

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

FORM 10-K/A  
Amendment No. 1

☒ ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended: December 31, 2013

or

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Commission file number: 000-52917

**TITAN IRON ORE CORP.**

(Exact name of registrant as specified in its charter)

**Nevada**

State or other jurisdiction of  
incorporation or organization

**98-0546715**

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

**125 E Campbell Ave, Campbell CA 95008**

(Address of principal executive offices and Zip Code)

**(855) 473-7473**

Registrant's telephone number, including area code

Securities registered pursuant to Section 12(b) of the Act

Title of each class	Name of each exchange on which registered
<b>Common Stock par value \$.0001</b>	<b>OTCQB</b>

Securities registered pursuant to Section 12(g) of the Act

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

(Title of Class)

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☐ No ☒

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ☐ No ☒

Note – Checking the box above will not relieve any registrant required to file reports pursuant to Section 13 or 15(d) of the Exchange Act from their obligations under those Sections.

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 ☒ 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 ☐

Indicate by check mark 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. ☐

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 the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

☐

Non-accelerated filer

☐

(Do not check if a smaller reporting company)

Accelerated filer

☐

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 ☒

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.

As of June 30, 2013, the last business day of the registrant's most recently completed second fiscal quarter the aggregate market value of the voting and non-voting common stock held by non-affiliates of the registrant was approximately \$3,488,017, based on the closing price (last sale of the day) for the registrant's common stock on the OTC Bulletin Board on June 30, 2012 of \$0.07 per share.

#### APPLICABLE ONLY TO CORPORATE REGISTRANTS

Indicate the number of shares outstanding of each of the registrant's classes of common stock, as of the latest practicable date. **As of March 31, 2014, there were 689,591,935 shares of the registrant's common stock issued and outstanding.**

#### DOCUMENTS INCORPORATED BY REFERENCE

The registrant's Preliminary Information Statement, previously filed with the SEC on April 8, 2014, is incorporated herein by reference in Part III of this Form 10-K to the extent stated herein.

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## EXPLANATORY NOTE

We are filing this Amendment No. 1 to Annual Report on Form 10-K/A for the year ended December 31, 2013 (the “Form 10-K”), which was originally filed with the Securities and Exchange Commission on April 15, 2014, for the purposes of:

- (i) amending the section titled “DOCUMENTS INCORPORATED BY REFERENCE” on the cover page above;
- (ii) furnishing the Interactive Data File as Exhibit 101 in accordance with Rule 405 of Regulation S-T. Exhibit 101 to this report furnishes the following items from the Form 10-K formatted in eXtensible Business Reporting Language (XBRL): (a) the Balance Sheets as of December 31, 2013 and December 31, 2012, (b) the Statements of Comprehensive Loss for the year ended December 31, 2013 and 2012 and for the period from June 5, 2007 (Inception) to June 30, 2013, (c) the Statement of Stockholders' Equity (Deficit) for the year ended December 31, 2013 and 2012 and for the period from June 5, 2007 (Inception) to June 30, 2013, (d) the Statements of Cash Flows for the year ended December 31, 2013 and 2012 and for the period from June 5, 2007 (Inception) to June 30, 2013, and (e) the Notes to Financial Statements; and
- (iii) amending and restating the list of exhibits as required by Item 601 of Regulation S-K. No other changes have been made to the Form 10-K. This Amendment No. 1 does not reflect events that have occurred after the April 15, 2014 filing date of the Form 10-K, or modify or update the disclosures presented therein, except to reflect the amendments described above.

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## PART I

As used in this report, the terms “we”, “us”, “our”, “our company,” “Titan” and “the Company” mean Titan Iron Ore Corp. unless the context clearly indicates otherwise.

### ***Cautionary Statement Regarding Forward-looking Information***

This annual report on Form 10-K contains “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. The use of words such as “anticipates,” “estimates,” “expects,” “intends,” “plans” and “believes,” among others, generally identify forward-looking statements. These forward-looking statements include, among others, statements relating to: the Company’s future financial performance, the Company’s business prospects and strategy, anticipated trends and prospects in the industries in which the Company’s businesses operate and other similar matters. These forward-looking statements are based on the Company’s management’s expectations and assumptions about future events as of the date of this annual report, which are inherently subject to uncertainties, risks and changes in circumstances that are difficult to predict.

Actual results could differ materially from those contained in these forward-looking statements for a variety of reasons, including, among others, the risk factors set forth below. Other unknown or unpredictable factors that could also adversely affect the Company’s business, financial condition and results of operations may arise from time to time. In light of these risks and uncertainties, the forward-looking statements discussed in this annual report may not prove to be accurate. Accordingly, you should not place undue reliance on these forward-looking statements, which only reflect the views of the Company’s management as of the date of this annual report. The Company does not undertake to update these forward-looking statements

In this annual report on Form 10-K, unless otherwise specified, all dollar amounts are expressed in United States dollars and all references to “common shares” refer to the common shares in our capital stock.

An investment in our common stock involves a number of very significant risks. You should carefully consider the following risks and uncertainties in addition to other information in this annual report on Form 10-K in evaluating our company and our business before purchasing shares of our common stock. Our business, operating results and financial condition could be seriously harmed as a result of the occurrence of any of the following risks. You could lose all or part of your investment due to any of these risks. You should invest in our common stock only if you can afford to lose your entire investment.

## **ITEM 1. BUSINESS**

### **Who We Are**

As of December 31, 2013, Titan Iron Ore. Corp. was a mineral exploration company. Due to our inability to raise capital to further develop mining claims and pursue mineral exploration, we decided to exit the mining business and look for other opportunities. On February 3, 2014, we completed a merger with iHookup Social, Inc., a Delaware corporation (“iHookup”) pursuant to an Agreement and Plan of Merger and Reorganization (the “Merger Agreement”) dated January 31, 2014. Pursuant to the Merger Agreement, we incorporated a new subsidiary called iHookup Operations Corp, a Delaware corporation, which merged with and into iHookup, causing the subsidiary’s separate existence to cease and iHookup to become a wholly-owned subsidiary of the Company. iHookup’s stockholders exchanged all of their twelve million (12,000,000) shares of outstanding common stock for fifty million (50,000,000) shares of the Company’s newly designated Series A Preferred Stock. Each share of common stock entitles its holder to one vote on each matter submitted to the stockholders. The holders of preferred stock are entitled to cast votes equal to nine (9) times the total number of shares of common stock which are issued and outstanding, voting together with the holders of common stock as a single class. Such Series A Preferred Stock shall also be convertible into the number of shares of common stock which equals nine (9) times the total number of shares of common stock which are issued and outstanding at the time of conversion until the closing of a Qualified Financing (i.e. the sale and issuance of our equity securities that results in gross proceeds in excess of \$2,500,000). As a result of the transaction, the former iHookup stockholders received a controlling interest in the Company.

iHookup's business is development and dissemination of a "proximity based" mobile social media application that facilitates connections between people, utilizing the intelligence of GPS and localized recommendations. Going forward, we expect to focus on this aspect of the business, which is described more fully in this report after discussion of our prior mining business.

## Corporate Overview

We were incorporated in the State of Nevada on June 5, 2007. Our plan after our inception on June 5, 2007 was to produce user-friendly software that creates interactive digital yearbook software for schools and allows them to create and burn their own interactive digital yearbooks on CD/DVD. We produced nominal revenues of \$4,855 in our early stages as a result of sales efforts undertaken.

Effective June 15, 2011, we completed a merger with our subsidiary, Titan Iron Ore Corp., a Nevada corporation, which was incorporated solely to effect a change in our name from "Digital Yearbook Inc." to "Titan Iron Ore Corp."

Also effective June 15, 2011, we effected a 37 to one forward stock split of our issued and outstanding common and preferred stock. As a result, our authorized capital increased from 100,000,000 shares of common stock with a par value of \$0.0001 to 3,700,000,000 shares of common stock with a par value of \$0.0001 of which 5,151,000 shares of common stock outstanding increased to 190,587,000 shares of common stock. Subsequently, on June 20, 2011, we issued 2,100,000 common shares pursuant to a private placement unit offering, increasing the number of shares of common stock outstanding to 192,687,000.

Effective June 30, 2011 and in connection with the entry into an agreement (the "Acquisition Agreement") with J2 Mining Ventures Ltd. ("J2 Mining") dated June 13, 2011 and attached as Exhibit 10.1 to our Current Report on Form 8-K filed June 16, 2011, we completed the acquisition of a 100% right, title and interest in and to a properties option agreement (the "Option Agreement") from J2 Mining with respect to iron ore mineral properties located in Albany County, Wyoming, by way of entering an assignment of mineral property option agreement with J2 Mining and Wyomex LLC (the "Assignment Agreement"), whereby our company was assigned 100% of the right, title and interest in and to the Option Agreement from J2 Mining.

In connection with the closing of the Acquisition Agreement, Ohad David, Ruth Navon and Service Merchant Corp. (the "Vendors"), entered into an affiliate stock purchase agreement, whereby, among other things, the Vendors surrendered 142,950,000 common shares for cancellation.

As described above, on February 3, 2014 we completed a merger with iHookup pursuant to the Merger Agreement dated January 31, 2014. Pursuant to the Merger Agreement, we incorporated a new subsidiary called iHookup Operations Corp, a Delaware corporation, which merged with and into iHookup, causing the subsidiary's separate existence to cease and iHookup to become a wholly-owned subsidiary of the Company. iHookup's stockholders exchanged all of their twelve million (12,000,000) shares of outstanding common stock for fifty million (50,000,000) shares of the Company's newly designated Series A Preferred Stock. Each share of common stock entitles its holder to one vote on each matter submitted to the stockholders. The holders of the Series A Preferred Stock are entitled to cast votes equal to nine (9) times the total number of shares of common stock which are issued and outstanding, voting together with the holders of common stock as a single class. Such Series A Preferred Stock shall also be convertible into the number of shares of common stock which equals nine (9) times the total number of shares of common stock which are issued and outstanding at the time of conversion until the closing of a Qualified Financing (i.e. the sale and issuance of our equity securities that results in gross proceeds in excess of \$2,500,000). As a result of the transaction, the former iHookup stockholders received a controlling interest in the Company.

On October 18, 2012 we entered into agreements to secure up to \$10 million in equity line financing. Separately on the same date, we also received \$200,000 in funding from convertible debentures. During the year ended December 31, 2013, we received \$709,437 in convertible note financing and repaid \$194,159 of convertible note debt. During the quarter ended March 31, 2014, we received \$526,966 in convertible note financing and repaid \$216,966 of convertible note debt.

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## **ITEM 1. BUSINESS - *continued***

The Option Agreement assigned to us from J2 Mining on September 30, 2011 was entered into on May 26, 2011 between J2 Mining and Wyomex LLC, pursuant to which Wyomex LLC, as optionor, granted to J2 Mining, as optionee, an exclusive right and option to acquire 100% undivided legal and beneficial interests in and to certain unpatented lode mining claims, fee lands, leased lands, and other interests in real property situated in Albany County, Wyoming (the “Wyoming Iron Complex”). Pursuant to the Assignment Agreement, J2 Mining agreed to assign all its rights and interests in the property and the Option Agreement, and transfer all of its obligations under the Option Agreement, to our company, and our company accepted and agreed to be bound by the terms of the Option Agreement.

The Wyoming Iron Complex consists of: (i) property located at Southwest Quarter of Section 22, Township 19 North, Range 71 West, 6th Principal Meridian, Albany County, Wyoming; and (ii) certain unpatented lode mining claims situated in an unorganized mining district, Albany County, Wyoming, in Sections 14 and 24, Township 19 North, Range 72 West, 6th Principal Meridian, the names of which and the place of record of the location notices thereof in the official records of the county recorder and the authorized office of the Bureau of Land Management.

The term of the option commenced on May 26, 2011 and was extended for a total of six successive one-month periods, up through and including December 26, 2011, by providing notice to Wyomex LLC and payment of \$5,000 for each of the first three additional months and \$15,000 for the last three additional months (for a total payment of \$60,000). Our company elected to exercise the option on December 21, 2011 by giving Wyomex LLC written notice of such election.

On March 30, 2012, we entered into and closed the Asset Purchase Agreement with Wyomex LLC whereby we purchased the Wyoming Iron Complex mineral project located in Albany County, Wyoming. Pursuant to the Asset Purchase Agreement, the Company granted to or executed in favor of Wyomex, and recorded (where applicable) the following documents and/or instruments:

- A Promissory Note in the amount of USD\$6,855,000 (the “Note”);
- A Purchase Money Mortgage securing the Note (the “Mortgage”);
- A Bill of Sale relating to any real property contained on or within the Wyoming Iron Complex; and
- Assignment and Assumption Agreement for the leasehold interests relating to the Wyoming Iron Complex.

The Asset Purchase Agreement called for the Company to make monthly payments of \$1000 to Chugwater Iron Company (“Chugwater”), the lessor under the leasehold interests for Wyoming Iron Complex, and to make payments and filings necessary to maintain the unpatented mining claims which are a part of the Wyoming Iron Complex. The Note called for the Company to make semi-annual advance royalty payments to Wyomex in anticipation of actual production (the “Advance Royalty Payments”). On January 27, 2014, the Company entered into a certain Mutual Release and Settlement Agreement with Wyomex to release the Wyoming Iron Complex properties back to Wyomex by terminating the Asset Purchase Agreement, Note and Mortgage. Please see below for more information.

### ***Mineral Exploration Business***

With the entry into the Asset Purchase Agreement with respect to the Wyoming Iron Complex, we abandoned our efforts as an interactive software developer producing interactive digital yearbook software, and began focusing our efforts in the mineral exploration. Our business plan was to proceed with the exploration of the Wyoming Iron Complex consisting of mineral leases on 320 acres and 23 unpatented mining claims aggregating approximately 463 acres located in the county of Albany, Wyoming, USA.

### *Proposed Initial Work Program*

We completed the initial two phases, which lasted six to seven months and entailed expenditures of approximately \$258,000.

The initial phase lasted three months and included:

- Compilation of all existing geological data into one comprehensive data base for each of the Strong Creek and Iron Mountain Deposits; and
- Development of an additional work program for the properties.

The second phase took a further three to four months. The specific work undertaken included confirmation drilling of existing drill targets to validate historic data (2000 feet).

The third phase would have involved expansion and infill drilling to expand the resource on the Strong Creek deposit to upgrade and enhance the quality of the resource data base, bulk testing of Iron Mountain Ores to confirm the validity of the Krupp Renn or other pyrometallurgical process as applied to Strong Creek and Iron Mountain ores, bench scale tests on the Strong Creek ores to validate the Hazen /USBM separation results, and the initiation of a prefeasibility study based on historic and current data. This work program, subject to the receipt of adequate funding, was expected to take at least one year and entail an aggregate expenditure of up to \$8 million.

Once we completed each phase of exploration, we would make a decision as to whether or not and how we proceed with each successive phase based upon the analysis of the results of that program.

### ***Progress***

On October 13, 2011, we announced a targeted first phase drilling program of 1700 feet at the Strong Creek Property in the Wyoming Iron Complex. A total of three HQ (2.5 inch diameter) diamond drill holes were completed to duplicate and verify drilling results obtained by Union Pacific Resources [c. 1955], the State of Wyoming [1995], and Radar Acquisitions Limited (2005). One hole was extended to a depth of 700 feet to explore the vertical potential of the mineralized zone. All work during this phase was done on the Strong Creek Project, the larger of Titan's two projects within the Wyoming Iron Complex. All samples were collected by drill crews with onsite supervision and placed in standard core boxes then transported to the facilities of Wyoming Analytical Laboratories Inc. in Laramie Wyoming. There, the core samples were cut in half lengthwise, then logged as to rock type, mineralization and structure. Samples were then taken consisting of one half of the cut core over a five foot interval, bagged and transported to the staff of the laboratory. There, samples were catalogued in the laboratory's management system and then taken to their preparation lab where they were crushed, screened and split to obtain a representative sample for analysis. These representative samples were then sent to Wyoming Analytical Laboratories' satellite lab in Golden Colorado where they were analyzed using X-Ray Fluorescence [XRF] methodology for Iron, Titanium, and Vanadium. The results of the Phase 1 drilling program are summarized as follows:

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**ITEM 1. BUSINESS - *continued***

	<b>From</b>	<b>To</b>	<b>Interval</b>			
<b>Hole SC - 2011 - 01</b>	<b>feet</b>	<b>feet</b>	<b>feet</b>	<b>Fe2O3</b>	<b>TiO2</b>	<b>V2O5</b>
Total weighted average	0	700	700	19.719%	6.129%	0.117%
Including 430 ft	70	500	430	19.950%	6.225%	0.119%
Which itself included 5 ft	350	355	5	26.720%	12.560%	0.155%
Including an additional 196 ft	504	700	196	19.617%	6.110%	0.114%
<b>Hole SC - 2011 - 02</b>	<b>From</b>	<b>To</b>	<b>Interval</b>	<b>Fe2O3</b>	<b>TiO2</b>	<b>V2O5</b>
Total weighted average	0	652	652	16.184%	5.049%	0.090%
Including 410 ft	0	410	410	17.511%	5.606%	0.433%
Which itself included	0	258	258	17.839%	5.925%	0.107%
And 65 ft of	340	405	65	18.945%	5.822%	0.118%
Including an additional 30 feet of	550	580	30	21.408%	6.490%	0.104%
<b>Hole SC - 2011 - 03</b>	<b>From</b>	<b>To</b>	<b>Interval</b>	<b>Fe2O3</b>	<b>TiO2</b>	<b>V2O5</b>
Total weighted average	22	597	575	16.947%	4.690%	0.111%
Including 137 ft of Lower grade	22	137	115	13.559%	2.098%	0.074%
Including 460 ft Higher Grade	137	597	460	17.745%	5.335%	0.120%

All three holes were collared in iron-titanium-vanadium mineralization and were terminated in iron mineralization higher than hole averages, suggesting that mineralization extends to greater depth. Holes 1 and 2 were in higher grade material from the surface to the bottom of the hole. Hole 3 encountered weaker iron grades near the surface but strengthened for the last 3/4 of the hole. All values expressed here are weighted average grades over the core length specified.

In the case of the Strong Creek Property the prospect is without known reserves and our program of work has been and remains exploratory in nature. There are no existing facilities or historic mining or mineral processing facilities on this site.

Quality assurance and control (QA/QC) measures consisted of the analysis of duplicate samples which were taken at 50 foot intervals and tested in the same manner and a random series of samples from rejects were sent to SGS Lakefield Laboratories in Lakefield Ontario, Canada which acted as an umpire laboratory. SGS also performed Davis tube tests on selected random samples as a preliminary test for magnetic iron recovery.

All sample rejects were retained for a period of 90 days in the event any retesting was considered necessary. All remaining core was retained for future reference and analysis and sent to a secure and locked storage facility.

All work conducted during this program is under the direct control of the independent consulting geologist who managed the activities of the drilling contractor, civil contractor, and laboratory personnel. Water for drilling was provided by the rancher who holds the surface and water rights. All other supplies, fuel and power were provided by the drilling contractor.

All permits were obtained through the Land Division of the Wyoming Department of Environmental Quality, (WDEQ), the lead agency in Wyoming for permitting and reclamation matters. All holes were abandoned and reclaimed in accordance with the policies and procedures of WDEQ and included capping of the holes, re-contouring the surface and reseeding with an approved seed mix vegetation. In November 2012, the drill sites were re-contoured and reseeded to the satisfaction of the surface rights owner. On November 30, 2012, as required by Wyoming statutes, the Company filed Notices of Abandonment for the three drillholes with the Wyoming State Engineer's Office.

## ITEM 1. BUSINESS - *continued*

Titan also has the Iron Mountain property under lease at the Wyoming Iron Complex. This is a historic mining operation, located approximately 6 miles to the east of Strong Creek, which has a small, existing open pit and iron ore stockpile, estimated by visual inspection at 50,000 tons, on the property. This stockpile has not been professionally surveyed as we do not currently have access to the site, as described below. Four representative samples from this stockpile were taken by Mountain Cement Company in 2009 and tested in their Laramie laboratory using X- Ray Fluorescence methods which yielded the following results:

Sample Name	TiO <sub>2</sub> %	Fe <sub>2</sub> O <sub>3</sub> %
Surface Material	18.62	56.63
North Side Pile	16.43	53.24
South Pile 1	14.55	52.66
South Pile 2	13.88	48.26
South Pile 3	13.75	49.99
<b>Average</b>	<b>15.446</b>	<b>52.156</b>

This range of values is consistent with the grades found in historic drill holes which were completed in the 1950's and 1960's.

The Iron Mountain Project is situated on private fee property, and the lease held by Titan includes all surface, mineral, and water rights on the 160 acre parcel. When this property was operating it was served by a dedicated power line connecting to the grid which can be reconnected should the project be reactivated. There are no other existing facilities on this site, but there are internal pit roads. Some 100 drill holes were drilled on this property in the 1950's and 1960's defining an iron-titanium mining resource which underpinned internal feasibility work undertaken by previous operators. Titan does not currently have access to Iron Mountain (please see the discussion under the heading "Mineral Properties – Description of Property, Location, Means and Access" for additional details)

Physical access to the site is obtained over county and state public roads, and private roads. The site lies 40.2 miles by road northeast of the city of Laramie, Wyoming. Access from Laramie is as follows:

- starting in Laramie go north on US 287/State Road (SR) 30 (paved) for 18.1 miles to the Junction with SR 34,
- turn Northeast on SR 34 (paved) and proceed for 10.8 miles to the junction with County Road 12 (Sybille Rd),
- proceed 10.8 miles along County road 12 (asphalt) to the intersection with Wayside Rd, veer left and continue on County Rd 12 (dirt) for another 1.3 miles, and
- turn East (Left) on a private dirt road and continue for 4.3 miles until arriving at the Iron Mountain Project.

### *Work Program*

As of December 31, 2013, our work at Iron Mountain remained exploratory in nature. Since our business model has changed, we have not, and will not, perform any feasibility level work to ascertain whether Iron Mountain ores are economically viable in terms of processing and shipping to potential customers. At this time we maintain an environmental bond with the WDEQ covering historic reclamation liabilities at Iron Mountain and an operating permit for Limited Mining Operations under a 10 acre exemption pursuant to W.S. Section 35-11-401 (c)(vi).

### *Markets*

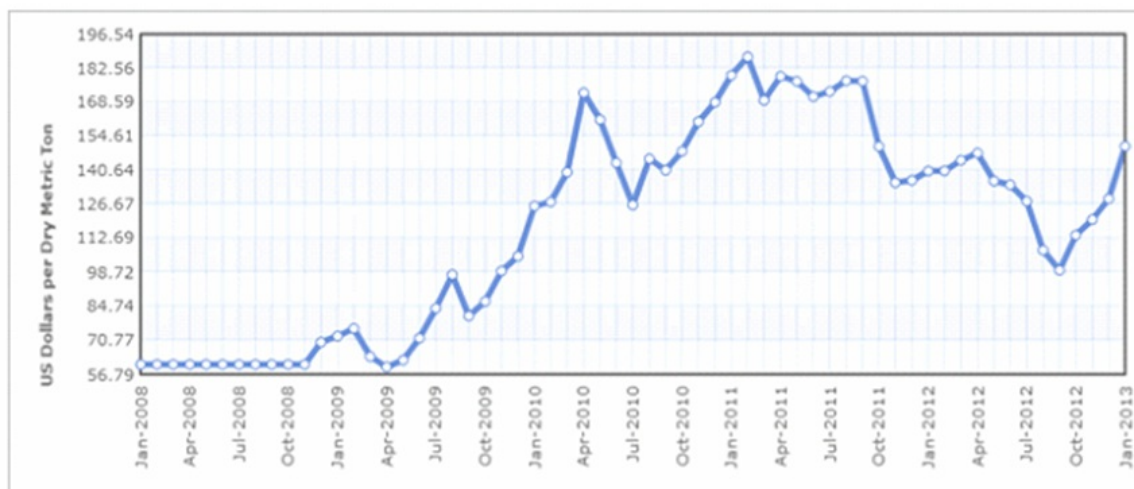
The market for iron ore has seen a substantial improvement over the last 6 years, as demand and market prices have increased.

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## ITEM 1. BUSINESS - *continued*

### *Markets*

The market for iron ore has seen a substantial improvement over the last 6 years, as demand and market prices have increased.



