase in Cash	$	1,749	$	800	119%

We anticipate that we will incur approximately $100,000 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 cash in operating activities in the amount of $19,968 during the three month period ended January 31, 2010 and $9,605 during the three month period ended January 31, 2009. Cash used in operating activities was funded by cash from financing activities.

Cash From Investing Activities

No cash was used or provided in investing activities during the three month period ended January 31, 2010.

Cash from Financing Activities

We generated $22,299 cash from financing activities during the three month period ended January 31, 2010.

Disclosure of Outstanding Share Data

As of January 31, 2010, we had 85,533,536 shares of common stock issued and outstanding. We do not have any warrants, options or shares of any other class issued and outstanding as at the date of this quarterly report.

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 January 31, 2010, we had accumulated losses of $187,710 since inception. 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 future operating expenses and the capital expenses in their report on the financial statements for the year period ended October 31, 2010, 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 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:

a) Exploration Stage Activities and Mineral Property Interests

Until abandonment of its mineral property on January 23, 2009, the Company was an exploration stage mining company and had not realized any revenue from its operations. It was primarily engaged in the acquisition, exploration and development of mining properties.

b) Financial Instruments and Concentration of Risk

The fair value of financial instruments, which consist of cash, and accounts payable and accrued liabilities, 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.

c) Basic and Diluted Loss Per Share

In accordance with ASC Topic 260, Earnings Per Share (formerly SFAS 128), 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. Diluted earnings per share excludes all dilutive potential shares if their effect is anti-dilutive.

The Company accounts for common stock purchase warrants at fair value in accordance with EITF 00 19, Accounting for Derivative Financial Instruments Indexed to and Practically Settled in, a Company s Own Stock , (codified in ASC 815, *Derivatives and Hedging*). The Black-Scholes option pricing valuation method is used to determine fair value of these warrants. Use of this method requires that the Company make assumptions regarding stock volatility, dividend yields, expected term of the warrants and risk-free rates.

d) Foreign Currency Translation

The Company s functional currency is now the U.S. dollar. In the fiscal year 2009, the functional currency was the Canadian dollar.

Transactions in Canadian currency are translated into U.S. dollars as follows:

i) monetary items at the exchange rate prevailing at the balance sheet date;
iv) non-monetary items at the historical exchange rate;
v) 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.

g) 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 amounts reported in the financial statements and accompanying disclosures. Actual results may differ from the estimates.

h) Impairment of Long-Lived Assets

Impairment losses on long-lived assets used in operations are recorded when indicators of impairment are present and the undiscounted cash flows estimated to be generated by those assets are less than the assets carrying amount. In such cases, the amount of the impairment is determined based on the relative fair values of the impaired assets.

i) Treasury Stock

Common stock repurchases are recorded as treasury stock at cost.

On forward stock split-ups, the number of all common shares disclosed in the financial statements is adjusted to give retroactive effect to such recapitalizations.

Recent Accounting Pronouncements

In June 2009, the FASB issued SFAS No. 166, Accounting for Transfers of Financial Assets (ASC Topic 860) which will require more information about transfers of financial assets in situations where companies have continuing exposure to the risk related to transferred financial assets. It eliminates the concept of a qualifying special purpose entity, changes the requirements for derecognizing financial assets, and requires additional disclosure. This guidance is effective for interim and annual periods ending after November 15, 2009. The Company does not expect the adoption of the guidance to have a material impact on its financial statements.

In June 2009, the FASB issued SFAS 167, Amendments to FASB Interpretation No. 46(R) (ASC Topic 810). The guidance is intended to improve financial reporting by providing additional guidance to companies involved with variable interest entities and by requiring additional disclosures about a company s involvement in variable interest entities. This guidance is effective for interim and annual periods ending after November 15, 2009. The Company does not expect the adoption of the new accounting guidance to have a material impact on its financial statements.

In June 2009, the Financial Accounting Standards Board (FASB) issued its final Statement of Financial Accounting Standards (SFAS) No. 168, The FASB Accounting Standards Codification and the Hierarchy of Generally Accepted Accounting Principles, a replacement of FASB Statement No. 162 (SFAS 168). SFAS 168 establishes the FASB Accounting Standards Codification (Codification), which officially launched July 1, 2009, to become the source of authoritative U.S. generally accepted accounting principles (GAAP) recognized by the FASB to be applied by non-governmental entities, superseding existing FASB, American Institute of Certified Public Accountants (AICPA), Emerging Issues Task Force (EITF), and related accounting literature.

Rules and interpretive releases of the Securities and Exchange Commission (SEC) under authority of federal securities laws are also sources of authoritative U.S. GAAP for SEC registrants. SFAS 168 recognizes the previously issued GAAP pronouncements into accounting topics and displays them using a consistent structure.