**Figure 1 China import Iron Ore Fines 62% FE spot (CFR Tianjin port), US Dollars per Dry Metric Ton**

**Source:** <http://www.indexmundi.com/commodities/?commodity=iron-ore&months=60>

Iron Mountain ores are rich in titanium, and alone are not suitable for the production of typical iron concentrates (through conventional mining concentrating and processing methods) which are normally used by blast furnaces for manufacturing steel. However, more recently, steelmaking companies have been importing iron ores with higher titanium content as a blend in their blast furnaces. As the ore melts, the titanium fills in cracks in the carbon bricks that line the hearth in the blast furnace which develop over time. This can extend the life of the hearth and increase the useful life of a furnace before a major and costly relining of the blast furnace is necessary. Currently much of this type of material used by US and Canadian Midwestern blast furnaces, in the Great Lakes region, is imported as ilmenite ( $\text{FeTiO}_3$ ) from South Africa, Canada or the Ukraine and has a  $\text{TiO}_2$  content of 30% to 32% at a landed cost (CIF) at the furnace of \$300 per tonne. Potential customers for Iron Mountain ore are steel blast furnaces, for example in Gary, Indiana (1030 rail miles from Laramie) or Hamilton, Ontario, Canada (1470 rail miles from Laramie). Pricing for the Iron Mountain ores will be subject to direct negotiations with customers. There are no “typical market specifications” or “typical furnace terms” for these sorts of Fe-Ti ores within the steel blast furnace industry, although we understand generally that are limits on certain types of elements in the ore which could trigger a penalty, such as sulphur, phosphorus, and aluminum, and size and density characteristics. Preliminary discussions with potential customers through our marketing agents, based on historical sampling analyses set forth above, indicate that the Iron Mountain ores at 15%  $\text{TiO}_2$  could be a competitive alternative to imported ilmenites at 30%  $\text{TiO}_2$  levels, and that the Fe and Ti grades at Iron Mountain are acceptable to these customers. We have not yet provided ore samples to potential blast furnace customers for analysis and testing.

Titanium dioxide ( $\text{TiO}_2$ ) is primarily used in the manufacture of pigments for paint and coloring. Ilmenites used in the manufacture of pigments have a  $\text{TiO}_2$  content of 50% to 52%. This indicates that the Ti material being sold to the steel industry is subgrade material that is not suitable for the primary titanium market without further processing and concentrating.

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## ITEM 1. BUSINESS - *continued*

Iron Mountain Ores would be produced on a Run of Mine (ROM) basis and shipped as “Lump Ore” or “Direct Ship Ore”. ROM ores generally signifies mined materials, for which processing usually includes only mining (drilling and blasting), crushing and screening to size. Based on preliminary discussions, with our marketing agents and potential customers, Iron Mountain ores would be crushed and screened to between 1.5 to 3 inches to meet general steel industry customer specifications.

Fines or undersize material (less than 1.5 inches) will be marketed to the regional cement industry for use in the production of cement where fine, iron-containing material is preferred. The current stockpile at Iron Mountain fits this purpose and Iron Mountain material has been used historically to meet the needs of area cement producers. Pricing and quantity of potential off-take is dependent on the quality and process requirements of each potential cement plant customer. Prices paid by local cement companies for iron ore are in the range of \$25-30 per ton FOB minesite.

### *Estimated Production Costs to a Marketable Product.*

Material at Iron Mountain is not directly marketable without some basic mining and processing operations. We have not performed a feasibility study to determine the economic viability of these operations. The operating costs stated herein for Fe/Ti ores going to Midwestern blast furnaces, and for Fe-containing stockpile materials to local cement plants, are estimates only, and are based on information from public records, and discussions with potential contractors. These estimated costs are as follows:

#### For mining and shipping of ROM Fe-Ti ores to Midwestern blast furnaces:

• Contract Mining (Drill, Blast, Load, Haul, Crush & Screen)	\$15.00/tonne
• Truck transportation to Union Pacific Rail	
• Siding in Laramie (40 miles @ 0.22/tonne mile)	\$8.80/tonne
• Rail Transportation to US Midwest Market	\$28.00/tonne
• Site supervision and Management	\$1.50/tonne

Total Delivered Cost	\$53.30/tonne
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#### For loading and shipping of stockpile materials to local cement producers:

• Loading Trucks	\$0.50/tonne
• Site supervision and Management	\$1.50/tonne
• Shipping via truck to Laramie (Mountain Cement)	\$8.80/ton

Total Delivered Cost	\$10.80/ton
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### ***Mutual Release and Settlement Agreement***

Due to the lack of progress in raising the needed capital to pursue mineral exploration in earnest, the Company has determined that it cannot fulfill the terms of the Asset Purchase Agreement and Note signed with Wyomex. On January 27, 2014, the Company entered into a certain Mutual Release and Settlement Agreement with Wyomex to release the Wyoming Iron Complex properties back to Wyomex by terminating the Asset Purchase Agreement, Note and Mortgage:

#### *Termination of the Asset Purchase Agreement (the "APA"):*

- a. The APA was terminated and all obligations arising out of or related to the APA were terminated.
- b. In connection with such termination, The Company and Wyomex released and indemnified each other from and against any and all damages and actions of any kind whatsoever that any of them may have which (i) are based upon the APA, and (ii) otherwise have as a basis actions or inactions arising out of or occurring prior to the date of the agreement. Wyomex specifically released, indemnified and defended the Company from any and all obligations to make Advance Royalty Payments under the APA and to make payments to Chugwater.

#### *Termination of Promissory Note and Mortgage.*

- a. The Note and Mortgage were terminated, and all obligations arising out of or related to the Note and Mortgage were terminated.
- b. In connection with such termination, The Company and Wyomex released and indemnified each other from and against any and all damages and actions of any kind whatsoever that any of them may have which (i) are based upon the Note and Mortgage, and (ii) otherwise have as a basis actions or inactions arising out of or occurring prior to the date of the agreement. Wyomex specifically released, indemnified and defended The Company from any and all obligations to make Advance Royalty Payments under the APA and to make payments to Chugwater
- c. Within three business days following the execution of the agreement, the parties agreed to the following actions:
  1. The Company agreed to execute, deliver and record a Quitclaim Deed, conveying the Property back to Wyomex.
  2. The Company agreed to execute and deliver a Bill of Sale, conveying any personalty related to the Property back to Wyomex.
  3. The Company and Wyomex agreed to execute and deliver a debt settlement agreement, whereby the Company issued shares to Wyomex for the conversion of debt owed by the Company to Wyomex in the amount of USD\$9,000, representing 2014 unpatented federal mining claim maintenance expenses, and unpaid lease payments due to Chugwater.
  4. Wyomex agreed to cancel and release the Note and Mortgage, and to expressly write "Canceled and Satisfied in Full" on the face of the original note and deliver it back to the Company.

The Company was unable to execute the above documents within the agreed upon time frame. However, as of the date hereof, we are now completing the process of releasing the Wyoming Iron Complex properties back to Wyomex.

### ***Option Agreement with Globex Mining***

On July 19, 2011, we entered into an option agreement with Globex Mining Enterprises Inc. ("Globex") effective July 12, 2011 (the "Globex Agreement"), pursuant to which Globex granted us the right (the "Option") for a period of 90 days from July 12, 2011 to acquire an undivided 100% interest in and to 202 mining claims (the "Property") located in the Labrador trough area in the Province of Quebec, Canada.

In September 2011, we initiated a geological reconnaissance survey of a magnetic geophysical anomaly located on the Labrador Trough iron property. This survey determined that the anomaly was not of sufficient mineral type, grade or size to merit further exploration costs. Accordingly, we have determined to drop the option on the Labrador Trough iron property and on October 12, 2011 notified the owner of the property that we will not be exercising its option to acquire the property.

### ***Letter of Intent for Sunrise Mine***

On April 15, 2013, we entered into a binding letter of intent with New Sunrise LLC, a limited liability company, whereby, following entry into a formal agreement and the closing thereof, we propose to acquire certain patented lode mining claims and other interests in real property and facilities located in Platte County, Wyoming for the purchase price of \$12,000,000. An initial deposit of \$25,000 was made on April 25, 2013. We had 180 days to conduct due diligence investigations of the property, following which agreements would be prepared provided due diligence and other conditions were met. We had the right to terminate the LOI any time during our due diligence investigations. Closing is dependent on satisfactory due diligence results, securing of sufficient financing to pay the purchase price, and other conditions. The 180 day period expired on October 14, 2013 and the parties agreed to extend the due diligence period until January 15, 2014 on a non-exclusive basis. As of January 15, 2014 the option expired and there are no plans for further exploration at Sunrise Mine

### ***Competition***

As of December 31, 2013, we were a mineral resource exploration company. Prior to our merger with iHookup, we competed with other mineral resource exploration companies for financing and for the acquisition of new mineral properties. Many of the mineral resource exploration companies with whom we compete have greater financial and technical resources than those available to us. Accordingly, these competitors may be able to spend greater amounts on acquisitions of mineral properties of merit, on exploration of their mineral properties and on development of their mineral properties. In addition, they may be able to afford more geological expertise in the targeting and exploration of mineral properties. This competition could have resulted in competitors having mineral properties of greater quality and interest to prospective investors who may finance additional exploration and development. This competition could have adversely impacted our ability to achieve the financing necessary for us to conduct further exploration of our mineral properties.

We also competed with other mineral resource exploration companies for financing from a limited number of investors that are prepared to make investments in mineral resource exploration companies. The presence of competing mineral resource exploration companies may have impacted our ability to raise additional capital in order to fund our exploration programs if investors are of the view that investments in our competitors are more attractive based on the merit of the mineral properties under investigation and the price of the investment offered to investors. We also competed with other mineral resource exploration companies for available resources, including, but not limited to, professional geologists, camp staff, helicopter or float planes, mineral exploration supplies and drill rigs.

### ***Compliance with Environmental Laws***

Our business plan called for exploration activities and future mining operations. These activities are subject to extensive laws and regulations governing the protection of the environment, waste disposal, worker safety, mine construction, and

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## **ITEM 1. BUSINESS - *continued***

protection of endangered and protected species. We expected to make in the future, significant expenditures to comply with such laws and regulations. Future changes in applicable laws, regulations and permits or changes in their enforcement or regulatory interpretation could have had an adverse impact on our financial condition or results of operations. In the event that we made a mineral discovery and decided to proceed to production, the costs and delays associated with compliance with these laws and regulations could have stopped us from proceeding with a project or the operation or further improvement of a mine or increase the costs of improvement or production.

### ***Government Regulation***

Mining operations and exploration activities are subject to various federal, state, provincial and local laws and regulations in the United States, which govern prospecting, development, mining, production, exports, taxes, labor standards, occupational health, waste disposal, protection of the environment, mine safety, hazardous substances and other matters. In the United States, the Federal government owns public lands that are administered by the Bureau of Land Management or the United States Forest Service. Ownership of the subsurface mineral estate can be acquired by staking a twenty (20) acre mining claim granted under the General Mining Law of 1872, as amended (the "General Mining Law"). Unless it has been conveyed, the Federal government still owns the surface estate even though the subsurface can be controlled with a right to extract through claim staking.

### ***Our Current Business: e-Dating Mobile Application***

As a result of our inability to raise capital to further develop the mining claims and pursue mineral exploration, the Company decided to exit the mining business and look for other opportunities. On February 3, 2014, the Company completed a merger with iHookup pursuant to the Merger Agreement dated January 31, 2014. Pursuant to the Merger Agreement, the Company incorporated a new subsidiary called iHookup Operations Corp, a Delaware corporation, which merged with and into iHookup causing the subsidiary's separate existence to cease and iHookup to become a wholly-owned subsidiary of the Company. iHookup's stockholders exchanged all of their twelve million (12,000,000) shares of outstanding common stock for fifty million (50,000,000) shares of the Company's newly designated Series A Preferred Stock. Each share of common stock entitles its holder to one vote on each matter submitted to the stockholders. The holders of preferred stock are entitled to cast votes equal to nine (9) times the total number of shares of common stock which are issued and outstanding, voting together with the holders of common stock as a single class. Such Series A Preferred Stock shall also be convertible into the number of shares of common stock which equals nine (9) times the total number of shares of common stock which are issued and outstanding at the time of conversion until the closing of a Qualified Financing (i.e. the sale and issuance of our equity securities that results in gross proceeds in excess of \$2,500,000). As a result of the transaction, the former iHookup stockholders received a controlling interest in the Company.

iHookup's business is the development and dissemination of a "proximity based" mobile social media application named "iHookup" that facilitates connections between people, utilizing the intelligence of GPS and localized recommendations. Going forward, the Company expects to focus on this aspect of the business.

### **Introduction**

iHookup is seeking to redefine the way people meet, date, discover and socially convey interest in a potential partner. The laws of meeting and dating have shifted, with the traditional manner of dating and wooing that prospective mate now taking a backseat to meeting online or through the use of mobile technology. Making connections through online or mobile devices has become a dominant part of today's mobile-social lifestyle, across various social circles, age groups, race, gender and demographics. In addition, the company plans to integrate localized recommendations, offering special merchant discounts that drive encounters or "Hookups" to a physical location, event or venue. In this way, the company plans to retain its user base and add extra revenue streams in several vertically attractive markets in brands and advertising.

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## Products/Services: iHookup application

iHookup is a proximity-based or location-based social platform and discovery application that facilitates communication between two or more users ("iHookup" or "application"). It utilizes the intelligence of GPS and localized recommendations for dating, friends, groups and organizations to expand existing social circles. It is available on the iOS platform and in iTunes stores world-wide, where we offer a free version and a paid version. The free version allows users to browse through the application's features and user profiles. The paid version which costs \$0.99 to download, provides a trial of all subscription based services (which allows users to send message and take advantage of any localized recommendations or offers) for a specified period of time, as determined by the company's marketing strategy. The application also offers a "virtual currency" component, allowing users to purchase "in application" coin packs that activate virtual gifts and various service-based options (see subscription offers and pricing below – prices are subject to change and often do during this user acquisition phase the company is currently in):

Recurring Subscriptions	\$8.99
1-Month	\$14.99
3-Month	\$24.99
6-Month	\$44.99
Annual	\$69.99
Coin Pack1	\$4.99
Coin Pack2	\$7.99
Coin Pack 3	\$19.99

The company's users will be provided with "local" options of many kinds, enabling mobile distribution of locally relevant content and special offers. The company hopes to bring together a dynamic opportunity for brands, advertisers and merchants to interact in new and innovative ways with the iHookup Social Network, while building customer loyalty, engagement and revenues. The company is pursuing its growth in its current "dating vertical" market, as well as expanding its reach into the general audience category of "Social Networking."

## Marketing

We market our application utilizing a variety online and offline marketing activities. Our offline marketing activities generally consist of traditional marketing and event-based branding in various local markets. . Our marketing plan also includes leveraging several key domain names registered by the company to bring local and event style marketing to college campuses and other areas. For example, our domain names include but are not limited

to: [www.hookupUCLA.com](http://www.hookupUCLA.com), [www.hookupHARVARD.com](http://www.hookupHARVARD.com), [www.hookupASU.com](http://www.hookupASU.com) and [www.hookupHOLLYWOOD.com](http://www.hookupHOLLYWOOD.com).

Our online marketing activities generally consist of the purchase of Mobile-banners and other display advertising and search engine marketing. We run various mobile ad campaigns targeting male, female and Apple / iOS users on Facebook and other regional, US and international sites. In addition, the company produces video ads that may be run on mobile "video" ad networks or be placed based on a variety of alliances with third parties who advertise and promote our services, from time to time. Such video advertising may be expanded and utilized in commercials, on Facebook, YouTube, and various other editorial and public relations efforts.

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iHookup is available on iTunes, where our visibility in rank on the free, paid and social networking categories also drives traffic to both versions of the application. The highest ranking achieved by our application in March 2014 on the Apple App Store is as follows:

- Top Grossing Social Networking FREE iPhone / iPod App USA: #54
- Top Grossing Social Networking PAID iPhone / iPod App USA: #70
- Top Grossing Social Networking FREE iPad App USA: #83
- Top Rank in Social Networking FREE App USA: #149
- Top Rank Social Networking Paid in March: #20
- Top Rank Social Networking Paid Canada: #13

### ***Revenue***

Our revenue is derived primarily from subscription fees for our paid versions and from users purchasing “coins” for added features. Additional revenue opportunities include merchants, brands and advertisers that we plan to vertically integrate into our location based offers and discounts as of or around May 2014.

### ***Competition***

The e-dating business is highly competitive and barriers to entry are minimal. We compete primarily with other e-dating mobile applications (e.g. Tinder), but also e-dating websites (e.g. Match.com and eHarmony), dating and matchmaking services, other social media platforms and applications, and other conventional media companies that provide personal services and traditional venues where singles meet (both online and offline). The company hopes to use the dating category as an entry point to a much broader “Social Networking” marketplace, where competitors will include websites and applications offering coupons by merchants and brands (e.g. Living Social, Groupon, What About We).

We believe that our ability to compete successfully will depend primarily upon the following factors:

- the size and diversity of our registered member and subscriber bases relative to those of our competitors;
  - the functionality of our application and the attractiveness of their features and our services and offerings generally to consumers relative to those of our competitors;
  - how quickly we can enhance our existing technology and services and/or develop new features and localized opportunities and venue based monetization opportunities in response to:
    - new, emerging and rapidly changing technologies;
    - the introduction of product and service offerings by our competitors;
    - changes in consumer requirements and trends in the single community relative to our competitors; and
    - our ability to engage in cost-effective marketing efforts, including by way of maintaining relationships with third parties with which we have entered into alliances, and the recognition and strength of our various brands relative to those of our competitors.
-

### ***Employees and Key Consultants***

Our company has five full time employees and one part time employee.

### ***Intellectual Property***

We intend, in due course, subject to legal advice, to apply for trademark, copyright and/or patent protection in the United States and other jurisdictions. We regard our intellectual property, including our software and trademark, as valuable assets and intend to vigorously defend them against infringement.

While there can be no assurance that registered trademarks and copyrights will protect our proprietary information, we intend to file for protection and assert our intellectual property rights against any infringer. Although any assertion of our rights can result in a substantial cost to, and diversion of effort by, our Company, management believes that the protection of our intellectual property rights is an important part of our operating strategy.

### **Market Opportunity**

As a whole mobile applications create a socially connected experience while allowing users to push forward with personal goals to achieve, stay active or on the move and ultimately accessible at all times. Mobile dating is one of the fastest growing market segments in mobile communications, continuing to attract new users. A common problem faced across all age and demographic profiles, is the lack of time in each day. Easy, accessible and user driven technologies are replacing traditional avenues of meeting people by providing yet another way to embrace our “Do it all” and “Have it all” mobile - social generation.

### **Market Size**

First, the shift from desktop to mobile, whether smartphone or tablet, is happening across a variety of activities, including social networking and e-Dating. As the chart below shows, the time spent on mobile usage has steadily overtaken other online activities on desktops or laptops from 2010 to 2013.

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## Share of Time Spent per Day with Major Media by US Adults, 2010-2013

% of total

	2010	2011	2012	2013
<b>Digital</b>	<b>29.6%</b>	<b>33.8%</b>	<b>38.5%</b>	<b>43.6%</b>
—Mobile (nonvoice)	3.6%	7.1%	13.4%	19.4%
—Online*	22.0%	22.6%	20.7%	19.2%
—Other	3.9%	4.1%	4.4%	5.0%
<b>TV</b>	<b>40.9%</b>	<b>40.4%</b>	<b>39.2%</b>	<b>37.4%</b>
<b>Radio</b>	<b>14.9%</b>	<b>13.9%</b>	<b>13.0%</b>	<b>11.9%</b>
<b>Print**</b>	<b>7.7%</b>	<b>6.5%</b>	<b>5.4%</b>	<b>4.5%</b>
<b>Other</b>	<b>7.0%</b>	<b>5.5%</b>	<b>4.1%</b>	<b>2.8%</b>
<b>Total (hrs:mins)</b>	<b>10:46</b>	<b>11:18</b>	<b>11:49</b>	<b>12:05</b>

*Note: ages 18+; time spent with each medium includes all time spent with that medium, regardless of multitasking; for example, 1 hour of multitasking online while watching TV is counted as 1 hour for TV and 1 hour for online; \*includes all internet activities on desktop and laptop computers; \*\*offline reading only*

*Source: eMarketer, July 2013*

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www.eMarketer.com

According to the chart below, the average time a US adult spends on mobile (including smartphones and tablets) for social networking is roughly 60% of the time spent on desktops or laptops. Therefore we believe that users are more likely to use mobile for social networking.

## Share of Average Time Spent per Day on Select Digital Activities by US Adults, 2010-2013

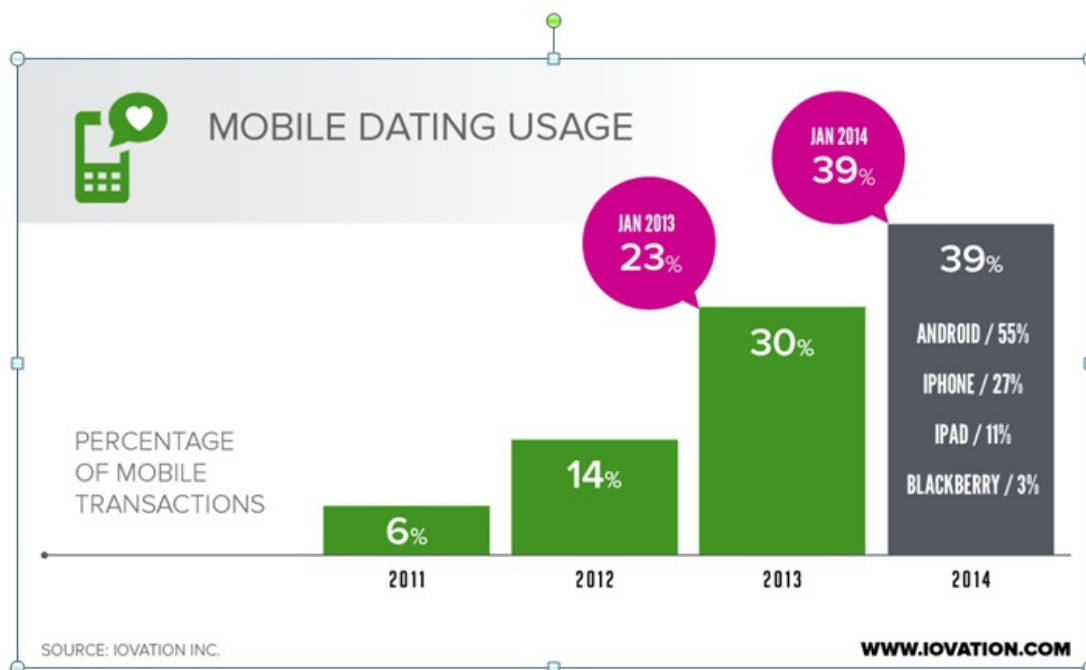
hrs:mins and % of total

	2010	2011	2012	2013
<b>Online*</b>	<b>2:22</b>	<b>2:33</b>	<b>2:27</b>	<b>2:19</b>
—Social networking	17.5%	22.9%	26.3%	28.8%
—Video	4.2%	8.5%	16.3%	18.0%
<b>Smartphone</b>	<b>0:10</b>	<b>0:22</b>	<b>0:43</b>	<b>1:07</b>
—Social networking	10.3%	18.1%	23.1%	28.4%
—Video	-	9.0%	9.2%	12.0%
<b>Tablet</b>	<b>0:01</b>	<b>0:12</b>	<b>0:40</b>	<b>1:03</b>
—Social networking	0.0%	8.0%	13.0%	19.0%
—Video	-	8.3%	10.0%	19.0%

Note: ages 18+; time spent with each medium includes all time spent with that medium, regardless of multitasking; for example, 1 hour of multitasking online while on a mobile device is counted as 1 hour for internet and 1 hour for mobile; \*includes all internet activities on desktop and laptop computers

Source: eMarketer, July 2013

In addition, the study below shows the steady increase of mobile e-Dating usage from 6% in 2011 to 39% in 2014. We believe that dating itself is inherently social and local, being better served by mobile applications that provide accessibility wherever users go. Today's e-dater need not be in front of his or her computer to view potential matches, or to receive or send messages. The user's phone is always by his or her side.



iOS devices are versatile multi-purpose machines that have already significantly impacted the business models of music, games and other Media & Entertainment industry categories. And now, within the nexus of mobile-social-local, mobile dating applications appear to be another high growth sector.

### Growth

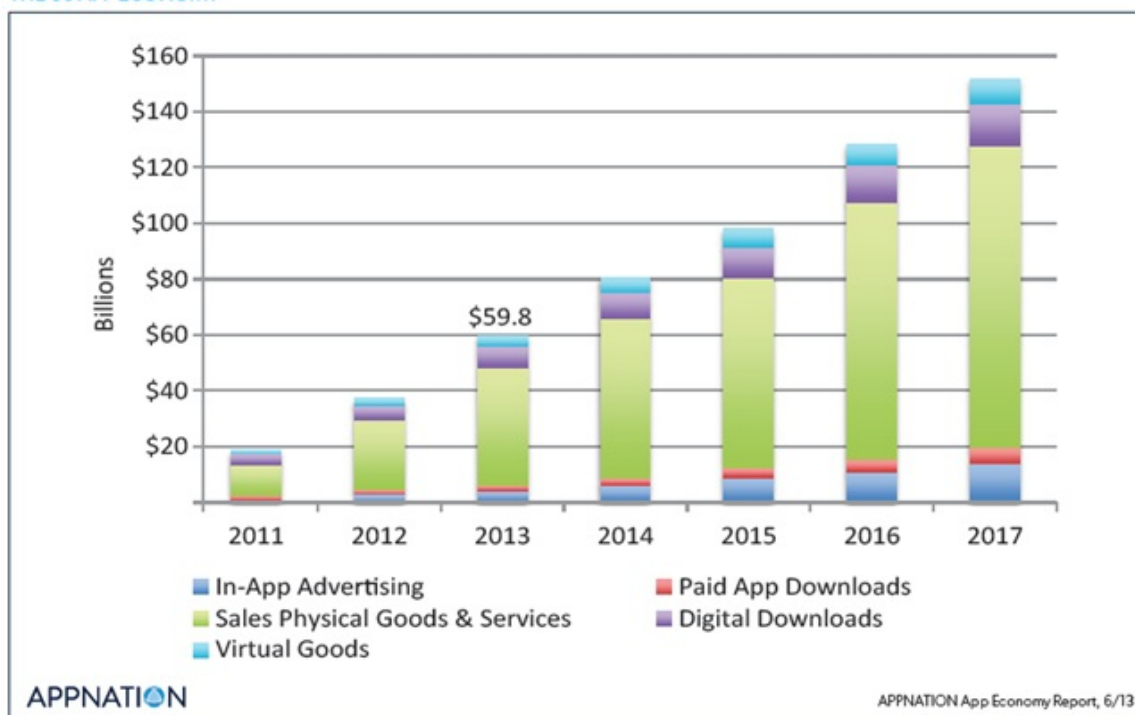
In less than two decades, online dating soared and is "in the growth phase of its economic life cycle," says an IBISWorld report. Though 18- to 29-year-olds make up the biggest chunk of users, with 30- to 49-year-olds next in line, demand is expected to increase with users over 50 years of age too. More than one-third of Baby Boomers are unmarried, and as more and more migrate to the digital world, the industry is beginning to target this unattached and largely underserved market.

Nielsen reports that the number of Americans using applications or a mobile version of a dating website was 13.7 million in November 2012, more than double the previous year's 5.8 million.

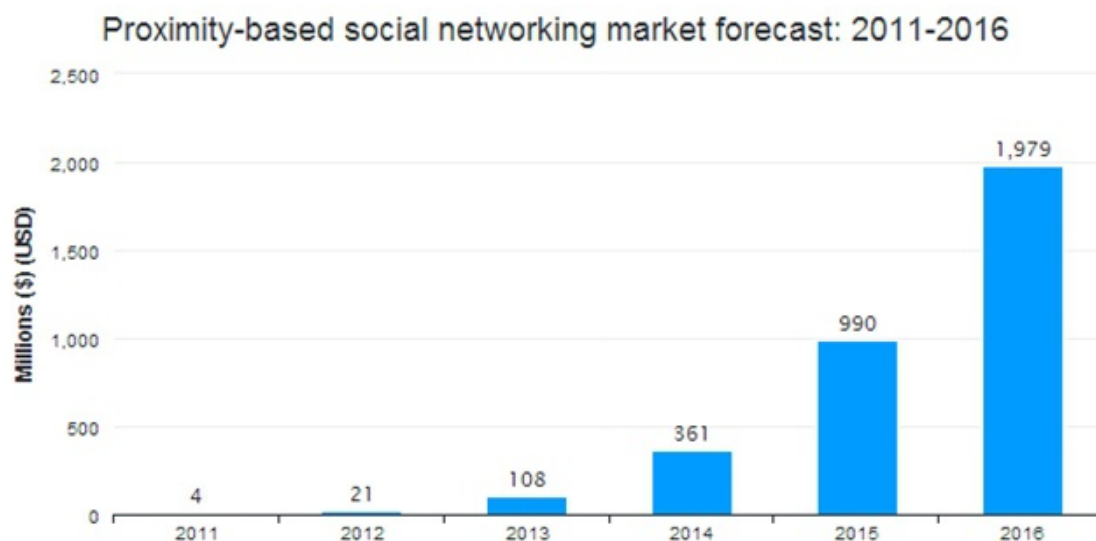
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According to the chart below, applications generated a total of \$59.8 billion in revenues through in-app advertising, sales of physical goods and services, virtual goods, paid application downloads and digital downloads. As of 2017, this market is projected to grow to over \$140 billion.

THE US APP ECONOMY



From the chart below, the proximity-based social networking market as of 2014 is valued at \$361 million and is projected to grow to \$1.979 billion by 2016.



## ITEM 1A. RISK FACTORS

### RISK FACTORS

The risks and uncertainties below may not be the only ones the Company faces. If any of these risks actually occur, or others not specified below, the business, financial condition, operating results and prospects of the Company could be materially and adversely affected. In that case, the trading price of our common stock could decline.

#### General Risks

##### *We may fail to raise sufficient capital.*

To the extent that we fail to obtain sufficient operating capital, we may be unable to deal with presently unforeseen contingencies in the future or be able to fund our operations. In addition, we may have more difficulty or find it impossible, to raise third party financing from investors or financial institutions.

##### *Our reserves may be insufficient.*

We intend to establish a reserve fund, as determined in the Board's discretion, for normal working capital contingencies. There is no guarantee that our reserves will be adequate. If the reserves are not available to the Company, it may be necessary to attempt to raise additional capital or financing. In the event that such capital or financing is not available on favorable terms, we may be forced to raise additional capital on unfavorable terms.

## **Risks Related to Our Business and Industry**

*Our success depends upon the continued growth and acceptance of online advertising, particularly paid listings, as an effective alternative to traditional, offline advertising and the continued commercial use of the internet.*

Many advertisers still have limited experience with online advertising and may continue to devote significant portions of their advertising budgets to traditional offline advertising media. Accordingly, we continue to compete with traditional advertising media, including television, radio and print, in addition to a multitude of websites with high levels of traffic and online advertising networks, for a share of available advertising expenditures and expect to face continued competition as more emerging media and traditional offline media companies enter the online advertising market. We believe that the continued growth and continued acceptance of online advertising generally will depend, to a large extent, on its perceived effectiveness and the acceptance of related advertising models (particularly in the case of models that incorporate user targeting and/or utilize mobile devices), the continued growth in commercial use of the internet (particularly abroad), the extent to which web browsers, software programs and/or other applications that limit or prevent advertising from being displayed become commonplace and the extent to which the industry is able to effectively manage click fraud. Any lack of growth in the market for online advertising, particularly for paid listings, or any decrease in the effectiveness and value of online advertising (whether due to the passage of laws requiring additional disclosure and/or opt-in policies for advertising that incorporates user targeting or other developments) would have an adverse effect on our business, financial condition and results of operations.

*We depend, in part, upon arrangements with third parties to drive traffic to our various websites and distribute our products and services.*

We engage in a variety of activities designed to attract traffic to our various websites and convert visitors into repeat users and customers. How successful we are in these efforts depends, in part, upon our continued ability to enter into arrangements with third parties to drive traffic to our various websites, as well as the continued introduction of new and enhanced products and services that resonate with users and customers generally.

In addition, we have entered into a number of arrangements with third parties to promote and deliver mobile advertising to various social networks or mobile channels. Pursuant to these arrangements, third parties generally promote our services on various mobile applications, their websites or through e-mail campaigns and we either pay on a cost per impression basis (i.e. cost per view) or a fixed fee when visitors to these websites click through to or download our application.. These arrangements are generally not exclusive, are short-term in nature and are generally terminable by either party given notice. If existing arrangements with third parties are terminated (or are not renewed upon their expiration) and we fail to replace this traffic and related revenues, or if we are unable to enter into new arrangements with existing and/or new third parties in response to industry trends, our business, financial condition and results of operations could be adversely affected.

Even if we succeed in driving traffic to our properties, we may not be able to convert this traffic or otherwise retain users unless we continue to provide quality products and services. We may not be able to adapt quickly and/or in cost-effective manner to frequent changes in user and customer preferences, which can be difficult to predict, or appropriately time the introduction of enhancements and/or new products or services to the market. Our inability to provide quality products and services would adversely affect user and customer experiences, which would result in decreases in users, customers and revenues, which would adversely affect our business, financial condition and results of operations.

As discussed below, our traffic building and conversion initiatives also involve the expenditure of considerable sums for marketing, as well as for the development and introduction of new products, services and enhancements, infrastructure and other related efforts.

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*Marketing efforts designed to drive traffic to our various websites may not be successful or cost-effective.*

Traffic building and conversion initiatives involve considerable expenditures for online and offline advertising and marketing. We plan to make significant expenditures for online display advertising, event-based marketing and traditional offline advertising in connection with these initiatives, which may not be successful or cost-effective. In the case of paid advertising generally, the policies of sellers and publishers of advertising may limit our ability to purchase certain types of advertising or advertise some of our products and services, which could affect our ability to compete effectively and, in turn, adversely affect our business, financial condition and results of operations.

In addition, search engines have increasingly expanded their offerings into other, non-search related categories, and have in certain instances displayed their own integrated or related product and service offerings in a more prominent manner than those of third parties within their search engine results. Continued expansion and competition from search engines could result in a substantial decrease in traffic to our various websites, as well as increased costs if we were to replace free traffic with paid traffic, which would adversely affect our business, financial condition and results of operations.

Lastly, as discussed above, we also have and will enter into various arrangements with third parties in an effort to increase traffic, which arrangements are generally more cost-effective than traditional marketing efforts. If we are unable to renew existing (and enter into new) arrangements of this nature, sales and marketing costs as a percentage of revenue would increase over the long-term.

Any failure to attract and acquire new, and retain existing, traffic, users and customers in a cost-effective manner could adversely affect our business, financial condition and results of operations. *We rely in part on application marketplaces and Internet search engines to drive traffic to our products and services, and if we fail to appear high up in the search results or rankings, traffic to our platform could decline and our business and operating results could be adversely affected.*

We rely on application marketplaces, such as Apple's App Store, to drive downloads of our mobile applications. In the future, Apple or other operators of application marketplaces may make changes to their marketplaces which make access to our products and services more difficult. Our rankings in Apple's App Store may also drop based on the following factors:

- the size and diversity of our registered member and subscriber bases relative to those of our competitors;
  - the functionality of our application and the attractiveness of their features and our services and offerings generally to consumers relative to those of our competitors;
  - how quickly we can enhance our existing technology and services and/or develop new features and localized opportunities and venue based monetization opportunities in response to:
    - new, emerging and rapidly changing technologies;
    - the introduction of product and service offerings by our competitors;
    - changes in consumer requirements and trends in the single community relative to our competitors; and
    - our ability to engage in cost-effective marketing efforts, including by way of maintaining relationships with third parties with which we have entered into alliances, and the recognition and strength of our various brands relative to those of our competitors.
-

*Our estimated income taxes could be materially different from income taxes that we ultimately pay.*

We are subject to income taxes in both the United States and numerous jurisdictions abroad. Significant judgment and estimation is required in determining our provision for income taxes and related matters. In the ordinary course of our business, there are many transactions and calculations where the ultimate tax determinations are uncertain or otherwise subject to interpretation. Our determination of our income tax liability is always subject to review by applicable tax authorities and we are currently subject to audits in a number of jurisdictions. Although we believe our income tax estimates and related determinations are reasonable and appropriate, relevant taxing authorities may disagree. The ultimate outcome of any such audits and reviews could be materially different from estimates and determinations reflected in our historical income tax provisions and accruals. Any adverse outcome of any such audit or review could have an adverse effect on our financial condition and results of operations.

*A variety of new laws, or new interpretations of existing laws, could subject us to claims or otherwise harm our business.*

We are subject to a variety of laws in the U.S. and abroad that are costly to comply with, can result in negative publicity and diversion of management time and effort and can subject us to claims or other remedies. Some of these laws, such as income, sales, use, value-added and other tax laws and consumer protection laws, are applicable to businesses generally and others are unique to the various types of businesses in which we are engaged. Many of these laws were adopted prior to the advent of the internet and related technologies and, as a result, do not contemplate or address the unique issues of the internet and related technologies. Laws that do reference the internet are being interpreted by the courts, but their applicability and scope remain uncertain.

For example, through our various businesses we post and link to third party content, including third party advertisements, links and websites, as well as content submitted by users, such as comments, photographs and videos. We could be subject to liability for posting or linking to third party content, and while we generally require third parties to indemnify us for related claims, we may not be able to enforce our indemnification rights. Some laws, including the Communications Decency Act, or CDA, and the Digital Millennium Copyright Act, or DMCA, limit our liability for posting or linking to third party content. For example, the DMCA generally protects online service providers from claims of copyright infringement based on use of third party content, so long as certain statutory requirements are satisfied. However, the scope and applicability of the DMCA are subject to judicial interpretation and, as such, remain uncertain, and the U.S. Congress may enact legislation limiting the protections afforded by the DMCA to online service providers. Moreover, similar protections may not exist in other jurisdictions in which our various businesses operate. As a result, claims could be threatened and filed under both U.S. and foreign laws based upon use of third party content asserting, among other things, defamation, invasion of privacy or right of publicity, copyright infringement or trademark infringement.

Any failure on our part to comply with applicable laws may subject us to additional liabilities, which could adversely affect our business, financial condition and results of operations. In addition, if the laws to which we are currently subject are amended or interpreted adversely to our interests, or if new adverse laws are adopted, our products and services might need to be modified to comply with such laws, which would increase our costs and could result in decreased demand for our products and services to the extent that we pass on such costs to our customers. Specifically, in the case of tax laws, positions that we have taken or will take are subject to interpretation by the relevant taxing authorities. While we believe that the positions we have taken to date comply with applicable law, there can be no assurances that the relevant taxing authorities will not take a contrary position, and if so, that such positions will not adversely affect us. Any events of this nature could adversely affect our business, financial condition and results of operations.

*We may fail to adequately protect our intellectual property rights or may be accused of infringing the intellectual property rights of third parties.*

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We regard our intellectual property rights, including trademarks, domain names, trade secrets, patents, copyrights and other similar intellectual property, as critical to our success. For example, we rely heavily on the trademark “iHookup” to market our product and seek to build and maintain brand loyalty and recognition. . We intend, in due course, subject to legal advice, to apply for trademark, copyright and/or patent protection in the United States and other jurisdictions. We regard our intellectual property, including our software and trademark, as valuable assets and intend to vigorously defend them against infringement. Effective trademark protection may not be available or may not be sought in every country in which products and services are made available and contractual disputes may affect the use of marks governed by private contract. We have reserved and registered certain domain names, however not every variation of a domain name may be available or be registered, even if available.

While there can be no assurance that registered trademarks and copyrights will protect our proprietary information, we intend to assert our intellectual property rights against any infringer. Although any assertion of our rights can result in a substantial cost to, and diversion of effort by, our Company, management believes that the protection of our intellectual property rights is a key component of our operating strategy.

*Our application also relies upon trade secrets and certain copyrightable and patentable proprietary technologies relating to its software and related features, products and services.*

We will rely on a combination of laws and contractual restrictions with employees, customers, suppliers, affiliates and others to establish and protect our various intellectual property rights. For example, we plan to apply to register and renew, or secure by contract where appropriate, trademarks and service marks as they are developed and used, and continue to reserve, register and renew domain names as we deem appropriate.

We also plan to apply for copyrights and patents or for other similar statutory protections as we deem appropriate, based on then current facts and circumstances. No assurances can be given that any copyright or patent application we file will result in a copyright or patent being issued, or that any future copyright or patent will afford adequate protection against competitors and similar technologies. In addition, no assurances can be given that third parties will not create new products or methods that achieve similar results without infringing upon copyrights or patents we may own in the future.

Despite these measures, our intellectual property rights may still not be protected in a meaningful manner, challenges to contractual rights could arise or third parties could copy or otherwise obtain and use our intellectual property without authorization. The occurrence of any of these events could result in the erosion of our brands and limitations on our ability to control marketing on or through the internet using our various domain names, as well as impede our ability to effectively compete against competitors with similar technologies, any of which could adversely affect our business, financial conditions and results of operations.

From time to time, we may be subject to legal proceedings and claims in the ordinary course of business, including claims of alleged infringement of trademarks, copyrights, patents and other intellectual property rights held by third parties. In addition, litigation may be necessary in the future to enforce our intellectual property rights, protect our trade secrets or to determine the validity and scope of proprietary rights claimed by others. Any litigation of this nature, regardless of outcome or merit, could result in substantial costs and diversion of management and technical resources, any of which could adversely affect our business, financial condition and results of operations. Patent litigation tends to be particularly protracted and expensive.

*If we fail to grow our user base, or if user engagement or ad engagement on the platform declines, the revenue, business and operating results may be harmed.*

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The size of the user base and the users' level of engagement are critical to our success. The financial performance has been and will continue to be significantly determined by success in growing the number of users and increasing their overall level of engagement on the platform as well as the number of ad engagements. We generate a substantial majority of our revenue based upon the number of downloads, migration to subscription accounts and engagement by the users with the ads that we display. If people do not perceive the services to be useful, reliable and trustworthy, we may not be able to attract users or increase the frequency of their engagement with the platform and the ads that we display. There is no guarantee that we will be successful in attracting more users or not suffer erosion of the user base or engagement levels. A number of factors could potentially negatively affect user growth and engagement, including if:

- users engage with other products, services or activities as an alternative;
- influential users, such as celebrities, athletes, journalists and brands or certain age demographics conclude that an alternative product or service is more relevant;
- we are unable to convince potential new users of the value and usefulness of its products and services;
- there is a decrease in the perceived quality of the content generated by our platform;
- we fail to introduce new and improved products or services or if we introduce new or improved products or services that are not favorably received or that negatively affect user engagement;
- technical or other problems prevent us from delivering our products or services in a rapid and reliable manner or otherwise affect the user experience;
- we are unable to present users with content that is interesting, useful and relevant to them;
- users believe that their experience is diminished as a result of the decisions we make with respect to the frequency, relevance and prominence of ads that we display;
- there are user concerns related to privacy and communication, safety, security or other factors;
- we become subject to hostile or inappropriate usage on our platform;
- there are adverse changes in our products or services that are mandated by, or that we elect to make to address, legislation, regulatory authorities or litigation, including settlements or consent decrees;
- we fail to provide adequate customer service to users; or
- we do not maintain our brand image or its reputation is damaged.

*If users do not continue to download and use our application and their engagement is not valuable to other users, we may experience a decline in the number of users accessing the products and services and user engagement, which could result in the loss of advertisers and revenue.*

Our success depends on our ability to provide users with valuable content, which in turn depends on the profile descriptions and use of the app by others. We believe that one of our competitive advantages is the quality, quantity and real-time nature of the content on iHookup, and that access to unique or real-time content is one of the main reasons users visit us. We seek to foster a broad and engaged user community, and we encourage celebrities, athletes, and others to use our products and services to meet people and form relationships. If users do not continue to contribute profiles and we are unable to provide users with valuable and timely content or other people to engage with, our user base and user engagement may decline. Additionally, if we are not able to address user concerns regarding the safety and security of our products and services or if we are unable to successfully prevent abusive or other hostile behavior on the platform, the size of the user base and user engagement may decline.

*If we are unable to compete effectively for users and advertiser spend, the business and operating results could be harmed.*

Competition for users of its products and services is intense. Although we have developed a new platform for public self-expression and meeting people in real time, we face strong competition in this business. We compete against many companies to attract and engage users, including companies which have greater financial resources and substantially larger user bases, such as eHarmony, Match.com and others which offer a variety of Internet and mobile device-based products, services and content. As a result, competitors may acquire and engage users at the expense of the growth or engagement of our user base, which would negatively affect the business.

We believe that our ability to compete effectively for users depends upon many factors both within and beyond our control, including:

- the popularity, usefulness, ease of use, performance and reliability of our products and services compared to those of our competitors;
- the amount, quality and timeliness of content generated by our users;
- the timing and market acceptance of our products and services;
- the adoption of our products and services internationally;
- its ability, and the ability of our competitors, to develop new products and services and enhancements to existing products and services;
- the frequency and relative prominence of the ads displayed by us or our competitors;
- our ability to establish and maintain relationships with platform partners that integrate with our platform;
- changes mandated by, or that we elect to make to address, legislation, regulatory authorities or litigation, including settlements and consent decrees, some of which may have a disproportionate effect on us;
- government action regulating competition;
- our ability to attract, retain and motivate talented employees, particularly engineers, designers and product managers;
- acquisitions or consolidation within our industry, which may result in more formidable competitors; and
- our reputation and the brand strength relative to our competitors.

We also face significant competition for advertiser spend. We compete against online and mobile businesses, including those referenced above, and traditional media outlets, such as television, radio and print, for advertising budgets. In order to grow our revenue and improve our operating results, we must increase our share of spending on advertising relative to our competitors, many of which are larger companies that offer more traditional and widely accepted advertising products. In addition, some of our larger competitors have substantially broader product or service offerings and leverage their relationships based on other products or services to gain additional share of advertising budgets.

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We believe that our ability to compete effectively for advertiser spend depends upon many factors both within and beyond our control, including:

- the size and composition of our user base relative to those of our competitors;
- our ad targeting capabilities, and those of our competitors;
- the timing and market acceptance of our advertising services, and those of our competitors;
- our marketing and selling efforts, and those of our competitors;
- the pricing for our products relative to the advertising products and services of our competitors;
- the return our advertisers receive from their advertising services, compared to those of our competitors; and
- our reputation and the strength of our brand relative to our competitors.

If we are not able to compete effectively for users and advertiser spend our business and operating results would be materially and adversely affected.

*User growth and engagement depend upon effective interoperation with operating systems, networks, and devices, that we do not control.*

Currently, our application is available only on Apple's iOS. We are dependent on the interoperability of our products and services with popular devices, and mobile operating systems that we do not control. Any changes in such systems or devices that degrade the functionality of our products and services or give preferential treatment to competitive products or services could adversely affect usage of our products and services. Further, if the number of platforms for which we develop our product expands, it will result in an increase in our operating expenses. In order to deliver high quality products and services, it is important that our products and services work with a range of operating systems and devices that we do not control. In addition, because our users access our products and services through mobile devices, we are particularly dependent on the interoperability of our products and services with mobile devices and operating systems. We may not be successful in developing or maintaining relationships with key participants in the mobile industry or in developing products or services that operate effectively with these operating systems and devices. In the event that it is difficult for our users to access and use our products and services on their mobile devices, our user growth and engagement could be harmed, and our business and operating results could be adversely affected.

*We have a limited operating history in a new and unproven market for our platform, which makes it difficult to evaluate our future prospects and may increase the risk that we will not be successful.*

We have developed a mobile app for public self-expression and meeting people in real time, and the market for our products and services is relatively new and may not develop as expected, if at all. People who are not our users may not understand the value of our products and services and new users may initially find our products confusing. Convincing potential new users of the value of our products and services is critical to increasing our user base and to the success of our business.

We have a limited operating history, and only began to generate revenue in 2013 which makes it difficult to effectively assess our future prospects or forecast future results. We encounter or may encounter many risks in this developing and rapidly evolving market. These risks and challenges include its ability to, among other things:

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- increase its number of users and user engagement;
- successfully expand our business;
- develop a reliable, scalable, secure, high-performance technology infrastructure that can efficiently handle increased usage;
- convince advertisers of the benefits of our products compared to alternative forms of advertising;
- develop and deploy new features, products and services;
- successfully compete with other companies, some of which have substantially greater resources and market power than us, that are currently in, or may in the future enter, its industry, or duplicate the features of our products and services;
- attract, retain and motivate talented employees, particularly engineers, designers and product managers;
- process, store, protect and use personal data in compliance with governmental regulations, contractual obligations and other obligations related to privacy and security;
- continue to earn and preserve its users' trust, including with respect to their private personal information; and
- defend ourselves against litigation, regulatory, intellectual property, privacy or other claims.

If we fail to educate potential users and potential advertisers about the value of our products and services, if the market for our platform does not develop as we expect or if we fail to address the needs of this market, our business will be harmed. We may not be able to successfully address these risks and challenges or other unforeseen risks and challenges. Failure to adequately address these risks and challenges could harm our business and cause our operating results to suffer.

*Our business depends on the continued and unimpeded access to our products and services on mobile devices by our users and advertisers. If we or our users experience disruptions in service or if mobile service providers are able to block, degrade or charge for access to our products and services, we could incur additional expenses and the loss of users and advertisers.*

We depend on the ability of our users and advertisers to access mobile devices. Currently, this access is provided by companies that have significant market power in the broadband and telecommunications access marketplace, including incumbent telephone companies, cable companies, mobile communications companies, government-owned service providers, device manufacturers and operating system providers, any of whom could take actions that degrade, disrupt or increase the cost of user access to our products or services, which would, in turn, negatively impact our business. We also rely on other companies to maintain reliable communications network systems that provide adequate speed, data capacity and security to us and our users. As the number of mobile device users continues to grow, frequency of use and amount of data transmitted, the communications infrastructure that we and our users rely on may be unable to support the demands placed upon it. The failure of the mobile communications infrastructure that we and/or our users rely on, even for a short period of time, could undermine our operations and harm our operating results.

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*Abusive activities by certain users could diminish the user experience on our platform, which could damage our reputation and deter our current and potential users from using our products and services.*

There are a range of abusive activities that are prohibited by our terms of service and are generally defined as unsolicited, repeated actions that negatively impact other users with the general goal of drawing user attention to a given person, account, site, product or idea. This includes posting large numbers of unsolicited mentions of a user, duplicate outlets, misleading links (e.g., to malware or click-jacking pages) or other false or misleading content, and aggressively following and un-following accounts, adding users to lists, sending invitations to inappropriately attract attention. Our terms of service also prohibit the creation of serial or bulk accounts, both manually or using automation, for disruptive or abusive purposes. Although we continue to invest resources to reduce spam and other abusive behavior, we expect spammers and abusers will continue to seek ways to act inappropriately on our platform. We will continuously combat spam and other abusive behaviors, including by suspending or terminating accounts we believe to be spammers and launching algorithmic changes focused on curbing abusive activities. Combatting spam and other abusive behaviors require the diversion of significant time and focus of our engineering team from improving our products and services. If spam or abusive behavior increase, this could hurt our reputation for delivering relevant content or reduce user growth and user engagement and result in continuing operational cost to us.