The subsequent issuances of new standards will be in the form of Accounting Standards Updates that will be included in the Codification. SFAS 168 is effective for the Company as of the year ended October 31, 2009. As the Codification was not intended to change or alter existing GAAP, it did not have an impact on the Company s financial statements. The only impact was that references to authoritative accounting literature are in accordance with the Codification. The Company has included in its disclosures the Accounting Standards Codification (ASC) cross-reference along side the references to the accounting standards issued and adopted prior to the adoption of Codification.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

Not Applicable.

Item 4. 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 January 31, 2010. 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 January 31, 2010, 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 January 31, 2010, management has concluded that we did not maintain effective internal control over financial reporting as of January 31, 2010.

While we believe our financial statements included in this Quarterly 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 Quarterly 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.

PART II - OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

We know of no 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 1A. RISK FACTORS.

Not Applicable.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

None.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

None.

ITEM 5. OTHER INFORMATION

a) Issued and Outstanding:

On January 20, 2010, the Company executed a Share Cancellation Agreement with an entity controlled by the Company s former president for the re-purchase of 110,000,000 shares of the Company s common stock at a price of $0.0001 per share for a total purchase price of $5,000. The Company also executed a Return to Treasury Order representing the repurchased stock.

On January 22, 2010, the Company completed a 22 to 1 forward stock split-up, increasing the number of common shares issued and outstanding. The financial statements have retro-actively been adjusted to reflect this stock split-up for all periods presented.

b) Share Purchase Warrants

The Company s share purchase warrant activity for the period from March 16, 2006 (inception) to January 31, 2010 is as follows:

ITEM 5. OTHER INFORMATION (continued)

b) Share Purchase Warrants (continued)

	NUMBER OF WARRANTS	WEIGHTED AVERAGE EXERCISE PRICE	WEIGHTED AVERAGE REMAINING CONTRACTUAL LIFE
Balance, March 16, 2006 through October 31, 2009	-	$ -	-
Granted during the period			
January 21, 2010	12,000,000	0.15	
January 21, 2010	12,000,000	0.20	
January 21, 2010	8,888,888	0.0001	
Balance, January 31, 2010	32,888,888	$ 0.13	35.75 months

The following table provides certain information with respect to the above share purchase warrants that are outstanding and exercisable at January 31, 2010:

EXERCISE PRICES	WARRANTS OUTSTANDING AND EXERCISABLE	WEIGHTED AVERAGE REMAINING CONTRACTUAL LIFE
$ 0.15	12,000,000	35.75 months
$ 0.20	12,000,000	35.75 months
$ 0.0001	8,888,888	35.75 months
	32,888,888	

On January 21, 2010, the Company issued a series of stock purchase warrant agreements as follows:

i) with twelve separate parties for the purchase of 1,000,000 shares of common stock of the Company each (12,000,000 shares total) at $0.15 per share exercisable at any time prior to the termination date (or 36 months from the stock purchase warrant execution date).

ii) with twelve separate parties for the purchase of 1,000,000 shares of common stock of the Company each (12,000,000 shares total) at $0.20 per share exercisable at any time prior to the termination date (or 36 months from the stock purchase warrant execution date).

iii) for the purchase of 8,888,888 shares of common stock of the Company at $0.0001 per share exercisable at any time after the first 24 months from the date of execution of the warrant and prior to the termination date (or 36 months from the stock purchase warrant execution date).

ITEM 5. OTHER INFORMATION (continued)

b) Share Purchase Warrants (Continued)

The fair value of share purchase warrants, currently exercisable and granted to secure future financings, is determined using the Black-Scholes option-pricing model. This fair value amounted to $57,180. The following weighted-average assumptions were used:

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

The Company has no stock option plan or other dilutive securities.

ITEM 6. EXHIBITS, FINANCIAL STATEMENT SCHEDULES.

Exhibit Number	**Description**
3.1	Articles of Incorporation (filed as an exhibit to our Form SB-2 Registration Statement, filed on May 14, 2007)
3.2	Bylaws (filed as an exhibit to our Form SB-2 Registration Statement, filed on May 14, 2007)
3.3	Amended and Restated Bylaws (filed as an exhibit to our Quarterly Report on Form 10-QSB, filed on July 13, 2007)
3.4	Amended and Restated Articles (filed as an exhibit to our Annual Report on Form 10-K, filed on February 10, 2010)
3.5	Amended and Restated Bylaws (filed as an exhibit to our Annual Report on Form 10-K, filed on February 10, 2010)
14.1	Code of Ethics (filed as an exhibit to our Annual Report on Form 10-KSB filed on February 13, 2008)
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
99.1*	Audit Committee Charter

* Filed herewith.

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⁄ Daniel A. Carr*
Daniel A. Carr
President, Treasurer, Chief Executive Officer
and Chief Financial Officer
(Principal Executive Officer, Principal Accounting
Officer and Principal Financial Officer)

Date: March 22, 2010