*If we fail to effectively manage our growth, our business and operating results could be harmed.*

If we experience rapid growth in our headcount and operations, it will place significant demands on our management, operational and financial infrastructure. We intend to continue to make substantial investments to expand our operations, research and development, sales and marketing and general and administrative organizations. We face significant competition for employees, particularly engineers, designers and product managers, from other Internet and high-growth companies, which include both publicly-traded and privately-held companies, and we may not be able to hire new employees quickly enough to meet our needs. To attract highly skilled personnel, we will need to continue to offer, highly competitive compensation packages. As we continue to grow, we are subject to the risks of over-hiring, over-compensating our employees and over-expanding our operating infrastructure, and to the challenges of integrating, developing and motivating a rapidly growing employee base. If we fail to effectively manage our hiring needs and successfully integrate new hires, our efficiency and ability to meet our forecasts and our employee morale, productivity and retention could suffer, and our business and operating results could be adversely affected.

*Our business and operating results may be harmed by a disruption in our service, or by our failure to timely and effectively scale and adapt our existing technology and infrastructure.*

One of the reasons people use our platform is for real-time information and personal contact. We may, in the future, experience service disruptions, outages and other performance problems due to a variety of factors, including infrastructure changes, human or software errors, hardware failure, capacity constraints due to an overwhelming number of people accessing our products and services simultaneously, computer viruses and denial of service or fraud or security attacks. Although we are investing significantly to improve the capacity, capability and reliability of our infrastructure, we are not currently serving traffic equally through the data centers that support our platform. Accordingly, in the event of a significant issue at the data center supporting most of our network traffic, some of our products and services may become inaccessible to the public or the public may experience difficulties accessing our products and services. Any disruption or failure in our infrastructure could hinder our ability to handle existing or increased traffic on our platform, which could significantly harm our business.

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As the number of our users increases and our users generate more content, including photos and videos hosted by us, we may be required to expand and adapt our technology and infrastructure to continue to reliably store, serve and analyze this content. It may become increasingly difficult to maintain and improve the performance of our products and services, especially during peak usage times, as our products and services become more complex and our user traffic increases. This would negatively impact our ability to attract users and advertisers and increase engagement of our users. We expect to continue to make significant investments to maintain and improve the capacity, capability and reliability of our infrastructure. To the extent that we do not effectively address capacity constraints, upgrade our systems as needed and continually develop our technology and infrastructure to accommodate actual and anticipated changes in technology, our business and operating results may be harmed.

*If we are unable to maintain and promote our brand, our business and operating results may be harmed.*

We believe that maintaining and promoting our brand is critical to expanding our base of users and advertisers. Maintaining and promoting our brand will depend largely on our ability to continue to provide useful, reliable and innovative products and services, which we may not do successfully. We may introduce new features, products, services or terms of service that users, platform partners or advertisers do not like, which may negatively affect our brand. Additionally, the actions of platform partners may affect our brand if users do not have a positive experience using third-party applications. Our brand may also be negatively affected by the actions of users that are hostile or inappropriate to other people, by users impersonating other people, by users identified as spam, by users introducing excessive amounts of spam on its platform or by third parties obtaining control over users' accounts. Maintaining and enhancing our brand may require iHookup to make substantial investments and these investments may not achieve the desired goals. If we fail to successfully promote and maintain our brand or if we incur excessive expenses in this effort, our business and operating results could be adversely affected.

*Negative publicity could adversely affect our business and operating results.*

Negative publicity about us, including about our product quality and reliability, changes to our products and services, privacy and security practices, litigation, regulatory activity, the actions of our users or user experience with our products and services, even if inaccurate, could adversely affect our reputation and the confidence in and the use of our products and services. For example, service outages could result in widespread media reports. Such negative publicity could also have an adverse effect on the size, engagement and loyalty of our user base and result in decreased revenue, which could adversely affect our business and operating results.

*We focus on product innovation and user engagement rather than short-term operating results.*

We encourage employees to quickly develop and help us launch new and innovative features. We focus on improving the user experience for our products and services and on developing new and improved products and services for the advertisers on our platform. We prioritize innovation and the experience for users and advertisers on our platform over short-term operating results. We may make product and service decisions that may reduce our short-term operating results if we believe that the decisions are consistent with its goals to improve the user experience and performance for advertisers, which we believe will improve our operating results over the long term. These decisions may not be consistent with the short-term expectations and may not produce the long-term benefits that we expect, in which case our user growth and user engagement, our relationships with advertisers and our business and operating results could be harmed. In addition, our focus on the user experience may negatively impact our relationships with existing or prospective advertisers. This could result in a loss of advertisers, which could harm our revenue and operating results.

*Our products and services may contain undetected software errors, which could harm our business and operating results.*

Our products and services incorporate complex software and we encourage our employees to quickly develop and help us launch new and innovative features. Our software may now or in the future contain, errors, bugs or vulnerabilities. Some errors in the software code may only be discovered after the product or service has been released. Any errors, bugs or vulnerabilities discovered in our code after release could result in damage to our reputation, loss of users, loss of platform partners, loss of advertisers or advertising revenue or liability for damages, any of which could adversely affect our business and operating results.

*Our business is subject to complex and evolving U.S. laws and regulations. These laws and regulations are subject to change and uncertain interpretation, and could result in claims, changes to its business practices, monetary penalties, increased cost of operations or declines in user growth, user engagement or ad engagement, or otherwise harm our business.*

We are subject to a variety of laws and regulations in the United States that involve matters central to our business, including privacy, rights of publicity, data protection, content regulation, intellectual property, competition, protection of minors, consumer protection and taxation. Many of these laws and regulations are still evolving and being tested in courts and could be interpreted or applied in ways that could harm our business, particularly in the new and rapidly evolving industry in which we operate. The introduction of new products or services may subject us to additional laws and regulations. There have been a number of recent legislative proposals in the United States, at both the federal and state level, that would impose new obligations in areas such as privacy. The U.S. government, including the Federal Trade Commission, or the FTC, and the Department of Commerce, has announced that it is reviewing the need for greater regulation for the collection of information concerning user behavior on the Internet and over mobile devices, including regulation aimed at restricting certain tracking and targeted advertising practices.

Additionally, recent amendments to U.S. patent laws may affect the ability of companies to protect their innovations and defend against claims of patent infringement. Having personal information may subject us to additional regulation. Further, it is difficult to predict how existing laws and regulations will be applied to its business and the new laws and regulations to which we may become subject, and it is possible that they may be interpreted and applied in a manner that is inconsistent with our practices. These existing and proposed laws and regulations can be costly to comply with and can delay or impede the development of new products and services, result in negative publicity, significantly increase our operating costs, require significant time and attention of management and technical personnel and subject us to inquiries or investigations, claims or other remedies, including fines or demands that we modify or cease existing business practices.

*Even though our platform is for public self-expression conversation and personal interaction, user trust regarding privacy is important to the growth of users and the increase in user engagement on our platform, and privacy concerns relating to our products and services could damage our reputation and deter current and potential users and advertisers from using our products and services.*

From time to time, concerns have been expressed by governments, regulators and others about whether mobile products, services or practices compromise the privacy of users and others. Concerns about, governmental or regulatory actions involving practices with regard to the collection, use, disclosure or security of personal information or other privacy-related matters, even if unfounded, could damage our reputation, cause us to lose users and advertisers and adversely affect our operating results. While we will strive to comply with applicable data protection laws and regulations, as we strive to comply with our own posted privacy policies and other obligations we may have with respect to privacy and data protection, the failure or perceived failure to comply may result, in inquiries and other proceedings or actions against us by governments, regulators or others. These inquiries could result in negative publicity and damage to our reputation and brand, each of which could cause us to lose users and advertisers, which could have an adverse effect on our business.

Any systems failure or compromise of our security that results in the unauthorized access to or release of our users' or advertisers' data could significantly limit the adoption of our products and services and cause harm to our reputation and brand and, therefore, our business. We expect to continue to expend significant resources to protect against security breaches. The risk that these types of events could seriously harm our business is likely to increase as we expand the number of products and services we offer, increase the size of our user base and operate in other countries.

*If our security measures are breached, or if our products and services are subject to attacks that degrade or deny the ability of users to access our products and services, our products and services may be perceived as not being secure, users and advertisers may curtail or stop using our products and services and our business and operating results could be harmed.*

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Our products and services involve the storage and transmission of users' and advertisers' information, and security breaches expose us to a risk of loss of this information, litigation and potential liability. We may experience cyber-attacks of varying degrees, and as a result, unauthorized parties may obtain, and may in the future obtain, access to its data or its users' or advertisers' data. Our security measures may also be breached due to employee error, malfeasance or otherwise. Additionally, outside parties may attempt to fraudulently induce employees, users or advertisers to disclose sensitive information in order to gain access to our data or our users' or advertisers' data or accounts, or may otherwise obtain access to such data or accounts. Since our users and advertisers may use their accounts to establish and maintain online identities, unauthorized communications from our accounts that have been compromised may damage their reputations. Any such breach or unauthorized access could result in significant legal and financial exposure, damage to our reputation and a loss of confidence in the security of our products and services that could have an adverse effect on our business and operating results. Because the techniques used to obtain unauthorized access, disable or degrade service or sabotage systems change frequently and often are not recognized until launched against a target, we may be unable to anticipate these techniques or to implement adequate preventative measures. If an actual or perceived breach of security occurs, the market perception of the effectiveness of our security measures could be harmed, we could lose users and advertisers and we may incur significant legal and financial exposure, including legal claims and regulatory fines and penalties. Any of these actions could have a material and adverse effect on our business, reputation and operating results.

*We depend on highly skilled personnel to grow and operate our business, and if we are unable to hire, retain and motivate its personnel, we may not be able to grow effectively.*

Our future success will depend upon our continued ability to identify, hire, develop, motivate and retain highly skilled personnel, including senior management, engineers, designers and product managers. Our ability to execute efficiently is dependent upon contributions from our employees, in particular our senior management team. We do not maintain key person life insurance for any employee. In addition, from time to time, there may be changes in our senior management team that may be disruptive to our business. If our senior management team, including any new hires that we may make, fails to work together effectively and to execute our plans and strategies on a timely basis, our business could be harmed. Our growth strategy also depends on our ability to expand our organization with highly skilled personnel. Identifying, recruiting, training and integrating qualified individuals will require significant time, expense and attention. Competition for highly skilled personnel is intense, particularly in the San Francisco Bay Area, where our headquarters is located. We may need to invest significant amounts of cash and equity to attract and retain new employees and we may never realize returns on these investments. If we are not able to effectively add and retain employees, our ability to achieve our strategic objectives will be adversely impacted, and our business will be harmed.

*Our business is subject to the risks of earthquakes, fire, power outages, floods and other catastrophic events, and to interruption by man-made problems such as terrorism.*

A significant natural disaster, such as an earthquake, fire, flood or significant power outage could have a material adverse impact on our business, operating results, and financial condition. Our headquarters is located in the San Francisco Bay Area, a region known for seismic activity. Despite any precautions we may take, the occurrence of a natural disaster or other unanticipated problems at our data centers could result in lengthy interruptions in our services. In addition, acts of terrorism and other geo-political unrest could cause disruptions in our business. All of the aforementioned risks may be further increased if our disaster recovery plans prove to be inadequate. We have a disaster recovery program, which allows us to move production to a back-up data center in the event of a catastrophe. Although this program is functional, we do not currently serve network traffic equally from each data center, so if our primary data center shuts down, there will be a period of time that our products or services, or certain of our products or services, will remain inaccessible to our users or our users may experience severe issues accessing our products and services. We do not carry business interruption insurance sufficient to compensate us for the potentially significant losses, including the potential harm to our business that may result from interruptions in our ability to provide our products and services.

#### **Risks Related to Our Company**

*Messrs. Dean and Robert Rositano, as our directors and officers, own a significant percentage of the voting power of our stock and will be able to exercise significant influence and control over the matters subject to stockholder approval and our operations.*

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After the merger with iHookup Social, Inc., Messrs. Dean and Robert Rositano may be deemed to own (directly and/or beneficially) 100% of our Series A preferred stock. As of February 5, 2014, the following entities and individuals own the following shares of our Series A preferred stock:

- Messrs. Dean and Robert Rositano each own 4,510,400 shares;
- Copper Creek Holdings, LLC, a Nevada limited liability company owned and managed by Robert Rositano and his wife Stacy Rositano, owns 36,083,350 shares;
- Checkmate Mobile, Inc., a Delaware corporation, owns 4,895,850 shares - Messrs. Dean and Robert Rositano are each 19.3% stockholders and serve as officers and directors of CheckMate Mobile, Inc.

**The holders of preferred stock are entitled to cast votes equal to nine (9) times the total number of shares of common stock which are issued and outstanding, voting together with the holders of common stock as a single class. Such Series A Preferred Stock shall also be convertible into the number of shares of common stock which equals nine (9) times the total number of shares of common stock which are issued and outstanding at the time of conversion until the closing of a Qualified Financing (i.e. the sale and issuance of our equity securities that results in gross proceeds in excess of \$2,500,000).** As a result of the transaction, the former iHookup stockholders received a controlling interest in the Company. As a result of Messrs. Dean and Robert Rositano's ownership interests and voting power described above, Messrs. Dean and Robert Rositano currently are in a position to influence and control, subject to our organizational documents and Nevada law, the composition of our Board of Directors and the outcome of corporate actions requiring stockholder approval, such as mergers, business combinations and dispositions of assets, among other corporate transactions. In addition, this concentration of voting power could discourage others from initiating a potential merger, takeover or other change of control transaction that may otherwise be beneficial to the Company, which could adversely affect the market price of our securities.

*If we are unable to pay the convertible promissory notes when obligations become due, the note holders may take proceedings under terms of default.*

In the event of default under terms in the convertible promissory notes, the note holder may enforce remedies including acceleration of payment in full plus interest and other charges, and an increase in interest rates of up to 24% when allowable by law.

*Our disclosure controls and procedures and internal control over financial reporting are not effective, which may cause our financial reporting to be unreliable and lead to misinformation being disseminated to the public.*

Our management evaluated our disclosure controls and procedures as of December 31, 2013 and concluded that as of those dates, our disclosure controls and procedures were not effective. The ineffectiveness of our disclosure controls and procedures was due to (i) inadequate segregation of duties and ineffective risk assessment; and (ii) insufficient written policies and procedures for accounting and financial reporting with respect to the requirements and application of both US GAAP and SEC guidelines.

As of the date of this annual report on Form 10-K, we believe that these material weaknesses continue to exist and our disclosure controls and procedures and internal control over financial reporting are not effective. If such material weakness and ineffective controls are not promptly corrected in the future, our ability to report quarterly and annual financial results or other information required to be disclosed on a timely and accurate basis may be adversely affected. Also such material weakness and ineffective controls could cause our financial reporting to be unreliable and lead to misinformation being disseminated to the public. Investors relying upon this misinformation may make an uninformed investment decision.

*We have a limited operating history on which to base an evaluation of our business and prospects.*

#### **Risks Related to Our Company**

*Messrs. Dean and Robert Rositano, as our directors and officers, own a significant percentage of the voting power of our stock and will be able to exercise significant influence and control over the matters subject to stockholder approval and our operations.*

- We have a short operating history, which limits our ability to forecast our future operating results and subjects us to a number of uncertainties, including our ability to plan for and model future growth. We have encountered and will continue to encounter risks and uncertainties frequently experienced by growing companies in developing industries. If our assumptions regarding these uncertainties, which we use to plan our business, are incorrect or change in reaction to changes in our markets, or if we do not address these risks successfully, our operating and financial results could differ materially from our expectations and our business could suffer.

### **Risks Associated with Our Common Stock**

*Messrs. Dean and Robert Rositano, as our directors and officers, own a significant percentage of the voting power of our stock and will be able to exercise significant influence and control over the matters subject to stockholder approval and our operations.*

After the merger with iHookup Social, Inc., Messrs. Dean and Robert Rositano may be deemed to own (directly and/or beneficially) 100% of our Series A preferred stock. As of February 5, 2014, the following entities and individuals own the following shares of our Series A preferred stock:

- Messrs. Dean and Robert Rositano each own 4,510,400 shares;
- Copper Creek Holdings, LLC, a Nevada limited liability company owned and managed by Robert Rositano and his wife Stacy Rositano, owns 36,083,350 shares;
- Checkmate Mobile, Inc., a Delaware corporation, owns 4,895,850 shares - Messrs. Dean and Robert Rositano are each 19.3% stockholders and serve as officers and directors of CheckMate Mobile, Inc.

**The holders of preferred stock are entitled to cast votes equal to nine (9) times the total number of shares of common stock which are issued and outstanding, voting together with the holders of common stock as a single class. Such Series A Preferred Stock shall also be convertible into the number of shares of common stock which equals nine (9) times the total number of shares of common stock which are issued and outstanding at the time of conversion until the closing of a Qualified Financing (i.e. the sale and issuance of our equity securities that results in gross proceeds in excess of \$2,500,000).** As a result of the transaction, the former iHookup stockholders received a controlling interest in the Company. As a result of Messrs. Dean and Robert Rositano's ownership interests and voting power described above, Messrs. Dean and Robert Rositano currently are in a position to influence and control, subject to our organizational documents and Nevada law, the composition of our Board of Directors and the outcome of corporate actions requiring stockholder approval, such as mergers, business combinations and dispositions of assets, among other corporate transactions. In addition, this concentration of voting power could discourage others from initiating a potential merger, takeover or other change of control transaction that may otherwise be beneficial to the Company, which could adversely affect the market price of our securities.

*If we issue additional shares in the future, it will result in the dilution of our existing shareholders.*

As of December 31, 2013, our articles of incorporation authorize the issuance of up to 3,700,000,000 shares of common stock with a par value of \$0.0001 per share. Our board of directors may choose to issue some or all of such shares to acquire one or more companies or properties and to fund our overhead and general operating requirements. The issuance of any such shares will reduce the book value per share and may contribute to a reduction in the market price of the outstanding shares of our common stock. If we issue any such additional shares, such issuance will reduce the proportionate ownership and voting power of all current shareholders. Further, such issuance may result in a change of control of our corporation.

The price of our common stock may be negatively impacted by factors which are unrelated to our operations.

The market price of our common stock could fluctuate substantially due to a variety of factors, including market perception of our ability to achieve our planned growth, quarterly operating results of our competitors, trading volume in our common stock, changes in general conditions in the economy and the financial markets or other developments affecting our competitors or us. In addition, the stock market is subject to extreme price and volume fluctuations. This volatility has had a significant effect on the market price of securities issued by many companies for reasons unrelated to their operating performance and could have the same effect on our common stock.

*We do not intend to pay cash dividends on any investment in the shares of stock of our company.*

We have never paid any cash dividends and currently do not intend to pay any cash dividends for the foreseeable future. Because we do not intend to declare cash dividends, any gain on an investment in our company will need to come through an increase in the stock's price. This may never happen and investors may lose all of their investment in our company.

*Trading of our stock is restricted by the Securities Exchange Commission's penny stock regulations, which may limit a stockholder's ability to buy and sell our common stock.*

The Securities and Exchange Commission has adopted regulations which generally define "penny stock" to be any equity security that has a market price (as defined) less than \$5.00 per share or an exercise price of less than \$5.00 per share, subject to certain exceptions. Our securities are covered by the penny stock rules, which impose additional sales practice requirements on broker-dealers who sell to persons other than established customers and "accredited investors". The term "accredited investor" refers generally to institutions with assets in excess of \$5,000,000 or individuals with a net worth in excess of \$1,000,000 or annual income exceeding \$200,000 or \$300,000 jointly with their spouse. The penny stock rules require a broker-dealer, prior to a transaction in a penny stock not otherwise exempt from the rules, to deliver a standardized risk disclosure document in a form prepared by the Securities and Exchange Commission, which provides information about penny stocks and the nature and level of risks in the penny stock market. The broker-dealer also must provide the customer with current bid and offer quotations for the penny stock, the compensation of the broker-dealer and its salesperson in the transaction and monthly account statements showing the market value of each penny stock held in the customer's account. The bid and offer quotations, and the broker-dealer and salesperson compensation information, must be given to the customer orally or in writing prior to effecting the transaction and must be given to the customer in writing before or with the customer's confirmation. In addition, the penny stock rules require that prior to a transaction in a penny stock not otherwise exempt from these rules, the broker-dealer must make a special written determination that the penny stock is a suitable investment for the purchaser and receive the purchaser's written agreement to the transaction. These disclosure requirements may have the effect of reducing the level of trading activity in the secondary market for the stock that is subject to these penny stock rules. Consequently, these penny stock rules may affect the ability of broker-dealers to trade our securities. We believe that the penny stock rules discourage investor interest in and limit the marketability of our common stock.

*FINRA sales practice requirements may also limit a stockholder's ability to buy and sell our stock.*

In addition to the "penny stock" rules described above, the Financial Industry Regulatory Authority (known as "FINRA") has adopted rules that require that in recommending an investment to a customer, a broker-dealer must have reasonable grounds for believing that the investment is suitable for that customer. Prior to recommending speculative low priced securities to their non-institutional customers, broker-dealers must make reasonable efforts to obtain information about the customer's financial status, tax status, investment objectives and other information. Under interpretations of these rules, FINRA believes that there is a high probability that speculative low priced securities will not be suitable for at least some customers. FINRA requirements make it more difficult for broker-dealers to recommend that their customers buy our common stock, which may limit your ability to buy and sell our stock and have an adverse effect on the market for our shares.

## **ITEM 1A. RISK FACTORS** - continued

### **Risks Relating to the Early Stage of our Company and Ability to Raise Capital**

*We are at a very early stage and our success is subject to the substantial risks inherent in the establishment of a new business venture.*

The implementation of our business strategy is in a very early stage and subject to all of the risks inherent in the establishment of a new business venture. Accordingly, our intended business and prospective operations may not prove to be successful in the near future, if at all. Any future success that we might enjoy will depend upon many factors, many of which are beyond our control, or which cannot be predicted at this time, and which could have a material adverse effect upon our financial condition, business prospects and operations and the value of an investment in our company.

*We expect to suffer continued operating losses and we may not be able to achieve profitability.*

We expect to continue to incur significant development and marketing expenses in the foreseeable future related to the launch and commercialization of our products and services. As a result, we will be sustaining substantial operating and net losses, and it is possible that we will never be able to achieve profitability.

*We may have difficulty raising additional capital, which could deprive us of necessary resources.*

In order to support the initiatives envisioned in our business plan, we will need to raise additional funds through public or private debt or equity financing, collaborative relationships or other arrangements. Our ability to raise additional financing depends on many factors beyond our control, including the state of the capital markets, the market price of our common stock, and the development of competitive projects by others. Because our common stock is not listed on a major stock market, many investors may not be willing or allowed to purchase our common shares or may demand steep discounts. Sufficient additional financing may not be available to us or may be available only on terms that would result in further dilution to the current owners of our common stock.

During the year ended December 31, 2013, we received \$709,437 in convertible note financing and repaid \$194,159 of convertible note debt. During the quarter ended March 31, 2014, we received \$526,966 in convertible note financing and repaid \$216,966 of convertible note debt. However, we do not have any firm commitments for funding beyond this recent financing. If we are unsuccessful in raising additional capital, or the terms of raising such capital are unacceptable, we may have to modify our business plan and/or significantly curtail our planned activities. If we are successful raising additional capital through the issuance of additional equity, our investor's interests will be diluted.

*There are substantial doubts about our ability to continue as a going concern and if we are unable to continue our business, our shares may have little or no value.*

Our ability to become a profitable operating company is dependent upon our ability to generate revenues and/or obtain financing adequate to implement our business plan. Achieving a level of revenues adequate to support our cost structure has raised doubts about our ability to continue as a going concern. We plan to attempt to raise additional equity capital by issuing shares and, if necessary through one or more private placement or public offerings, and via the securities purchase agreement/equity line financing. However, the doubts raised relating to our ability to continue as a going concern may make our shares an unattractive investment for potential investors. These factors, among others, may make it difficult to raise any additional capital.

*Failure to effectively manage our growth could place additional strains on our managerial, operational and financial resources and could adversely affect our business and prospective operating results.*

Our anticipated growth is expected to continue to place a strain on our managerial, operational and financial resources. Further, as we expand our user and advertiser base, we will be required to manage multiple relationships. Any further growth by us, or an increase in the number of our strategic relationships will increase this strain on our managerial, operational and financial resources. This strain may inhibit our ability to achieve the rapid execution necessary to implement our business plan, and could have a material adverse effect upon our financial condition, business prospects and prospective operations and the value of an investment in our company.

## **ITEM 1B. UNRESOLVED STAFF COMMENTS**

Not Applicable.

## **ITEM 2. PROPERTIES**

### ***Principal Office***

Our executive offices are located at 125 East Campbell Ave, Campbell, California 95008, and we also lease an office at 1735 East Fort Lowell Road, Suite 9, Tucson, Arizona 85719. We believe that our office space and facilities are sufficient to meet our present needs and do not anticipate any difficulty securing alternative or additional space, as needed, on terms acceptable to us.

Our registered agent is located at Nevada Agency and Transfer Company, 50 West Liberty Street Suite 880, Reno, Nevada 89501.

### ***Mineral Properties***

Pursuant to the Asset Purchase Agreement, we have acquired a 100% interest in the Wyoming Iron Complex properties. The mineral concessions and rights that form the Wyoming Iron Complex property consist of 23 unpatented US mining claims (Strong Creek Claims) located under the Mining Law of 1872, comprising approximately 463 acres, and a mineral leases (Iron Mountain Lease) totalling approximately 320 acres with Chugwater Mining Company. The mining claims were originally staked by John Simons, an individual, then conveyed to Wyomex Resources Inc, and then assigned to Wyomex LLC, a duly incorporated limited liability company under the laws of Wyoming, and are registered with the Office of the Registrar Albany County, Wyoming and with the US Bureau of Land Management located in Cheyenne Wyoming and registered in the name of Wyomex LLC in accordance with the requirements of the Mining Law of 1872. Costs of maintaining the unpatented mining claims in 2010 were \$140 per claim payable annually by August 31st. Wyomex LLC is also the lessee under the aforementioned mineral lease, covering the fee estate for the SE¼ of Section 22, T.19N., R. 71W., 6th P.M., Albany County, Wyoming. Cost of the mining lease is \$1000 per month payable as an advance royalty. Subsequent to December 31, 2013 the Company is in the process of returning the Wyoming Iron Complex properties back to Wyomex Resources Inc via the terms in a mutual release agreement.

The unpatented lode mining claims are situated in an unorganized mining district, Albany County, Wyoming, in Sections 14 and 24, Township 19 North, Range 72 West, 6th Principal Meridian, the names of which and the place of record of the location notices thereof in the official records of the county recorder and the authorized office of the Bureau of Land Management are as follows:

County Records	BLM Serial #			
Claim Name	Location Date	Book	Page	WMC & Location
VAN NO. 1	10-12-1976	256	946	127756 SWj Sec. 24
VAN NO. 2	10-12-1976	256	947	127757 SWj Sec. 24
VAN NO. 3	10-12-1976	256	948	127758 SWj Sec. 24
VAN NO. 4	10-12-1976	256	949	127759 SWj Sec. 24
VAN NO. 5	10-12-1976	256	950	127760 SWj Sec. 24
VAN NO. 6	10-12-1976	256	951	127761 SWj Sec. 24
VAN NO. 7	10-12-1976	256	952	127762 SWj Sec. 24
VAN NO. 8	10-12-1976	256	953	127763 SWj Sec. 24
VAN NO. 9	10-12-1976	256	954	127764 SWj Sec. 24
VAN NO. 10	10-12-1976	256	955	127765 SWj Sec. 24
VAN NO. 11	10-12-1976	256	956	127766 SWj Sec. 24
VAN NO. 12	10-12-1976	256	957	127767 SEj Sec. 24
TI NO. 15	10-12-1976	256	993	127744 NWj Sec 14
TI NO. 16	10-12-1976	256	993	127745 NEj Sec. 14

#### ***Document Number***

VAN 13	07-17-2005	2005-6333	268116 SEj Sec. 24
VAN 14	07-17-2005	2005-6334	268117 SEj Sec. 24
VAN 15	07-17-2005	2005-6335	268118 ES Sec. 24
VAN 16	07-17-2005	2005-6336	268119 ES Sec. 24
VAN 17	07-17-2005	2005-6337	268120 NWj Sec 24
VAN 18	07-17-2005	2005-6338	268121 NWj Sec 24
VAN 19	07-17-2005	2005-6339	268122 NWj Sec 24
VAN 20	07-17-2005	2005-6340	268123 SWj Sec. 24
VAN 21	07-17-2005	2005-6341	268124 NWj Sec 24
VAN 22	07-17-2005	2005-6342	268125 NEj Sec. 24
VAN 23	07-17-2005	2005-6343	268126 NEj Sec. 24
VAN 24	07-17-2005	2005-6344	268127 NEj Sec. 24

**Note: The VAN Nos. 1-12 are included within Mineral Survey No. 605.**

#### ***Technical Reports***

All reports completed prior to January 2002 are considered to be “historic in nature” and are not compliant with National Instrument 43-101 or SEC Guide 7, and therefore cannot be relied upon. In August 2005, a due diligence program was undertaken by Radar Acquisitions Corp. in which 10 rotary air blast drill holes were completed on a selected area of the Strong Creek portion of the property that exhibited higher grade titanium grades. A technical report compliant with National Instrument 43-101 was produced for this area but its content is not considered to be applicable to our planned work program.

#### ***Description of Property, Location, Means and Access***

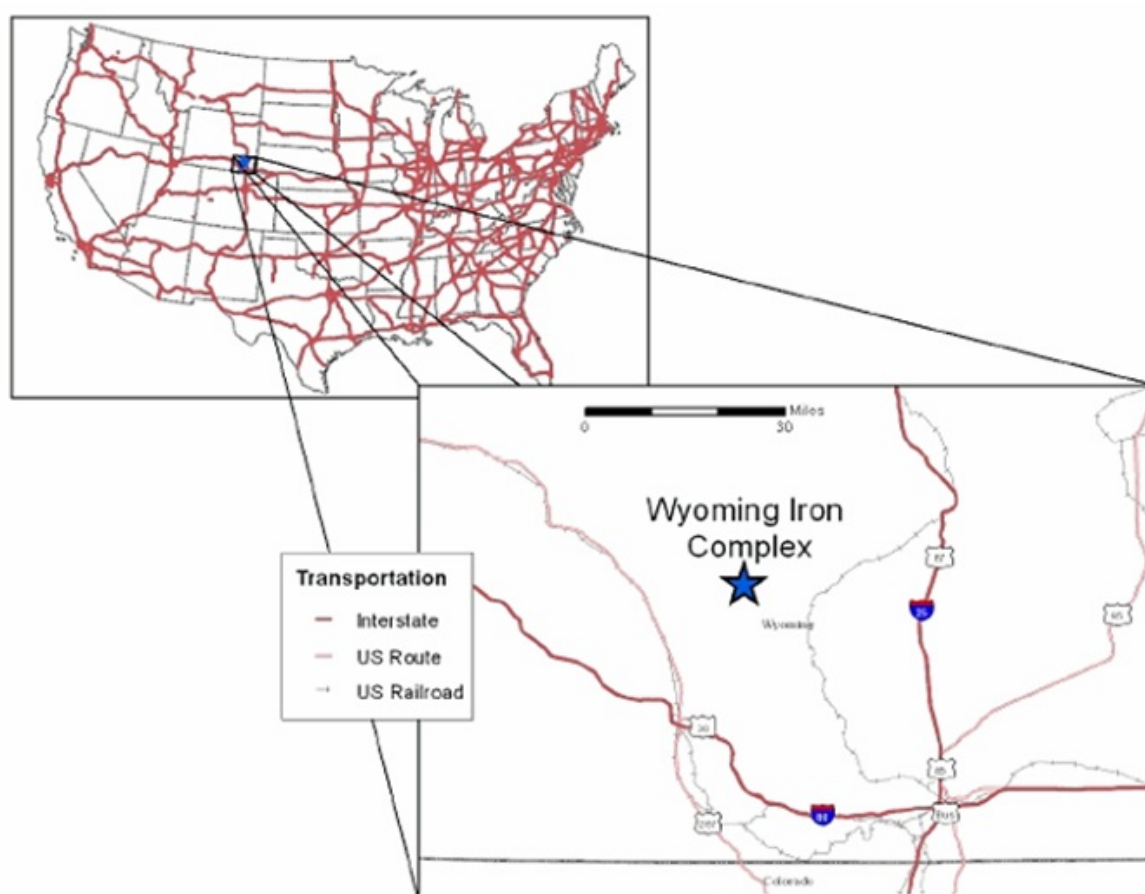
The Wyoming Iron Complex is located approximately 30 miles north-northeast of the city Laramie in southeastern Wyoming, (See Figure 1 below). The Strong Creek Claims are located in the central portion of the Laramie Anorthosite Complex (“LAC”), approximately a one hour drive north from Laramie, along Hwy 287 to 34 and then secondary roads from the Greaser Ranch. The Iron Mountain Leases are located approximately 6 miles to the east of Strong Creek and are accessible by secondary roads. The Strong Creek portion of the Wyoming Iron Complex also lies 9 miles to the east of the main rail line of the Union Pacific. Power and water are available at the property.

## ITEM 2. PROPERTIES - *continued*

On December 7, 2012, we filed suit in state court in Albany County, Wyoming against DSS Holdings LLC and Douglas Samuelson (“Samuelson”) to regain preliminary access to the Wyoming Iron Complex. The road used by us to access the Wyoming Iron Complex crosses Samuelson’s property. Samuelson has locked the gate across the road and denied our repeated requests for access. The suit was filed in the District Court of the Second Judicial District in Wyoming, after negotiations between the parties were unsuccessful. Under Wyoming Statute§ 1-26-507, we hoped to gain access to our property in order to conduct studies and collect samples of iron ore from the existing Iron Mountain pit and stockpile in order to evaluate the suitability of these materials to meet the specifications of potential customers. On February 11, 2013, our petition to use the road was denied. We are now pursuing the condemnation efforts and are also seeking another preliminary access hearing. We have sent a letter to Samuelson as a requirement to condemn an easement over the road under Wyoming Statute§1-26-505 through 1-26-508, and have sent another letter as a precursor to a second preliminary access hearing. As of December 31, 2013, no further action is planned by the Company.

The leases relating to the Wyoming Iron Complex, as amended by instrument dated February 1, 2012, continues in perpetuity until commercial production provided that a \$1,000 per month advance royalty is paid (as adjusted for inflation). At the commencement of commercial production, the royalty would be paid as a function of gross metal values on products produced and sold.

The closest major town to the Wyoming Iron Complex is Laramie, Wyoming, a city of approximately 25,000 people. It has an elevation of 7,200 feet, resulting in a varied, but semi-arid climate. Laramie is located along the I-80 corridor and is on the main rail line of the Union Pacific. Laramie is a full-service city which hosts all amenities, and is the home of the University of Wyoming.



**Figure 2 Wyoming Iron Complex**

## **ITEM 2. PROPERTIES - *continued***

### *Climate, Local Resources, Infrastructure and Physiography*

Albany County, population 27,204 (US Census Bureau, 2003), is located in the high plains region of south-eastern Wyoming. Most of the county is located in a cool and arid basin (<12 inches of precipitation annually) containing the Laramie River watershed, a major tributary to the North Platte River system. The county is flanked on the west by the Medicine Bow Mountains and on the east by the Laramie Range.

Due to its elevation, Wyoming has a relatively cool climate. Above the 6,000 foot level, the temperature rarely exceeds 100 F. Summer nights are usually cool, though daytime readings may be quite high. Away from the mountains, low July temperatures range from 50 to 60 F. A typical winter would see freezing temperatures from December through March with most accumulation of snow occurring in March.

### *History of Exploration*

Since the earliest geological investigations of the area by Stansbury in 1851, and Hayden in 1871, Fe-Ti oxide deposits have been known in Albany County. There have been numerous economic evaluations of these deposits by Ball, 1907; Singewald, 1913; Frey, 1946 and Hild, 1953.

From the completion of the railway until 1975 the property was owned by Union Pacific Resources ("UPR") a wholly owned subsidiary of Union Pacific. From the mid 1950's through 1972 the properties were drilled and evaluated which produced a resource estimate (non-compliant with SEC Guide 7 or Canadian NI 43-101) for contained iron, titanium dioxide and vanadium.

UPR conducted a comprehensive drilling program on both of the properties and which included bulk sampling and a 30,000 ton pilot plant test based on the Krupp Renn pyrometallurgical recovery process. This was part of a study produced in 1968 later revisited in 1972 for the processing of Fe and Ti ore which concluded that Iron can be recovered using the Iron Mountain ores and that the Strong Creek concentrates may also be amenable to the Krupp Renn process. The iron material produced from this process is referred to as Luppen – a semi-steel product containing 98.5% iron, considered to be a superior feed stock for electric arc furnaces as it contains none of the contaminants found in scrap or Pig Iron. This test also confirmed that a portion of the Vanadium could be recovered as Vanadium Pentoxide.

In 1995, the State of Wyoming drilled 27 large bore rotary drill holes on the Strong Creek Property to obtain a bulk sample for testing by the laboratories US Bureau of Mines of Salt Lake City, Utah and by Hazen Research Inc. of Golden, Colorado. These tests demonstrated that the ore can be concentrated using a coarsely ground product (-20 + 40 mesh), followed by spiral concentration, magnetic separation, and electrostatic concentration to produce two distinct concentrates of Titanium Dioxide and Magnetite – Vanadium.

To date, our activities have been limited to organizational matters, obtaining a geology report on the Strong Creek claims and planning and carrying out our initial, 2000 foot, 3-hole exploration program on the Strong Creek claims.

### *Geological Setting and Mineralization*

The Laramie Anorthosite Complex (LAC), hosting the Strong Creek Fe-Ti deposits, is a 1.4 Billion year old intrusion that was emplaced into the Cheyenne suture between the Archean Wyoming Province and Early Proterozoic island-arc assemblages of the south-western United States. The LAC is comprised of older, layered anorthositic and gabbroic rocks and younger syenitic to monzonitic rocks.

## **ITEM 2. PROPERTIES - *continued***

The oxide-bearing gabbro-noritic and anorthositic rocks at Strong Creek host layered, late stage cumulate horizons of disseminated oxide mineralization. These rocks are unaltered and only show weak alteration along late fractures. A north-south, doubly plunging antiform produces local geology that has a core complex of anorthosite grading into progressively more differentiated leuco-gabbro-norite and syenite outer rims.

The economic model proposed for the Wyoming Iron Complex is an example of a Magmatic TiFe-V Oxide Deposit, which is described in “Magmatic Ti-Fe±V Oxide Deposits, in Geological Fieldwork 1997, British Columbia Ministry of Employment and Investment” by Gross, G.A., Gower, C.F., and Lefebvre, D. V., as follows:

- **Geologic Setting:** Deposits occur in intrusive complexes which typically are emplaced at deeper levels in the crust. Progressive differentiation of liquids residual from anorthosite-nodde magmas leads to late stage intrusions enriched in Fe and Ti oxides and apatite. Some of the iron-titanium deposits occur at continental margins related to island arc magmatism, followed by an episode of orogenic compression.
- **Age of Mineralization:** Mainly Mid proterozoic (1.65 to 0.90 Bn Years old) for the ilmenite deposits, but this may be a consequence of a particular combination of tectonic circumstances, rather than any a prior temporal control. The Fe-Ti deposits with titaniferous magnetite do not appear to be restricted in time.
- **Host/Associated Rocks:** Hosted by massive, layered or zoned intrusive complexes - anorthosite, norite, gabbro, diorite, diabase, quartz monzonite and hornblende pyroxenite. The anorthosites are commonly emplaced in granitoid gneiss, granulite, schist, amphibolite and quartzite. Some deposits associated with lower grade rocks.

## **ITEM 3. LEGAL PROCEEDINGS**

On December 7, 2012, we filed suit in state court in Albany County, Wyoming against DSS Holdings LLC and Douglas Samuelson (“Samuelson”) to regain preliminary access to our Iron Mountain holdings. This road crosses Samuelson’s property. Samuelson has locked the gate across the road providing access to the Iron Mountain holdings and denied our repeated requests for access. The suit was filed in the District Court of the Second Judicial District in Wyoming, after negotiations between the parties were unsuccessful. Under Wyoming Statute§ 1-26-507, we hoped to gain access to our property in order to conduct studies and collect samples of iron ore from the existing Iron Mountain pit and stockpile in order to evaluate the suitability of these materials to meet the specifications of potential customers.

On February 11, 2013, our petition to use the road was denied. We pursued condemnation efforts and sought a second preliminary access hearing. We sent a letter to Samuelson as a requirement to condemn an easement over the road under Wyoming Statute§1-26-505 through 1-26-508 and have sent another letter as a precursor to a second preliminary access hearing. As of December 31, 2013, no further action is planned by the Company.

Other than the suit against DSS Holdings LLC and Samuelson, we know of no material pending legal proceedings to which our company or any of our subsidiaries is a party or of which any of our properties, or the properties of any of our subsidiaries, is the subject. In addition, we do not know of any such proceedings contemplated by any governmental authorities.

We know of no material proceedings in which any of our directors, officers or affiliates, or any registered or beneficial stockholder is a party adverse to our company or any of our subsidiaries or has a material interest adverse to our company or any of our subsidiaries.

#### ITEM 4. MINE SAFETY DISCLOSURES

Pursuant to Section 1503(a) of the recently enacted Dodd-Frank Wall Street Reform and Consumer Protection Act, issuers that are operators, or that have a subsidiary that is an operator, of a coal or other mine in the United States are required to disclose in their periodic reports filed with the SEC information regarding specified health and safety violations, orders and citations, related assessments and legal actions, and mining-related fatalities. During the year ended December 31, 2013, our U.S. exploration properties were not subject to regulation by the Federal Mine Safety and Health Administration ("MSHA") under the Federal Mine Safety and Health Act of 1977 as no mining activity has occurred on our properties.

#### PART II

#### ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

##### *Market Information*

Our common stock is quoted on the OTCQB Bulletin Board of Financial Industry Regulatory Authority under the symbol "TFER". In light of our new business focus, we are changing our trading symbol to "HKUP." There is no established trading market for the Company's Series A Preferred Stock.

Set forth below are the range of high and low bid quotations for the periods indicated as reported by the OTCQB Bulletin Board. The market quotations reflect inter-dealer prices, without retail mark-up, mark-down or commissions and may not necessarily represent actual transactions.

Quarter Ended	High Bid	Low Bid
December 31, 2013	\$ 0.03	\$ 0.0008
September 30, 2013	\$ 0.09	\$ 0.02
June 30, 2013	\$ 0.18	\$ 0.06
March 31, 2013	\$ 0.29	\$ 0.14
December 31, 2012	\$ 1.13	\$ 0.18
September 30, 2012	\$ 0.53	\$ 0.20

On March 31, 2014, the closing price of our common stock as reported by the OTC Bulletin Board was \$0.0017 per share.

##### *Transfer Agent*

Our shares of common stock are issued in registered form. Our transfer agent is Nevada Agency and Transfer Company, 50 West Liberty Street Suite 880, Reno, Nevada 89501, phone (775) 322-0626.

##### *Holders of Our Common Stock*

The company has a large shareholder base in our common stock. As of March 31, 2014, there are 21 listed holders of record of our common stock. The remaining shareholders are listed through broker-dealers, and the exact number is unknown. As of March 31, 2014, 689,591,935 shares of our common stock were issued and outstanding.

**ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES - continued**

***Dividends***

The payment of dividends, if any, in the future, rests within the sole discretion of our board of directors. The payment of dividends will depend upon our earnings, our capital requirements and our financial condition, as well as other relevant factors. We have not declared any cash dividends since our inception and have no present intention of paying any cash dividends on our common stock in the foreseeable future.

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.

***Securities Authorized for Issuance under Equity Compensation Plans***

Effective November 22, 2011 our board of directors adopted and approved our stock option plan. The purpose of the stock option plan is to enhance the long-term stockholder value of our company by offering opportunities to directors, key employees, officers, independent contractors and consultants of our company to acquire and maintain stock ownership in our company in order to give these persons the opportunity to participate in our company's growth and success, and to encourage them to remain in the service of our company. A total of 9,947,400 shares of our common stock are available for issuance under the stock option plan.

<b>Plan Category</b>	<b>Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights</b>	<b>Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights</b>	<b>Number of Securities Remaining Available for Future Issuance under Equity Compensation Plan</b>
Equity compensation plans approved by security holders	Nil	Nil	Nil
Equity compensation plans not approved by security holders	6,650,000	\$0.55	3,297,400
<b>Total</b>	<b>6,650,000</b>	<b>\$0.55</b>	<b>3,297,400</b>

***Recent Sales of Unregistered Securities***

Since the beginning of our fiscal year ended December 31, 2012, we have not sold any equity securities that were not registered under the Securities Act of 1933 that were not previously reported in an annual report on Form 10-K, in a quarterly report on Form 10-Q or in a current report on Form 8-K.

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

None.

## ITEM 6 SELECTED FINANCIAL DATA

Not applicable.

## ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Our management's discussion and analysis provides a narrative about our financial performance and condition that should be read in conjunction with the audited and unaudited consolidated financial statements and related notes thereto included in this annual report on Form 10-K. This discussion contains forward looking statements reflecting our current expectations and estimates and assumptions about events and trends that may affect our future operating results or financial position. Our actual results and the timing of certain events could differ materially from those discussed in these forward-looking statements due to a number of factors, including, but not limited to, those set forth in the sections of this annual report on Form 10-K titled "Risk Factors" beginning at page 13 above and "Forward-Looking Statements" beginning at page 4 above.

### *Overview*

We were a mineral exploration company until January 31, 2014 when we effected the Merger with iHookup Social. Our plan of operation was to carry out exploration work on Wyoming Iron Complex in order to ascertain whether it possessed commercially exploitable quantities of iron ore and other metals, but since the Merger we have no plans to conduct any exploration work.

We have no ongoing revenues from mineral exploration, have achieved losses since inception, have been issued a going concern opinion by our auditors and rely upon the sale of our securities to fund operations. Accordingly, we will be dependent on future additional financing in order to fund our anticipated cash needs, and to seek other business opportunities in new business opportunities. There are no assurances that we will be able to complete such future additional financing for other business opportunities.

Prior to the Merger, we have been involved in the examination and investigation of the mineral property that we believed may have contained valuable minerals, for the purpose of discovering the presence of ore, if any, and its extent. There is no assurance that a commercially viable mineral deposit exists on our property, and a great deal of further exploration would be required before a final evaluation as to the economic and legal feasibility for our exploration is determined. We have no known reserves of any type of mineral. To date, we have not discovered an economically viable mineral deposit on the mineral property.

### *Results of Operations*

#### *Years Ended December 31, 2013 and 2012*

Our cash as of December 31, 2013 was \$18,006. As a result of our minimal amount of revenues and ongoing expenditures in pursuit of our business, we incurred net losses since our inception. For the period from inception (June 5, 2007) to December 31, 2013 we had operating revenues of \$4,855 and incurred a net loss of \$7,293,427. For the year ended December 31, 2013, our net loss was \$2,855,474.

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**ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS** - *continued*

Our operating expenses for our fiscal years ended December 31, 2013 and 2012 and the changes between those periods for the respective items are summarized as follows:

	Year Ended December 31, 2013	Year Ended December 31, 2012
	\$	\$
<b>REVENUES</b>	-	-
<b>OPERATING EXPENSES</b>		
Advertising	-	2,653
General and administrative	625,737	586,421
Impairment of mineral acquisition costs	25,000	-
Accretion on promissory note	888,512	113,394
Financing costs	574,380	8,391
Interest expense	40,531	2,385
Investor relations	31,588	227,687
Professional fees	141,649	154,767
Mineral property exploration costs	34,567	164,564
Stock-based compensation	352,338	2,133,251
Travel	4,616	14,244
<b>TOTAL OPERATING EXPENSES</b>	<b>2,718,918</b>	<b>3,407,757</b>

Total operating expenses decreased by 21% for the year ended December 31, 2013 compared to the same period ended December 31, 2012. The decrease in expenses over the prior year was due primarily to lower mineral exploration costs, investor relations expense, and stock based compensation. Offsetting the decrease were higher accretion on promissory notes, financing costs, and interest due to convertible debt financing.

***Liquidity and Capital Resources***

*Working Capital*

	December 31, 2013 (audited)	December 31, 2012 (audited)
Current Assets	\$ 18,006	\$ 145,433
Current Liabilities	\$ 1,080,931	\$ 196,525
Working Capital Deficiency	\$ (1,062,925)	\$ (51,092)

As of December 31, 2013, we had \$18,006 in cash, as compared to \$145,433 as of December 31, 2012. Our cash decreased due to operating expenses incurred during the period.

As of December 31, 2013, we had accounts payable of \$296,539, as compared to \$60,862 as of December 31, 2012. Our accounts payable increased due to a shortfall in financing to pay liabilities.

**ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS - continued**

As of December 31, 2013, we had a current portion of promissory note of \$257,911, as compared to \$127,353 as of December 31, 2012. Our current portion of promissory note increased due to payments due under the Wyomex property acquisition

As of December 31, 2013, we had accrued expenses to related parties of \$129,193, as compared to \$6,479 as of December 31, 2012. Our accrued expenses to related parties increased due to amounts due to officers.

We currently do not have sufficient capital to funds our needs for the next 12 months. We established an equity line of credit which became effective June 24, 2013. Due to our current market price, we do not anticipate that the equity line, described below, will be sufficient to meet our needs.

*Cash Flows*

	Year Ended December 31, 2013	Year Ended December 31, 2012
Net Cash Provided by (Used in) Operating Activities	\$ (609,949)	\$ (983,734)
Net Cash Provided by (Used in) Investing Activities	(25,000)	(85,000)
Net Cash Provided by (Used in) Financing Activities	529,522	1,071,101
Net Increase (Decrease) in Cash	\$ (102,427)	\$ 2,367

Operating Activities

Net cash used in operating activities decreased by 38% for our 12-month period ended December 31, 2013 compared to the same period in 2012. The reason for the decrease is decreased cash operating expenses.

Investing Activities

Net cash used in investing activities decreased by 71% for our 12-month period ended December 31, 2013 compared to the same period in 2012. The reason for the decrease is fewer payments on mineral properties.

Financing Activities

Net cash provided by financing activities decreased by 51% for our 12-month period ended December 31, 2013 compared to the same period in 2012. The reason for the decrease is the reduction in private placement funding, partially offset by higher convertible notes.

*Securities Purchase Agreement with Ascendant Capital Partners, LLC (Equity Line of Credit)*

On October 18, 2012, the Company entered into a securities purchase agreement (the "Equity Line of Credit Agreement") with Ascendant Capital Partners, LLC ("Ascendant"), as amended on January 9, 2013, February 19, 2013 and April 2, 2013, pursuant to which the Company may sell and issue to Ascendant, and Ascendant is obligated to purchase, up to \$10,000,000 in value of its shares of common stock from time to time over a 36 month period.

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## ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS - continued

The Company will determine, at its own discretion, the timing and amount of its sales of stock, subject to certain conditions and limitations. Shares will be priced to be the lesser of (i) 75% of the volume weighted average price on the date of delivery of the draw down notice and (ii) 75% of the closing price of the last transaction on the date of delivery of the draw down notice as long as such price is within the bid and offer at the close (if such transaction is not within the bid and offer at the close, then the next most recent transaction will be selected until one is located that is within the bid and offer at close). The maximum dollar amount as to each draw down is to be equal to (i) 20% of the average daily trading volume during the 7 trading days immediately prior to the date of the draw down notice, eliminating the 2 days with the greatest trading volume and the 2 days with the least trading volume, multiplied by (ii) the volume weighted average price on the trading day immediately prior to the date of the draw down notice; provided, however, no draw down can exceed \$25,000. Only one draw down will be allowed on each trading day. The Company can terminate the equity line at any time.

Pursuant to the terms of the Equity Line of Credit Agreement, the Company agreed to issue the following shares of common stock (the "Commitment Shares"):

- 150,015 shares of common stock no later than 30 days following the agreement date (issued on October 22, 2012);
- On the trading day (the "Second Payment Date") which is 30 calendar days following the agreement date, 173,913 shares of common stock, (issued on November 19, 2012);
- On the trading day (the "Third Payment Date") which is 30 calendar days following the agreement date, 818,930 shares of common stock (issued on January 10, 2013) and an additional 857,142 shares (issued on April 15, 2013);
- On the trading day (the "Fourth Payment Date") in which the Company has received at least \$1,000,000 in aggregate up on drawdowns, a number of shares of common stock equal to 0.5% of \$10,000,000 divided by 95% of the average VWAP during the 10 trading days prior to the Fourth Payment Date; and
- On the trading day (the "Fifth Payment Date") in which the Company has received at least \$2,000,000 in aggregate up on drawdowns, a number of shares of common stock equal to 0.5% of \$10,000,000 divided by 95% of the average VWAP during the 10 trading days prior to the Fifth Payment Date.

For the year ended December 31, 2013, the fair value of the commitment shares issued is \$165,916 for the First and Second Payment Dates and \$180,083 for the value of the commitment shares for the Third Payment Date. On April 15, 2014, the Company issued an additional 857,142 shares valued at \$68,571 under the amended agreements.

On August 12, 2013, the Company issued 86,764 shares valued at \$3,561 under the Equity Line of Credit.

On June 26, 2013, the registration statement was declared effective by the SEC. On September 12, 2013 the Company issued 86,764 shares of common stock under the equity line at an average price of \$0.0423 for proceeds of \$3,671. For the year ended December 31, 2013, the Company has fully expensed all costs related to the Equity Line of Credit as the Company does not expect to utilize it in the future. This amounted to \$350,359, which is included in financing charges.

*Securities Purchase Agreements (Debentures) - Marie Baier Foundation and Motivated Minds*

**ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS - continued**

On October 18, 2012, we entered into securities purchase agreements with two investors, pursuant to which we sold an aggregate of \$235,300 face value in principal amount of 5% convertible debentures due October 18, 2013. In addition to the debentures, we issued an aggregate of 705,901 common stock purchase warrants with each warrant entitling the holder to acquire one share of our common stock at a price of \$0.25 per share for three years. The investors paid us the aggregate subscription amount of \$200,000 for the debentures and the warrants, which subscription amount was at a 15% discount from the principal amount of the debentures. For further information regarding the debentures, see the section titled "The Offering" in our Registration Statement on Form S-1 dated February 22, 2013. As of December 31, 2013 these notes have been fully paid and/or have been converted to commons stock.

*Convertible Debentures*

During the year ended December 31, 2013, the Company has entered into various convertible debenture agreements summarized as follows:

	<u>Issuance</u>	<u>Principal</u>	<u>Discount</u>	<u>Carrying Value</u>	<u>Interest Rate</u>	<u>Maturity Date</u>
a)	15-Aug-13	15,500	1,928	13,572	8%	19-May-14
a)	23-Aug-13	27,500	18,845	8,655	8%	27-May-14
a)	1-Jul-13	42,500	13,929	28,571	8%	28-Mar-14
a)	17-Oct-13	27,500	11,741	15,759	8%	16-Jul-14
b)	4-Nov-13	15,000	9,542	5,458	6%	4-Nov-15
b)	9-Dec-13	20,000	13,054	6,946	6%	5-Dec-15
c)	9-Dec-13	33,159	21,644	11,515	8%	5-Dec-15
d)	2-Apr-13	208,250	11,814	196,436	0%	2-Jan-13
e)	2-Oct-13	76,500	28,501	47,999	12 %	18-Sep-14
f)	26-Jun-13	83,333	55,037	28,296	12%	26-Jun-14
f)	26-Sep-13	27,778	25,682	2,096	12%	26-Sep-14
f)	9-Dec-13	27,778	23,506	4,272	12%	9-Dec-14
g)	4-Nov-13	15,000	7,077	7,923	8%	4-Nov-15
h)	18-Sep-13	30,000	10,210	19,790	12%	18-Sep-14
		<b>649,798</b>	<b>252,510</b>	<b>397,288</b>		

- a) The Company entered into several convertible promissory notes ("Asher Notes") with Asher Enterprises Inc. ("Asher"). Any outstanding principal amount can be converted, in whole or in part, into common stock at the option of the holder at any time after 6 months from the issuance date at a conversion price per share equal to 60% of the average price of the lowest 5 day trading days during the 10 trading days preceding the conversion. The Asher Notes cannot be converted, to the extent that Asher Enterprises Inc. and its affiliates would beneficially own in excess of 4.99% of the Company's outstanding common stock.

The convertible debenture may be repaid by the Company as follows:

- Outstanding principal multiplied by 130% together with accrued interest and unpaid interest thereon if prepaid within a period of 60 days beginning on the issuance date;
- Outstanding principal multiplied by 135% together with accrued interest and unpaid interest thereon if prepaid during the period beginning 61 days following the issuance date and ending on the date that is 90 days following the issuance date;

**ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS - continued**

- Outstanding principal multiplied by 140% together with accrued interest and unpaid interest thereon if prepaid during the period beginning 91 days following the issuance date and ending on the date that is 120 days following the issuance date;
- Outstanding principal multiplied by 150% together with accrued interest and unpaid interest thereon if prepaid during the period beginning 121 days following the issuance date and ending on the date that is 180 days following the issuance date;
- Outstanding principal multiplied by 175% together with accrued interest and unpaid interest thereon if prepaid during the period beginning 181 days following the issuance date through the maturity date.
- In the event of default, the amount of principal and interest not paid when due bear default interest at the rate of 22% per annum and the Asher Notes becomes immediately due and payable. Should that occur the Company is liable to pay the holder 150% of the then outstanding principal and interest.

*Convertible Debentures - continued*

- b) The Company entered into two convertible promissory notes ("GEL Notes") with GEL Properties, LLC ("GEL"). Any outstanding principal amount can be converted, in whole or in part, into common stock at the option of the holder at any time after 6 months from the issuance date at a conversion price per share equal to 60% of the lowest closing bid price during the 5 trading days preceding the conversion. The GEL Notes cannot be converted, to the extent that GEL would beneficially own in excess of 4.99% of the Company's outstanding common stock.

The convertible debenture may be repaid by the Company as follows:

- Outstanding principal multiplied by 130% together with accrued interest and unpaid interest thereon if prepaid within a period of 90 days beginning on the issuance date;
  - Outstanding principal multiplied by 140% together with accrued interest and unpaid interest thereon if prepaid during the period beginning 91 days following the issuance date and ending on the date that is 180 days following the issuance date;
  - Outstanding principal multiplied by 150% together with accrued interest and unpaid interest thereon if prepaid during the period beginning 181 days following the issuance date through the maturity date.
  - In the event of default, the amount of principal and interest not paid when due bear default interest at the rate of 24% per annum and the GEL Notes becomes immediately due and payable.
- c) On October 18, 2012, The Company entered into a convertible bridge note (the "Baier Note") with The Marie Baier Foundation ("The Foundation") for \$147,062. On December 9, 2013, the Company assigned \$34,159 of principal and interest of the Baier Note to GEL Properties, LLC ("GEL") and entered into a \$34,159 convertible promissory note (the "GEL Note") with GEL. Any outstanding principal amount can be converted, in whole or in part, into common stock at the option of the holder at any time after 6 months from the issuance date at a conversion price per share equal to 60% of the lowest closing bid price during the 5 trading days preceding the conversion. The GEL Notes cannot be converted, to the extent that GEL would beneficially own in excess of 4.99% of the Company's outstanding common stock.

The convertible note cannot be prepaid.

- d) On April 2, 2013, the Company entered into a convertible bridge note with GCA Strategic Investment Fund Limited. On December 31, 2013 the Company entered in a letter agreement with GCA Strategic Investment Fund Limited, in which the original maturity date of September 20, 2013 was extended to January 2, 2014. The remaining principal balance was agreed to be \$218,000. During the year ended December 31, 2013, GCA converted \$9,750 of the note leaving a principal balance of \$208,250

The unpaid principal portion and accrued interest on the convertible bridge note is convertible in whole or in part as follows:

- Conversion price per share equal to the lower of :
  - (i) 100% of the average price of the Company's common stock for the 5 trading days preceding the conversion days
  - (ii) 70% of the daily average price of the Company's common stock for the 10 trading days preceding the conversion date.
- The holders must not convert more than 33 1/3% of the initial principal sum into shares of the Company's common stock at a price below \$0.08 per share during any calendar month.

Global does not have the right to convert the convertible bridge note, to the extent that Global and its affiliates would beneficially own in excess of 9.99% of the Company's outstanding common stock.

In the event the Company elects to prepay the convertible bridge note in full or in part, the Company is required to pay principal, interest and any other amounts owing multiplied by 130%. The convertible bridge note also contains a mandatory partial prepayment requirement should the Company obtain certain future net financings in excess of \$300,000, and under other conditions.

- e) On October 2, 2013, the Company entered into a convertible promissory note ("Hanover Note") with Hanover Holdings I, LLC ("Hanover"). Any outstanding principal amount can be converted, in whole or in part, into common stock at the option of the holder at any time after 6 months from the issuance date at a conversion price per share equal to 60% of the lowest VWAP ("Variable Weighted Average Price") price during the 5 trading days preceding the conversion. The Hanover Note cannot be converted, to the extent that Hanover would beneficially own in excess of 4.99% of the Company's outstanding common stock.

The convertible debenture may be repaid by the Company as follows:

- Outstanding principal multiplied by 130% together with accrued interest and unpaid interest thereon if prepaid within a period of 180 days beginning on the issuance date;
  - In the event of default, the amount of principal and interest not paid when due bear default interest at the rate of 22% per annum and the Hanover Note becomes immediately due and payable.
- f) On June 26, 2013, the Company entered into a one year promissory note with JMJ Financial. The total amount that may be borrowed is \$275,000, which includes an upfront fee of 10%. No interest will be applied to the principal balance for the first 90 days after cash advance. After the first 90 days, an interest charge of 12% will be immediately applied to the principal and the 10% upfront fee.

On delivery of consideration, the lender may convert all or part of the unpaid principal and upfront fee into common stock at its sole discretion. All balances outstanding have a variable conversion price equal to the lesser of \$0.07 or 60% of the market price. The market price is defined as the lowest trade price in the 25 days prior to the conversion date. The lender is limited to holding no more than 4.99% of the issued and outstanding common stock at the time of conversion.

After the expiration of 90 days following the delivery date of any consideration, the Company will have no right of prepayment.

- g) On November 4, 2013, the Company entered into a convertible promissory note ("LG Note") with LG Properties, LLC ("LG"). Any outstanding principal amount can be converted, in whole or in part, into common stock at the option of the holder at any time after 6 months from the issuance date at a conversion price per share equal to 50% of the average of the two lowest closing bid prices during the 5 trading days preceding the conversion. The LG Note cannot be converted, to the extent that LG would beneficially own in excess of 4.99% of the Company's outstanding common stock.

The convertible debenture may be repaid by the Company as follows:

- Outstanding principal multiplied by 130% together with accrued interest and unpaid interest thereon if prepaid within a period of 90 days beginning on the issuance date;
- Outstanding principal multiplied by 140% together with accrued interest and unpaid interest thereon if prepaid during the period beginning 91 days following the issuance date and ending on the date that is 180 days following the issuance date;
- Outstanding principal multiplied by 150% together with accrued interest and unpaid interest thereon if prepaid during the period beginning 181 days following the issuance date through the maturity date.
- In the event of default, the amount of principal and interest not paid when due bear default interest at the rate of 24% per annum and the LG Notes becomes immediately due and payable.

- h) On September 18, 2013, the Company entered into a convertible debenture agreement with Magna LLC in the amount of \$195,000.

The unpaid principal portion on the convertible debenture is convertible in whole or in part as follows at a conversion price equal to 80% of the average price of the Company's common stock for the 5 trading days preceding the conversion day. The holders must not convert more than 300% of the average daily dollar volume in the 10 day trading period ending on the day that the holder elects conversion.

Subsequent to year-end the Company obtained proceeds of \$526,966 for various convertible debenture agreements ("Debentures") entered into with face value totaling \$526,966, bearing interest at 8% per annum and maturing between six months and one year from the dates of issuance. The principal and interest of the Debentures are convertible into common shares of the Company at various conversion rates as outlined in each agreement (incorporated herein by reference to the current reports on Form 8-K, previously filed with the SEC between January 1, 2014 and April 15, 2014).

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

We do not have any off-balance sheet arrangements.

## **ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS - continued**

### *Going Concern*

At December 31, 2013, we had an accumulated deficit of \$7,307,575 since our inception and incurred a net loss of \$2,869,622 for the year ended December 31, 2013. We expect to incur further losses in the development of our business, all of which casts substantial doubt about our ability to continue as a going concern. Our ability to continue as a going concern is dependent upon our ability to generate future profitable operations and/or to obtain the necessary financing to meet our obligations and repay our liabilities arising from normal business operations when they come due. Our independent auditors included an explanatory paragraph regarding substantial doubt about our ability to continue as a going concern in their report on our annual financial statements for the year ended December 31, 2013.

We have generated minimal revenues and have incurred losses since inception. Accordingly, we will be dependent on future additional financing in order to seek other business opportunities in the mining industry or new business opportunities. Prior to the Merger, we were considered an exploration stage company as we were involved in the examination and investigation of the mineral property for the purpose of discovering the presence of ore. As of December 31, 2013, there is no assurance that a commercially viable mineral deposit exists on our property, and a great deal of further exploration will be required before a final evaluation as to the economic and legal feasibility for our exploration is determined. We have no known reserves of any type of mineral. To date, we have not discovered an economically viable mineral deposit on the mineral property, and there is no assurance that we will discover one.

### *Application of Critical Accounting Policies*

#### *Basis of Presentation*

Our financial statements and related notes are presented in accordance with accounting principles generally accepted in the United States, and are expressed in US dollars. Our fiscal year-end is December 31, 2013.

#### *Use of Estimates*

The preparation of these statements in accordance with United States generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses in the reporting period. We regularly evaluates estimates and assumptions related to useful life and recoverability of long-lived assets, deferred income tax asset valuations, asset retirement obligations, financial instrument valuations, and loss contingencies. We base our estimates and assumptions on current facts, historical experience and various other factors that we believe to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities and the accrual of costs and expenses that are not readily apparent from other sources. The actual results experienced by us may differ materially and adversely from our estimates. To the extent there are material differences between the estimates and the actual results, future results of operations will be affected.

#### *Revenue Recognition*

We recognize revenue when products are fully delivered or services have been provided and collection is reasonably assured.

#### *Advertising Costs*

Our policy regarding advertising is to expense advertising when incurred.

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## **ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS - continued**

### *Cash and Cash Equivalents*

We consider all highly liquid instruments purchased with a maturity of six months or less to be cash equivalents to the extent the funds are not being held for investment purposes.

### *Impairment of Long-Lived Assets*

We continually monitor events and changes in circumstances that could indicate carrying amounts of long-lived assets may not be recoverable. When such events or changes in circumstances are present, we assess the recoverability of long-lived assets by determining whether the carrying value of such assets will be recovered through undiscounted expected future cash flows.

If the total of the future cash flows is less than the carrying amount of those assets, we recognize an impairment loss based on the excess of the carrying amount over the fair value of the assets. Assets to be disposed of are reported at the lower of the carrying amount or the fair value less costs to sell.

### *Stock-based compensation*

We record stock-based compensation in accordance with ASC 718, Compensation – Stock Based Compensation, which requires the measurement and recognition of compensation expense based on estimated fair values for all share-based awards made to employees and directors, including stock options.

ASC 718 requires companies to estimate the fair value of share-based awards on the date of grant using an option-pricing model. We use the Black-Scholes option pricing model as its method in determining fair value. This model is affected by our stock price as well as assumptions regarding a number of subjective variables. These subjective variables include, but are not limited to our expected stock price volatility over the terms of the awards, and actual and projected employee stock option exercise behaviors. The value of the portion of the award that is ultimately expected to vest is recognized as an expense in the statement of operations over the requisite service period.

### *Mineral Property Costs*

Prior to the Merger, we were an exploration stage company and did not realize any revenues from our operations. We were primarily engaged in the acquisition and exploration of mineral properties. Mineral property exploration costs were expensed as incurred. Mineral property acquisition costs were initially capitalized. We assess the carrying costs for impairment, whenever events or changes in circumstances indicate that the carrying cost may not be recoverable under ASC 360, Property, Plant, and Equipment at each reporting date. When it has been determined that a mineral property can be economically developed as a result of establishing proven and probable reserves, the costs then incurred to develop such property, will be capitalized. Such costs will be amortized using the units-of-production method over the estimated recoverable reserves. If mineral properties are subsequently abandoned or impaired, any capitalized costs will be charged to operations.

### *Asset Retirement Obligations*

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## **ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS - continued**

We record asset retirement obligations in accordance with ASC 410-20, Asset Retirement Obligations, which addresses financial accounting and reporting for obligations associated with the retirement of tangible long-lived assets and the associated retirement costs. The standard applies to legal obligations associated with the retirement of long-lived assets that result from the acquisition, construction, development and normal use of the asset. ASC 410-20 requires that the fair value of a liability for an asset retirement obligation be recognized in the period in which it is incurred if a reasonable estimate of fair value can be made. The fair value of the liability is added to the carrying amount of the associated asset and this additional carrying amount is depreciated over the life of the asset. The liability is accreted at the end of each period through charges to operating expense. If the obligation is settled for other than the carrying amount of the liability, we will recognize a gain or loss on settlement. As at December 31, 2013, we have not incurred any asset retirement obligation related to the exploration and development of its resource properties.

### *Comprehensive Loss*

ASC 220, Comprehensive Income establishes standards for the reporting and display of comprehensive loss and its components in the consolidated financial statements. As at December 31, 2013 and December 31, 2012, we have no items that represent other comprehensive loss and, therefore, have not included a schedule of other comprehensive loss in the financial statements.

### *Financial Instruments*

FASB ASC 820, Fair Value Measurements and Disclosures, defines fair value, establishes a framework for measuring fair value under generally accepted accounting principles and enhances disclosures about fair value measurements. Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Valuation techniques used to measure fair value, as required by ASC 820, must maximize the use of observable inputs and minimize the use of unobservable inputs.

Our assessment of the significance of a particular input to the fair value measurements requires judgment, and may affect the valuation of the assets and liabilities being measured and their placement within the fair value hierarchy. The carrying values of cash, accounts payable, and due to related parties approximate fair values because of the short-term maturity of these instruments. Unless otherwise noted, it is management's opinion that we are not exposed to significant interest, currency or credit risks arising from these financial instruments.

### *Basic and Diluted Net Loss Per Share*

We compute net loss per share in accordance with ASC 260, Earnings per Share. ASC 260 requires presentation of both basic and diluted earnings per share (EPS) on the face of the statement of operations. Basic EPS is computed by dividing net income (loss) available to common shareholders (numerator) by the weighted average number of shares outstanding (denominator) during the period. Diluted EPS gives effect to all dilutive potential common shares outstanding during the period using the treasury stock method and convertible preferred stock using the if-converted method. In computing diluted EPS, the average stock price for the period is used in determining the number of shares assumed to be purchased from the exercise of stock options or warrants. Diluted EPS excludes all dilutive potential shares if their effect is anti-dilutive. Shares underlying these securities totaled approximately 8,367,000 as of December 31, 2013.

### *Income Taxes*

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We account for income taxes using the asset and liability method in accordance with ASC 740, Income Taxes. The asset and liability method provides that deferred tax assets and liabilities are recognized for the expected future tax consequences of temporary differences between the financial reporting and tax bases of assets and liabilities and for operating loss and tax credit carry forwards. Deferred tax assets and liabilities are measured using the currently enacted tax rates and laws that will be in effect when the differences are expected to reverse. We record a valuation allowance to reduce deferred tax assets to the amount that is believed more likely than not to be realized.

*Recent Accounting Pronouncements*

We have implemented all other new accounting pronouncements that are in effect and that may impact its financial statements and does not believe that there are any other new accounting pronouncements that have been issued that might have a material impact on its financial position or results of operations.

**ITEM 7A QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

Not Applicable

## ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

### TITAN IRON ORE CORP.

#### FINANCIAL STATEMENTS

**December 31, 2013**

Report of Independent Registered Public Accounting Firm	F-1
Balance Sheets as of December 31, 2013 and December 31, 2012	F-2
Statements of Comprehensive Loss for the year ended December 31, 2013 and 2012, and for the period from June 5, 2007 (inception) to December 31, 2013	F-3
Statement of Stockholders' Equity (Deficit) for the year ended December 31, 2013 and 2012, and for the period from June 5, 2007 (inception) to December 31, 2013	F-4 - F-5
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### **Report of Independent Registered Public Accounting Firm**

To the Board of Directors and Stockholders of  
Titan Iron Ore Corp.  
(An exploration stage company)

We have audited the accompanying balance sheets of Titan Iron Ore Corp. (an exploration stage company) as of December 31, 2013 and 2012 and the related statements of comprehensive loss, stockholders' equity (deficit) and cash flows for the years then ended and for the period from June 5, 2007 (date of inception) to December 31, 2013. 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 audits to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes 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 financial statements referred to above present fairly, in all material respects, the financial position of Titan Iron Ore Corp. (an exploration stage company) as of December 31, 2013 and 2012, and the results of its operations, stockholders' deficit and cash flows for the years then ended and for the period from June 5, 2007 (date of inception) to December 31, 2013 in conformity with accounting principles generally accepted in the United States.

The accompanying financial statements have been prepared assuming the Company will continue as a going concern. As discussed in Note 1 to the financial statements, the Company has a working capital deficit and has accumulated losses since inception. These factors raise substantial doubt about the Company's ability to continue as a going concern. Management's plans in regard to these matters are also discussed in Note 1. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

/s/ "Manning Elliott LLP"  
CHARTERED ACCOUNTANTS

Vancouver, Canada

April 15, 2014

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**TITAN IRON ORE CORP.**  
**(AN EXPLORATION STAGE COMPANY)**  
**BALANCE SHEETS**  
**(Expressed in US dollars)**

<b>ASSETS</b>	<b>December 31, 2013</b>	<b>December 31, 2012</b>
Current Assets		
Cash	\$ 18,006	\$ 120,433
Prepaid expenses (Note 9)	—	25,000
Total current assets	<u>18,006</u>	<u>145,433</u>
Deferred financing costs (Note 13)	—	366,684
Debt issue costs (Note 12)	13,123	32,998
Mineral properties (Note 3)	<u>1,206,011</u>	<u>1,206,011</u>
<b>TOTAL ASSETS</b>	<b><u>\$ 1,237,140</u></b>	<b><u>\$ 1,751,126</u></b>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
LIABILITIES		
Current Liabilities		
Accounts payable	\$ 296,539	\$ 60,862
Accrued expenses - related party (Note 9)	129,193	6,479
Convertible debentures (Note 12)	397,288	1,831
Current portion of promissory note (Note 6)	<u>257,911</u>	<u>127,353</u>
Total Current Liabilities	<u>1,080,931</u>	<u>196,525</u>
Promissory note (Note 6)	<u>971,818</u>	<u>982,159</u>
Total Liabilities	<u>2,052,749</u>	<u>1,178,684</u>
Going concern (Note 1)		
Commitments (Note 8)		
Subsequent events (Note 15)		
STOCKHOLDERS' EQUITY (DEFICIT)		
Preferred stock, 50,000,000 shares authorized at par value of \$0.0001, no shares issued and outstanding	—	—
Common stock, 3,700,000,000 shares authorized at par value of \$0.0001, 213,423,577 (December 31, 2012 – 52,501,110) shares issued and outstanding (Note 4)	21,342	5,250
Additional paid-in capital	6,470,624	4,833,170
Common stock issuable	—	171,975
Deficit accumulated during the exploration stage	<u>(7,307,575)</u>	<u>(4,437,953)</u>
Total Stockholders' Equity (Deficit)	<u>(815,609)</u>	<u>572,442</u>
<b>TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY</b>	<b><u>\$ 1,237,140</u></b>	<b><u>\$ 1,751,126</u></b>

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

**TITAN IRON ORE CORP.**  
**(AN EXPLORATION STAGE COMPANY)**  
**STATEMENTS OF COMPREHENSIVE LOSS**  
**(Expressed in US dollars)**

	Year Ended December 31, 2013 \$	Year Ended December 31, 2012 \$	Period from June 5, 2007 (Inception) to December 31, 2013 \$
REVENUES	-	-	4,855
OPERATING EXPENSES			
Advertising	-	2,653	25,385
General and administrative (Note 9)	625,737	586,421	1,604,221
Impairment of mineral acquisition costs (Note 3)	25,000	-	75,124
Accretion expense	888,512	113,394	1,001,906
Financing costs	574,380	8,391	582,771
Interest expense	40,531	2,385	42,916
Investor relations	31,588	227,687	281,321
Professional fees	141,649	154,767	422,544
Mineral property exploration costs (Note 11)	34,567	164,564	528,238
Stock-based compensation (Note 7)	352,338	2,133,251	2,593,361
Travel	4,616	14,244	20,403
TOTAL OPERATING EXPENSES	<u>2,718,918</u>	<u>3,407,757</u>	<u>7,178,190</u>
LOSS FROM OPERATIONS	(2,718,918)	(3,407,757)	(7,173,335)
OTHER INCOME (EXPENSES)			
Gain on debt settlement	-	-	17,631
Loss on modification of promissory note	(150,704)	-	(150,704)
Other income (expenses)	<u>-</u>	<u>-</u>	<u>(1,167)</u>
NET LOSS AND COMPREHENSIVE LOSS	<u>(2,869,622)</u>	<u>(3,407,757)</u>	<u>(7,307,575)</u>
BASIC AND DILUTED LOSS PER SHARE	<u>(0.04)</u>	<u>(0.07)</u>	
WEIGHTED AVERAGE NUMBER OF SHARES OUTSTANDING	<u>66,994,509</u>	<u>51,331,037</u>	

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

**TITAN IRON ORE CORP.**  
**(AN EXPLORATION STAGE COMPANY)**  
**STATEMENT OF STOCKHOLDERS' EQUITY (DEFICIT)**  
**FOR THE PERIOD FROM JUNE 5, 2007 (INCEPTION) TO DECEMBER 31, 2013**  
**(Expressed in US dollars)**

	Common # Stock (Note 4)	Common Stock Amount	Additional Paid-in Capital	Common stock issuable	Deficit Accumulated During the Development Stage	Total
Balance, June 5, 2007 (Inception)	-	\$ -	\$ -	-	\$ -	\$ -
Common Stock issued for cash at \$0.0001 per share	148,000,000	14,800	(14,400)	-	-	400
Common Stock issued for cash at \$0.05 per share	29,637,000	2,964	37,086	-	-	40,050
Net loss for the period ended December 31, 2007	-	-	-	-	(21,874)	(21,874)
Balance, December 31, 2007	177,637,000	17,764	22,686	-	(21,874)	18,576
Common Stock issued for creditors at \$0.05 per share	12,950,000	1,295	16,205	-	-	17,500
Net loss 2008	-	-	-	-	(34,675)	(34,675)
Balance, December 31, 2008	190,587,000	19,059	38,891	-	(56,549)	1,401
Net loss 2009	-	-	-	-	(9,485)	(9,485)
Balance, December 31, 2009	190,587,000	19,059	38,891	-	(66,034)	(8,084)
Net loss 2010	-	-	-	-	(9,485)	(9,485)
Balance, December 31, 2010	190,587,000	19,059	38,891	-	(75,519)	(17,569)
Common Stock issued for cash at \$0.50 per share	2,100,000	210	1,049,790	-	-	1,050,000
Share issuance costs	-	-	(4,564)	-	-	(4,564)
Shares cancelled	(142,950,000)	(14,295)	14,295	-	-	-
Stock-based compensation	-	-	107,772	-	-	107,772
Net loss 2011	-	-	-	-	(954,677)	(954,677)
Balance, December 31, 2011	49,737,000	\$ 4,974	\$ 1,206,184	-	\$(1,030,196)	\$ 180,962
Common Stock issued for cash at \$0.75 per share (net of issuance costs)	1,334,000	133	993,405	-	-	993,538
Shares issued for services	550,000	55	126,445	-	-	126,500
Stock-based compensation	-	-	2,133,251	-	-	2,133,251
Shares issued under equity line (Note 13)	323,928	32	182,177	171,975	-	354,184
Exercise of warrants	556,182	56	(56)	-	-	-
Convertible notes (net proceeds)	-	-	191,764	-	-	191,764
Net loss 2012	-	-	-	-	(3,407,757)	(3,407,757)
Balance, December 31, 2012	<u>52,501,110</u>	<u>\$ 5,250</u>	<u>\$ 4,833,170</u>	<u>\$ 171,975</u>	<u>\$(4,437,953)</u>	<u>\$ 572,442</u>

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



**TITAN IRON ORE CORP.**  
**(AN EXPLORATION STAGE COMPANY)**  
**STATEMENT OF STOCKHOLDERS' EQUITY (DEFICIT)**  
**FOR THE PERIOD FROM JUNE 5, 2007 (INCEPTION) TO DECEMBER 31, 2013 (CONTINUED)**  
**(Expressed in US dollars)**

	Common # Stock (Note 4)	Common Stock Amount	Additional Paid-in Capital	Common stock issuable	Deficit Accumulated During the Development Stage	Total
Balance, December 31, 2012	52,501,110	\$ 5,250	\$ 4,833,170	\$ 171,975	\$(4,437,953)	\$ 572,442
Stock-based compensation	-	-	352,338	-	-	352,338
Shares issued under equity line (Note 13)	1,762,836	177	252,038	(171,975)	-	80,240
Shares issued for services	203,333	20	17,746	-	-	17,766
Convertible notes (net)	158,956,298	15,895	1,015,332	-	-	1,031,227
Net loss 2013	-	-	-	-	(2,869,622)	(2,869,622)
Balance, December 31, 2013	<u>213,423,577</u>	<u>\$ 21,342</u>	<u>\$ 6,470,624</u>	<u>\$ -</u>	<u>\$(7,307,575)</u>	<u>\$ (815,609)</u>

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

**TITAN IRON ORE CORP.**  
**(AN EXPLORATION STAGE COMPANY)**  
**STATEMENTS OF CASH FLOWS**  
**(Expressed in US dollars)**

	Year Ended December 31, 2013	Year Ended December 31, 2012	Period from June 5, 2007 (Inception) to December 31, 2013
<b>Cash Flows from Operating Activities:</b>			
Net loss	\$ (2,869,622)	\$ (3,407,757)	\$ (7,307,575)
<b>Adjustments to Reconcile Net Loss to Net Cash Used in Operating Activities:</b>			
Depreciation expense	—	—	5,833
Stock-based compensation	352,338	2,133,251	2,593,361
Loss on disposal of assets	—	—	1,167
Impairment of mineral property	25,000	—	75,124
Financing costs	432,748	8,391	441,139
Accretion expense	888,512	113,394	1,001,906
Shares issued for services	17,766	126,500	161,766
Gain (loss) on debt extinguishment	168,000	—	150,369
<b>Changes in Operating Assets and Liabilities</b>			
Decrease (increase) in prepaid expenses	25,000	—	—
Increase (decrease) in accounts payable	230,595	36,655	259,037
Increase (decrease) in accrued expenses – related party	122,714	5,832	138,407
<b>Net Cash Provided by (Used in) Operating Activities</b>	<u>(606,949)</u>	<u>(983,734)</u>	<u>(2,479,466)</u>
<b>Cash Flows used in Investing Activities:</b>			
Acquisition of property and equipment	—	—	(7,000)
Payment on mineral property options	(25,000)	(85,000)	(220,124)
<b>Net Cash Used in Investing Activities</b>	<u>(25,000)</u>	<u>(85,000)</u>	<u>(227,124)</u>
<b>Cash Flows from Financing Activities:</b>			
Common stock issued for cash (net of issuance costs)	—	993,538	2,086,386
Proceeds from convertible debentures (net)	652,500	168,875	852,500
Repayment of promissory note	—	(63,562)	(63,562)
Repayment of convertible debt	(122,978)	—	(122,978)
Deferred financing costs	—	(27,750)	(27,750)
<b>Net Cash Provided by Financing Activities</b>	<u>529,522</u>	<u>1,071,101</u>	<u>2,724,596</u>
<b>Net Increase (Decrease) in Cash</b>	(102,427)	2,367	18,006
<b>Cash– Beginning</b>	<u>120,433</u>	<u>118,066</u>	<u>—</u>
<b>Cash– Ending</b>	<u>\$ 18,006</u>	<u>\$ 120,433</u>	<u>\$ 18,006</u>
<b>Supplemental Cash Flow Information:</b>			
Cash paid for interest	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>
Cash paid for income taxes	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>
<b>Non-cash Investing and Financing Items:</b>			
Shares issued for services	\$ 17,766	\$ 126,500	\$ 161,766
Promissory note issued for mineral property	<u>—</u>	<u>1,061,011</u>	<u>1,061,011</u>

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

## 1. NATURE OF BUSINESS AND GOING CONCERN

Titan Iron Ore Corp. (the Company) (formerly Digital Yearbook, Inc.) was incorporated in the State of Nevada on June 5, 2007. Effective June 15, 2011, the Company completed a merger with its subsidiary, Titan Iron Ore Corp., a Nevada corporation, which was incorporated solely to effect a change in our name from "Digital Yearbook Inc." to "Titan Iron Ore Corp." effectively becoming an exploration stage company whose principal business became the acquisition, and exploration of mineral properties.

Subsequent to the 2013 year-end on February 3, 2014, the Company completed a merger with iHookup Social, Inc., a Delaware corporation ("iHookup") pursuant to an Agreement and Plan of Merger and Reorganization (the "Merger Agreement") dated January 31, 2014. Pursuant to the Merger Agreement, the Company incorporated a new subsidiary called iHookup Operations Corp, a Delaware corporation, which merged with and into iHookup causing the subsidiary's separate existence to cease and iHookup to become a wholly-owned subsidiary of the Company. iHookup's stockholders exchanged all of their twelve million (12,000,000) shares of outstanding common stock for fifty million (50,000,000) shares of the Company's newly designated Series A Preferred Stock.

iHookup Social's business is development and dissemination of a "proximity based" mobile social media application that facilitates connections between people, utilizing the intelligence of GPS and localized recommendations. Going forward, the Company expects to focus on this aspect of the business.

The accompanying financial statements have been prepared assuming the Company will continue as a going concern, which implies that the Company would continue to realize its assets and discharge its liabilities in the normal course of business. The Company has never paid any dividends and is unlikely to pay dividends or generate earnings in the immediate or foreseeable future. As at December 31, 2013 the Company has a working capital deficiency of \$1,062,925 and has accumulated losses of \$7,282,575 since inception and its operations continue to be funded primarily from sales of its stock and issuance of convertible debentures. These factors raise substantial doubt about the Company's ability to continue as a going concern. The ability of the Company to continue as a going concern is dependent on the Company's ability to obtain the necessary financing from sales of its stock financings. The 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 the Company be unable to continue as a going concern.

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

### Basis of Presentation

These financial statements and related notes are presented in accordance with accounting principles generally accepted in the United States, and are expressed in US dollars. The Company's fiscal year end is December 31.

### Use of Estimates

The preparation of these statements in accordance with United States generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses in the reporting period. The Company regularly evaluates estimates and assumptions related to useful life and recoverability of long-lived assets, valuation of mineral properties, deferred income tax asset valuations, asset retirement obligations, financial instrument valuations, share based payments, other equity-based payments, and loss contingencies. The Company bases its estimates and assumptions on current facts, historical experience and various other factors that it believes to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities and the accrual of costs and expenses that are not readily apparent from other sources. The actual results experienced by the Company may differ materially and adversely from the Company's estimates. To the extent there are material differences between the estimates and the actual results, future results of operations will be affected.

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### Revenue Recognition

The Company recognizes revenue when products are fully delivered or services have been provided and collection is reasonably assured.

### Advertising Costs

The Company's policy regarding advertising is to expense advertising when incurred.

### Cash and Cash Equivalents

The Company considers all highly liquid instruments purchased with a maturity of three months or less to be cash equivalents.

### Impairment of Long-Lived Assets

The Company continually monitors events and changes in circumstances that could indicate carrying amounts of long-lived assets may not be recoverable. When such events or changes in circumstances are present, the Company assesses the recoverability of long-lived assets by determining whether the carrying value of such assets will be recovered through undiscounted expected future cash flows.

If the total of the future cash flows is less than the carrying amount of those assets, the Company recognizes an impairment loss based on the excess of the carrying amount over the fair value of the assets. Assets to be disposed of are reported at the lower of the carrying amount or the fair value less costs to sell.

### Stock-based Compensation

The Company records stock-based compensation in accordance with ASC 718, *Compensation – Stock Based Compensation* and ASC 505, *Equity Based Payments to Non-Employees*, which requires the measurement and recognition of compensation expense based on estimated fair values for all share-based awards made to employees and directors, including stock options.

ASC 718 requires companies to estimate the fair value of share-based awards on the date of grant using an option-pricing model. The Company uses the Black-Scholes option pricing model as its method in determining fair value. This model is affected by the Company's stock price as well as assumptions regarding a number of subjective variables. These subjective variables include, but are not limited to the Company's expected stock price volatility over the terms of the awards, and actual and projected employee stock option exercise behaviors. The value of the portion of the award that is ultimately expected to vest is recognized as an expense in the statement of operations over the requisite service period.

All transactions in which goods or services are the consideration received for the issuance of equity instruments are accounted for based on the fair value of the consideration received or the fair value of the equity instrument issued, whichever is more reliably measurable.

### Mineral Property Costs

The Company has been in the exploration stage and has not yet realized any revenues from its planned operations. It is primarily engaged in the acquisition and exploration of mineral properties. Mineral property exploration costs are expensed as incurred. Mineral property acquisition costs are capitalized. The Company assesses the carrying costs for impairment, whenever events or changes in circumstances indicate that the carrying cost may not be recoverable under ASC 360, *Property, Plant, and Equipment* at each reporting date. When it has been determined that a mineral property can be economically developed as a result of establishing proven and probable reserves, the costs then incurred to develop such property, will be capitalized. Such costs will be amortized using the units-of-production method over the estimated recoverable reserves. If mineral properties are subsequently abandoned or impaired, any capitalized costs will be charged to operations.

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### Asset Retirement Obligations

The Company records asset retirement obligations in accordance with ASC 410-20, Asset Retirement Obligations, which addresses financial accounting and reporting for obligations associated with the retirement of tangible long-lived assets and the associated retirement costs. The standard applies to legal obligations associated with the retirement of long-lived assets that result from the acquisition, construction, development and normal use of the asset. ASC 410-20 requires that the fair value of a liability for an asset retirement obligation be recognized in the period in which it is incurred if a reasonable estimate of fair value can be made. The fair value of the liability is added to the carrying amount of the associated asset and this additional carrying amount is depreciated over the life of the asset. The liability is accreted at the end of each period through charges to operating expense. If the obligation is settled for other than the carrying amount of the liability, the Company will recognize a gain or loss on settlement. As at December 31, 2013, the Company has not incurred any asset retirement obligation related to the exploration of its mineral property option.

### Comprehensive Loss

ASC 220, Comprehensive Income establishes standards for the reporting and display of comprehensive loss and its components in the financial statements. During the periods ended December 31, 2013 and December 31, 2012, the Company had no items that represent other comprehensive income.

### Financial Instruments

FASB ASC 820, Fair Value Measurements and Disclosures, defines fair value, establishes a framework for measuring fair value under generally accepted accounting principles and enhances disclosures about fair value measurements. Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Valuation techniques used to measure fair value, as required by ASC 820, must maximize the use of observable inputs and minimize the use of unobservable inputs.

The Company's assessment of the significance of a particular input to the fair value measurements requires judgment, and may affect the valuation of the assets and liabilities being measured and their placement within the fair value hierarchy. The carrying values of cash, accounts payable, and due to related parties approximate fair values because of the short-term maturity of these instruments. The fair value of the Company's promissory note approximates carrying value as the underlying imputed interest rate approximates the estimated market rate. Unless otherwise noted, it is management's opinion that the Company is not exposed to significant interest, currency or credit risks arising from these financial instruments.

### Basic and Diluted Loss Per Share

The Company computes net loss per share in accordance with ASC 260, Earnings per Share. ASC 260 requires presentation of both basic and diluted earnings per share (EPS) on the face of the statement of operations. Basic EPS is computed by dividing net income (loss) available to common shareholders (numerator) by the weighted average number of shares outstanding (denominator) during the period. Diluted EPS gives effect to all dilutive potential common shares outstanding during the period using the treasury stock method and convertible preferred stock using the if-converted method. In computing diluted EPS, the average stock price for the period is used in determining the number of shares assumed to be purchased from the exercise of stock options or warrants. Diluted EPS excludes all dilutive potential shares if their effect is anti-dilutive. Shares underlying these securities totaled approximately 8,367,000 as of December 31, 2013.

### Income Taxes

The Company accounts for income taxes using the asset and liability method in accordance with ASC 740, Income Taxes. The asset and liability method provides that deferred tax assets and liabilities are recognized for the expected future tax consequences of temporary differences between the financial reporting and tax bases of assets and liabilities and for operating loss and tax credit carry forwards. Deferred tax assets and liabilities are measured using the currently enacted tax rates and laws that will be in effect when the differences are expected to reverse. The Company records a valuation allowance to reduce deferred tax assets to the amount that is believed more likely than not to be realized.

## Recent Accounting Pronouncements

### Foreign Currency Matters

In March 2013, ASC guidance was issued related to Foreign Currency Matters to clarify the treatment of cumulative translation adjustments when a parent sells a part or all of its investment in a foreign entity or no longer holds a controlling financial interest in a subsidiary or group of assets that is a business within a foreign entity. The updated guidance also resolves the diversity in practice for the treatment of business combinations achieved in stages in a foreign entity. The update is effective prospectively for the Company's fiscal year beginning January 1, 2014. The Company does not expect the updated guidance to have an impact on the financial position, results of operations or cash flows.

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

## **3. MINERAL PROPERTIES**

### Strong Creek and Iron Mountain Properties

Effective June 30, 2011 and in connection with the entry into an agreement (the "Acquisition Agreement") with J2 Mining Ventures Ltd. ("J2 Mining") dated June 13, 2011, the Company completed the acquisition of a 100% right, title and interest in and to a properties (Strong Creek and Iron Mountain) option agreement (the "Option Agreement") from J2 Mining with respect to an iron ore mineral property located in Albany County, Wyoming by entering into an assignment of mineral property option agreement with J2 Mining and Wyomex LLC (the "Assignment Agreement"), whereby the Company was assigned the 100% right, title and interest in and the Option Agreement from J2 Mining.

The Option Agreement assigned to the Company from J2 Mining on June 30, 2011, was originally entered into on May 26, 2011 between J2 Mining and Wyomex LLC, pursuant to which Wyomex LLC ("Optionor"), granted to J2 Mining, as optionee, an exclusive right and option to acquire 100% undivided legal and beneficial interests in and to certain unpatented lode mining claims, fee lands, leased lands, and other interests in real property situated in Albany County, Wyoming (the "Wyoming Iron Complex"). Pursuant to the Assignment Agreement, J2 Mining agreed to assign all its rights and interests in the property and the Option Agreement, and transfer all of its obligations under the Option Agreement, to the Company.

The term of the option commenced on May 26, 2011 and could be extended for a maximum of six successive one-month periods, at the sole election of the Company, through notice to Wyomex LLC and tender of \$5,000 from the Company to Wyomex LLC for each of the first three additional months and \$15,000 for each additional month for months four through six. As at December 31, 2013, total payments of \$145,000 had been made.

Prior to December 31, 2011, the Company provided written notice to the Optionor of its intent to exercise its option. On April 10, 2012, the Company executed an asset purchase agreement to exercise its option for consideration of \$7,000,000, consisting of the following:

- a) A cash payment at closing of \$85,000 as an initial payment (paid on March 30, 2012);
- b) \$60,000 of consideration previously paid and received by the Optionor (see above);
- c) A \$6,855,000 promissory note with an estimated fair value of \$1,061,011 on the date of issuance. See Note 6 for details.

On December 7, 2012, we filed suit in state court in Albany County, Wyoming against DSS Holdings LLC and Douglas Samuelson (“Samuelson”) to regain preliminary access to our Iron Mountain holdings. This road crosses Samuelson’s property. Samuelson has locked the gate across the road providing access to the Iron Mountain holdings and denied our repeated requests for access. The suit was filed in the District Court of the Second Judicial District in Wyoming, after negotiations between the parties were unsuccessful. Under Wyoming Statute§ 1-26-507, we hoped to gain access to our property in order to conduct studies and collect samples of iron ore from the existing Iron Mountain pit and stockpile in order to evaluate the suitability of these materials to meet the specifications of potential customers.

On February 11, 2013, the Company’s petition to use the road was denied. The Company is now pursuing the condemnation efforts and are seeking a second preliminary access hearing. As of December 31, 2013, the Company does not expect to go forward with any exploration at these sites. An impairment analysis was conducted at December 31, 2013 and no impairment was recorded as the fair value of the property (considered to be the carrying value of the promissory note against which the property was settled after year-end as per Note 15) exceeded the carrying value at December 31, 2013.

#### **Sunrise Iron**

On April 16, 2013 the Company announced that through a binding letter of intent (“LOI”) the Company has agreed to purchase the Sunrise Iron Mining Complex from New Sunrise, LLC, for a price of \$12 million. Sunrise is an iron project located in Platte County, Wyoming, consisting of fee land and patented mining claims aggregating approximately 1400 acres.

In connection with the LOI, Titan paid New Sunrise a non-refundable deposit of \$25,000, and Titan had 180 days to conduct due diligence investigations of the property. On October 15, 2013, the parties agreed to extend the agreement to January 15, 2014 on a non-exclusive basis. The Company does not expect to go forward with this transaction and took an impairment charge for the \$25,000 deposit as of December 31, 2013.

#### **4. COMMON STOCK**

##### **Issued during 2013:**

During the year ended December 31, 2013, the Company issued 1,762,836 shares of common stock pursuant to the Equity Line of Credit Agreement (Note 13).

During the year ended December 31, 2013 the Company issued 53,333 shares of common stock as finder’s fees for a convertible note.

During the year ended December 31, 2013, the Company issued 158,956,298 shares of common stock to various convertible note holders for full and partial conversion of the notes (Note 12).

During the year ended December 31, 2013, the Company issued 150,000 shares of common stock to a consultant in exchange for investor relations services.

## 5. SHARE PURCHASE WARRANTS

	Number of Warrants	Weighted Average Exercise Price \$
Balance, December 31, 2011	1,050,000	0.75
Warrants granted with private placement	667,000	1.00
Warrants issued with convertible debentures	758,844	0.25
Warrants exercised	(758,844)	0.25
Balance, December 31, 2012	1,717,000	0.85
Balance, December 31, 2013	1,717,000	0.85

Details of share purchase warrants outstanding as of December 31, 2013 are:

Number of Warrants Outstanding and Exercisable Number	Exercise Price per Share	Expiry Date
1,050,000	\$ 0.75	June 20, 2014
667,000	\$ 1.00	January 10, 2015
1,717,000	\$ 0.85	

## 6. PROMISSORY NOTE

On April 10, 2012 the Company entered into a non-interest bearing promissory note in the amount of \$6,855,000 with Wyomex Limited Liability Company ("Wyomex") secured by the Strong Creek and Iron Mountain properties. The note is repayable through advance minimum royalty payments of \$62,500 (adjusted for the consumer price index in successive period) commencing six months from the date of closing and after receipt of the initial payment, and every six months thereafter, until the commencement of commercial production from the property. At the commencement of commercial production from the properties, the semi-annual advance minimum royalty shall convert to a 4.5% gross metal value royalty on iron ore and/or other mineral materials produced and sold from the property and, except for events of force majeure, in no event shall the production royalty paid to Wyomex be less than \$150,000 in any given calendar year. Repayment of the promissory note may be demanded by Wyomex upon an event of default as defined in the agreement. Upon full settlement of the promissory note, the production royalty shall be reduced, and the Company shall pay Wyomex a gross metal value royalty of 1.5% for all iron product and/or other mineral materials mined and sold from the property. The estimated fair value of the note (assuming an imputed 14.03% interest rate) was calculated to be \$1,061,011 on April 10, 2012. As of December 31, 2013, the carrying value of the promissory note is \$1,191,253. During the year ending December 31, 2013, the Company entered into concurrent agreements with Wyomex and a third party to assign and convert \$200,000 of principal into a convertible note (see Note 12). The modification of the note resulted in a loss on extinguishment of promissory note of \$168,000.

## 6. PROMISSORY NOTE (continued)

At December 31, 2013, estimated contractual principal payments due on the promissory note for the next five years are as follows:

September 30, 2014	257,911
September 30, 2015	133,842
September 30, 2016	137,209
September 30, 2017	140,660
September 30, 2018	144,199
Total	<u>\$ 813,821</u>

Subsequent to the year-end, the Company settled the promissory note. See Note 15.

## 7. STOCK-BASED COMPENSATION

On November 22, 2011, the Board of Directors approved a stock option plan ("2011 Stock Option Plan"), the purpose of which is to enhance the Company's stockholder value and financial performance by attracting, retaining and motivating the Company's officers, directors, key employees, consultants and its affiliates and to encourage stock ownership by such individuals by providing them with a means to acquire a proprietary interest in the Company's success through stock ownership. Under the 2011 Stock Option Plan, officers, directors, employees and consultants who provide services to the Company may be granted options to acquire common shares of the Company. The aggregate number of options authorized by the plan shall not exceed 9,947,400 common shares of the Company.

During the year ended December 31, 2013, the Company granted 1,700,000 stock options at an exercise price of \$0.067 per share for 10 years. During the year ended December 31, 2013 the Company recorded stock based compensation \$352,338 (2012: \$2,133,251) related to the vesting period for these options.

The following table summarizes the options outstanding as at December 31, 2013:

Expiry Date	Option Price Per Share	Number
December 21, 2021	0.84	3,450,000
December 21, 2014	0.84	500,000
June 21, 2022	0.20	1,000,000
June 25, 2023	0.067	1,700,000
	<u>0.55</u>	<u>6,650,000</u>

The following table summarizes the continuity of the Company's stock options:

	Number of Options	Weighted Average Exercise Price \$	Weighted- Average Remaining Contractual Term (years)	Aggregate Intrinsic Value \$
Outstanding, December 31, 2011	3,950,000	0.84	8.08	869,000
Options granted	1,000,000	0.20	9.48	-
Outstanding, December 31, 2012	4,950,000	0.71	8.37	10,000
Options granted	1,700,000	0.067	9.49	-
Outstanding, December 31, 2013	6,650,000	0.55	7.90	-
Exercisable, December 31, 2013	6,650,000	0.55	7.90	-

As at December 31, 2013, the unrecognized compensation cost related to non-vested stock options is \$Nil.

## 8. COMMITMENTS

On June 30, 2011, the Company entered into an employment agreement with an officer to serve as President and Chief Executive Officer of our company for a term of two years with automatic renewals for similar two year periods pursuant to the terms of the agreement. Under the agreement, the officer received monthly remuneration at a gross rate of \$15,000. The Company can terminate the agreement within 60 days of notice. If the executive is terminated without cause, the executive shall be entitled to one month's severance pay for each one month of service up to a maximum of two years. Subsequent to December 31, 2013, this officer resigned.

On June 30, 2011, the Company entered into consulting agreements with a management company managed by the CEO, for consulting fee of \$2,500 per month to provide office space and administrative services. The Company can terminate the agreement within 15 days written notice. The management company ceased operations on December 31, 2013.

On June 30, 2011, the Company entered into a consulting agreement with a firm to provide the services of the company's Vice President, Exploration, who will provide and perform for the benefit of our company certain geological advisory services as may be requested by our company. Under the agreement, the firm receives monthly compensation at a gross rate of \$6,000. The Company can terminate the consulting agreement at any time. Subsequent to December 31, 2013, the Vice President, Exploration resigned.

On June 30, 2011, the Company entered into a consulting agreement with a consulting firm who will provide and perform for the benefit of our company certain geological, engineering, marketing and project management services as may be requested by the Company at monthly rate of \$8,000. The Company can terminate the consulting agreement at any time. Subsequent to December 31, 2013, this consultant resigned.

## 9. RELATED PARTY TRANSACTIONS AND BALANCES

During the year ended December 31, 2011 the Company advanced \$25,000 to a management firm managed by the Company's former CEO. During the year ended December 31, 2013 the Company advanced an additional \$10,000 to this management firm for expenditures to be incurred on behalf of the Company. These expenditures have been recorded as general and administrative expense.

During the year ended December 31, 2013 the Company incurred \$30,000 in management fees (2012: \$30,000) to the management firm managed by the Company's former CEO with such costs being recorded as general and administrative costs.

During the year ended December 31, 2013 the Company incurred \$420,965 in management fees to officers and directors of the Company (2012: \$366,161) with such costs being recorded as general and administrative costs. As at December 31, 2013, the Company owed \$129,193 to officers for unreimbursed expenses and accrued management fees (December 31, 2012: \$6,479).

The above transactions were recorded at their exchange amounts, being the amounts agreed by the related parties.

## **10. FAIR VALUE MEASUREMENT**

ASC 820, Fair Value Measurements and Disclosures require an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. ASC 820 establishes a fair value hierarchy based on the level of independent, objective evidence surrounding the inputs used to measure fair value. A financial instrument's categorization within the fair value hierarchy is based upon the lowest level of input that is significant to the fair value measurement. ASC 820 prioritizes the inputs into three levels that may be used to measure fair value:

### **Level 1**

Level 1 applies to assets or liabilities for which there are quoted prices in active markets for identical assets or liabilities. Valuations are based on quoted prices that are readily and regularly available in an active market and do not entail a significant degree of judgment.

### **Level 2**

Level 2 applies to assets or liabilities for which there are other than Level 1 observable inputs such as quoted prices for similar assets or liabilities in active markets; quoted prices for identical assets or liabilities in markets with insufficient volume or infrequent transactions (less active markets); or model-derived valuations in which significant inputs are observable or can be derived principally from, or corroborated by, observable market data.

Level 2 instruments require more management judgment and subjectivity as compared to Level 1 instruments. For instance: determining which instruments are most similar to the instrument being priced requires management to identify a sample of similar securities based on the coupon rates, maturity, issuer, credit rating and instrument type, and subjectively select an individual security or multiple securities that are deemed most similar to the security being priced; and determining whether a market is considered active requires management judgment.

### **Level 3**

Level 3 applies to assets or liabilities for which there are unobservable inputs to the valuation methodology that are significant to the measurement of the fair value of the assets or liabilities. The determination of fair value for Level 3 instruments requires the most management judgment and subjectivity.

Pursuant to ASC 825, cash is based on "Level 1" inputs. The Company believes that the recorded values of accounts payable approximate their current fair values because of their nature or respective relatively short durations. The fair value of the Company's promissory note and convertible debentures approximates carrying value as the underlying imputed interest rate approximates the estimated current market rate for similar instruments.

## 10. FAIR VALUE MEASUREMENT (continued)

Assets measured at fair value on a recurring and nonrecurring basis were presented on the Company's balance sheet as of December 31, 2013, as follows:

	Fair Value Measurements Using			Balance as of December 31, 2013
	Quoted Prices in Active Markets For Identical Instruments (Level 1) \$	Significant Other Observable Inputs (Level 2) \$	Significant Unobservable Inputs (Level 3) \$	
Assets:				
Cash (recurring basis)	18,005	—	—	18,005
Mineral properties (nonrecurring basis) (Note 3)	—	—	1,206,011	1,206,011

As at December 31, 2013, there were no liabilities measured at fair value on a recurring basis presented on the Company's balance sheet.

## 11. MINERAL PROPERTY EXPLORATION COSTS

During the year ended December 31, 2013 and 2012 the following project costs were incurred:

	Year Ended December 31, 2013	Year Ended December 31, 2012
<b>Strong Creek and Iron Mountain:</b>		
Technical Report	\$ 16,271	\$ 94,141
Mapping	180	-
Claims	3,774	3,642
Drilling	1,342	14,795
Travel	1,000	23,986
Aeromagnetic Survey	-	20,000
Lease payments	12,000	8,000
<b>TOTAL</b>	<b>34,567</b>	<b>164,564</b>

## 12. CONVERTIBLE DEBENTURES

	Issuance	Principal	Discount	Carrying Value	Interest Rate	Maturity Date
a)	15-Aug-13	15,500	1,928	13,572	8%	19-May-14
a)	23-Aug-13	27,500	18,845	8,655	8%	27-May-14
a)	1-Jul-13	42,500	13,929	28,571	8%	28-Mar-14
a)	17-Oct-13	27,500	11,741	15,759	8%	16-Jul-14
b)	4-Nov-13	15,000	9,542	5,458	6%	4-Nov-15
b)	9-Dec-13	20,000	13,054	6,946	6%	5-Dec-15
c)	9-Dec-13	33,159	21,644	11,515	8%	5-Dec-15
d)	2-Apr-13	208,250	11,814	196,436	0%	2-Jan-13
e)	2-Oct-13	76,500	28,501	47,999	12 %	18-Sep-14
f)	26-Jun-13	83,333	55,037	28,296	12%	26-Jun-14
f)	26-Sep-13	27,778	25,682	2,096	12%	26-Sep-14
f)	9-Dec-13	27,778	23,506	4,272	12%	9-Dec-14
g)	4-Nov-13	15,000	7,077	7,923	8%	4-Nov-15
h)	18-Sep-13	30,000	10,210	19,790	12%	18-Sep-14
		<b>649,798</b>	<b>252,510</b>	<b>397,288</b>		

- a) The Company entered into several convertible promissory notes ("Asher Notes") with Asher Enterprises Inc. ("Asher"). Any outstanding principal amount can be converted, in whole or in part, into common stock at the option of the holder at any time after 6 months from the issuance date at a conversion price per share equal to 60% of the average price of the lowest 5 day trading days during the 10 trading days preceding the conversion. The Asher Notes cannot be converted, to the extent that Asher Enterprises Inc. and its affiliates would beneficially own in excess of 4.99% of the Company's outstanding common stock.

The convertible debenture may be repaid by the Company as follows:

- Outstanding principal multiplied by 135% together with accrued interest and unpaid interest thereon if prepaid during the period beginning 61 days following the issuance date and ending on the date that is 90 days following the issuance date;
  - Outstanding principal multiplied by 140% together with accrued interest and unpaid interest thereon if prepaid during the period beginning 91 days following the issuance date and ending on the date that is 120 days following the issuance date;
  - Outstanding principal multiplied by 150% together with accrued interest and unpaid interest thereon if prepaid during the period beginning 121 days following the issuance date and ending on the date that is 180 days following the issuance date;
  - Outstanding principal multiplied by 175% together with accrued interest and unpaid interest thereon if prepaid during the period beginning 181 days following the issuance date through the maturity date.
  - In the event of default, the amount of principal and interest not paid when due bear default interest at the rate of 22% per annum and the Asher Notes becomes immediately due and payable. Should that occur the Company is liable to pay the holder 150% of the then outstanding principal and interest.
- b) The Company entered into two convertible promissory notes ("GEL Notes") with GEL Properties, LLC ("GEL"). Any outstanding principal amount can be converted, in whole or in part, into common stock at the option of the holder at any time after 6 months from the issuance date at a conversion price per share equal to 60% of the lowest closing bid price during the 5 trading days preceding the conversion. The GEL Notes cannot be converted, to the extent that GEL would beneficially own in excess of 4.99% of the Company's outstanding common stock.

## 12. CONVERTIBLE DEBENTURES (continued)

The convertible debenture may be repaid by the Company as follows:

- Outstanding principal multiplied by 130% together with accrued interest and unpaid interest thereon if prepaid within a period of 90 days beginning on the issuance date;
  - Outstanding principal multiplied by 140% together with accrued interest and unpaid interest thereon if prepaid during the period beginning 91 days following the issuance date and ending on the date that is 180 days following the issuance date;
  - Outstanding principal multiplied by 150% together with accrued interest and unpaid interest thereon if prepaid during the period beginning 181 days following the issuance date through the maturity date.
  - In the event of default, the amount of principal and interest not paid when due bear default interest at the rate of 24% per annum and the GEL Notes becomes immediately due and payable.
- c) On October 18, 2012, The Company entered into a convertible bridge note (the “Baier Note”) with The Marie Baier Foundation (“The Foundation”) for \$147,062. On December 9, 2013, the Company assigned \$34,159 of principal and interest of the Baier Note to GEL Properties, LLC (“GEL”) and entered into a \$34,159 convertible promissory note (the “GEL Note”) with GEL. Any outstanding principal amount can be converted, in whole or in part, into common stock at the option of the holder at any time after 6 months from the issuance date at a conversion price per share equal to 60% of the lowest closing bid price during the 5 trading days preceding the conversion. The GEL Notes cannot be converted, to the extent that GEL would beneficially own in excess of 4.99% of the Company’s outstanding common stock.

The convertible note cannot be prepaid.

- d) On April 2, 2013, the Company entered into a convertible bridge note with GCA Strategic Investment Fund Limited. On December 31, 2013 the Company entered in a letter agreement with GCA Strategic Investment Fund Limited, in which the original maturity date of September 20, 2013 was extended to January 2, 2014.

The unpaid principal portion and accrued interest on the convertible bridge note is convertible in whole or in part as follows:

- Conversion price per share equal to the lower of :
  - (i) 100% of the average price of the Company’s common stock for the 5 trading days preceding the conversion days
  - (ii) 70% of the daily average price of the Company’s common stock for the 10 trading days preceding the conversion date.
- The holders must not convert more than 33 1/3% of the initial principal sum into shares of the Company’s common stock at a price below \$0.08 per share during any calendar month.

Global does not have the right to convert the convertible bridge note, to the extent that Global and its affiliates would beneficially own in excess of 9.99% of the Company’s outstanding common stock.

## 12. CONVERTIBLE DEBENTURES (continued)

In the event the Company elects to prepay the convertible bridge note in full or in part, the Company is required to pay principal, interest and any other amounts owing multiplied by 130%. The convertible bridge note also contains a mandatory partial prepayment requirement should the Company obtain certain future net financings in excess of \$300,000, and under other conditions.

- e) The Company entered into a convertible promissory note ("Hanover Note") with Hanover Holdings I, LLC ("Hanover"). Any outstanding principal amount can be converted, in whole or in part, into common stock at the option of the holder at any time after 6 months from the issuance date at a conversion price per share equal to 60% of the lowest VWAP ("Variable Weighted Average Price") price during the 5 trading days preceding the conversion. The Hanover Note cannot be converted, to the extent that Hanover would beneficially own in excess of 4.99% of the Company's outstanding common stock.

The convertible debenture may be repaid by the Company as follows:

- Outstanding principal multiplied by 130% together with accrued interest and unpaid interest thereon if prepaid within a period of 180 days beginning on the issuance date;
- In the event of default, the amount of principal and interest not paid when due bear default interest at the rate of 22% per annum and the GEL Notes becomes immediately due and payable.

- f) During the period ended December 31, 2013 the Company entered into a one year promissory note with JMJ Financial. The total amount that may be borrowed is \$275,000, which includes an upfront fee of 10%. No interest will be applied to the principal balance for the first 90 days after cash advance. After the first 90 days, an interest charge of 12% will be immediately applied to the principal and the 10% upfront fee.

On delivery of consideration, the lender may convert all or part of the unpaid principal and upfront fee into common stock at its sole discretion. All balances outstanding have a variable conversion price equal to the lesser of \$0.07 or 60% of the market price. The market price is defined as the lowest trade price in the 25 days prior to the conversion date. The lender is limited to holding no more than 4.99% of the issued and outstanding common stock at the time of conversion.

After the expiration of 90 days following the delivery date of any consideration, the Company will have no right of prepayment.

- g) The Company entered into a convertible promissory note ("LG Note") with LG Properties, LLC ("LG"). Any outstanding principal amount can be converted, in whole or in part, into common stock at the option of the holder at any time after 6 months from the issuance date at a conversion price per share equal to 50% of the average of the two lowest closing bid prices during the 5 trading days preceding the conversion. The LG Note cannot be converted, to the extent that LG would beneficially own in excess of 4.99% of the Company's outstanding common stock.

The convertible debenture may be repaid by the Company as follows:

- Outstanding principal multiplied by 130% together with accrued interest and unpaid interest thereon if prepaid within a period of 90 days beginning on the issuance date;
- Outstanding principal multiplied by 140% together with accrued interest and unpaid interest thereon if prepaid during the period beginning 91 days following the issuance date and ending on the date that is 180 days following the issuance date;

- Outstanding principal multiplied by 150% together with accrued interest and unpaid interest thereon if prepaid during the period beginning 181 days following the issuance date through the maturity date.
- In the event of default, the amount of principal and interest not paid when due bear default interest at the rate of 24% per annum and the LG Notes becomes immediately due and payable.

h) During the period ended December 31, 2013 the Company entered into a convertible debenture agreement with Magna LLC.

The unpaid principal portion on the convertible debenture is convertible in whole or in part as follows at a conversion price equal to 80% of the average price of the Company's common stock for the 5 trading days preceding the conversion day. The holders must not convert more than 300% of the average daily dollar volume in the 10 day trading period ending on the day that the holder elects conversion.

The Company has evaluated whether separate financial instruments with the same terms as the conversion features above would meet the characteristics of a derivative instrument as described in paragraphs ASC 815-15-25. The terms of the contracts do not permit net settlement, as the shares delivered upon conversion are not readily convertible to cash. The Company's trading history indicated that the shares are thinly traded and the market would not absorb the sale of the shares issued upon conversion without significantly affecting the price. As the conversion features would not meet the characteristics of a derivative instrument as described in paragraphs ASC 815-15-25, the conversion features are not required to be separated from the host instrument and accounted for separately. As a result, at December 31, 2013 the conversion features would not meet derivative classification.

At December 31, 2013, the convertible debentures are unsecured. During the period ended December 31, 2013, \$357,176 (2012 - \$nil) of convertible debentures were settled by issuing 158,956,298 (2012 - nil) shares of common stock of the Company.

During the period ended December 31, 2013, \$194,159 (2012 - \$nil) of convertible debentures were settled through payment of cash.

During the period ended December 31, 2013, the Company incurred \$nil (2012 - \$31,126) in transaction costs in connection with the issuance of the convertible debentures, which has been recorded as a reduction to the carrying values of convertible debentures.

### **13. EQUITY LINE OF CREDIT**

On October 18, 2012, the Company entered into a securities purchase agreement with Ascendant Capital Partners, LLC ("Ascendant"), as amended on January 9, 2013, February 19, 2013 and April 2, 2013 (the "Equity Line of Credit Agreement"), pursuant to which the Company may sell and issue to Ascendant, and Ascendant is obligated to purchase, up to \$10,000,000 in value of its shares of common stock from time to time over a 36 month period.

The Company will determine, at its own discretion, the timing and amount of its sales of stock, subject to certain conditions and limitations. Shares will be priced to be the lesser of (i) 75% of the volume weighted average price on the date of delivery of the draw down notice and (ii) 75% of the closing price of the last transaction on the date of delivery of the draw down notice as long as such price is within the bid and offer at the close (if such transaction is not within the bid and offer at the close, then the next most recent transaction will be selected until one is located that is within the bid and offer at close). The maximum dollar amount as to each draw down is to be equal to (i) 20% of the average daily trading volume during the 7 trading days immediately prior to the date of the draw down notice, eliminating the 2 days with the greatest trading volume and the 2 days with the least trading volume, multiplied by (ii) the volume weighted average price on the trading day immediately prior to the date of the draw down notice; provided, however, no draw down can exceed \$25,000. Only one draw down will be allowed on each trading day. The Company can terminate the equity line at any time.

Pursuant to the terms of the Equity Line of Credit Agreement, the Company agreed to issue the following shares of common stock (the “Commitment Shares”):

- 150,015 shares of common stock no later than 30 days following the agreement date (issued on October 22, 2012) and an additional 857,142 shares (issued on April 15, 2013);
- On the trading day (the “Second Payment Date”) which is 30 calendar days following the agreement date, 173,913 shares of common stock, (issued on November 19, 2012);
- On the trading day (the “Third Payment Date”) which is 30 calendar days following the agreement date, 818,930 shares of common stock (issued on January 10, 2013);
- On the trading day (the “Fourth Payment Date”) in which the Company has received at least \$1,000,000 in aggregate up on drawdowns, a number of shares of common stock equal to 0.5% of \$10,000,000 divided by 95% of the average VWAP during the 10 trading days prior to the Fourth Payment Date; and
- On the trading day (the “Fifth Payment Date”) in which the Company has received at least \$2,000,000 in aggregate up on drawdowns, a number of shares of common stock equal to 0.5% of \$10,000,000 divided by 95% of the average VWAP during the 10 trading days prior to the Fifth Payment Date.

For the year ended December 31, 2013, the fair value of the commitment shares issued is \$165,916 for the First and Second Payment Dates and \$180,083 for the value of the commitment shares for the Third Payment Date. On April 15, 2014, the Company issued an additional 857,142 shares valued at \$68,571 under the amended agreements.

On August 12, 2013, the Company issued 86,764 shares valued at \$3,561 under the Equity Line of Credit.

For the year ended December 31, 2013, the Company has fully expensed all costs related to the Equity Line of Credit as the Company does not expect to utilize it in the future. This amounted to \$350,359, which is included in financing charges.

#### 14. INCOME TAXES

The Company has adopted the provisions of ASC 740, Income Taxes. Pursuant to ASC 740 the Company is required to compute tax asset benefits for net operating losses carried forward. The potential benefit of net operating losses have not been recognized in the financial statements because the Company cannot be assured that it is more likely than not that it will utilize the net operating losses carried forward in future years. The Company has approximately \$1,432,746 of net operating losses to carry forward which are available to offset taxable income in future years which expire through fiscal 2032. For the years ended December 31, 2013 and 2012, the valuation allowance established against the deferred tax assets increased by \$499,382, and \$386,971 respectively.

The components of the net deferred tax asset at December 31, 2013, and 2012, the statutory tax rate, the effective tax rate, and the amounts of the valuation allowance are indicated below:

	December 31, 2013 \$	December 31, 2012 \$
Net loss before taxes	(2,869,622)	(3,407,757)
Statutory rate	35%	35%
Computed expected tax (recovery)	(1,004,367)	(1,192,715)
Stock-based compensation	123,318	746,638
Accretion on convertible debt	85,407	-
Amortization of beneficial conversion feature	296,260	59,106
Increase in valuation allowance:	499,382	386,971
Reported income taxes	—	—

	December 31, 2013 \$	December 31, 2012 \$
Potential deferred tax asset		
- Net operating losses	1,432,750	619,955
- Mineral properties	131,822	148,970
- Less valuation allowance	(1,209,202)	(709,820)
Total deferred tax assets	335,370	59,106
Beneficial conversion feature and other	(335,370)	(59,106)
Net deferred tax assets	—	—

## 15. SUBSEQUENT EVENTS

- a) Subsequent to year-end the Company obtained proceeds of \$526,966 for various convertible debenture agreements (“Debentures”) entered into with face value totaling \$526,966, bearing interest at 8% per annum and maturing between six months and one year from the dates of issuance. The principal and interest of the Debentures are convertible into common shares of the Company at various conversion rates as outlined in each agreement.
- b) Subsequent to the year-end, the Company settled the outstanding promissory note (see note 6) by transferring the Strong Creek and Iron Mountain Properties (see note 3) to the promissory note holder.
- c) Subsequent to year-end the Company issued 451,766,093 shares in connection with conversion of convertible notes in the amount of \$316,514.
- d) Subsequent to year-end the Company issued 19,402,265 shares to settle current liabilities of \$291,034.
- e) Subsequent to year-end the Company issued 5,000,000 shares in connection with an investor relations consulting agreement valued at \$11,000 based on a closing price of \$0.0022 on the date of issuance.

## ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

## ITEM 9A. CONTROLS AND PROCEDURES

### *Disclosure Controls and Procedures*

We maintain “disclosure controls and procedures”, as that term is defined in Rule 13a-15(e), promulgated by the Securities and Exchange Commission pursuant to the *Securities Exchange Act of 1934*, as amended. Disclosure controls and procedures include controls and procedures designed to ensure that information required to be disclosed in our company’s reports filed under the *Securities Exchange Act of 1934* is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission’s rules and forms, and that such information is accumulated and communicated to our management, including our principal executive officer and our principal financial officer, as appropriate, to allow timely decisions regarding required disclosure.

## **ITEM 9A. CONTROLS AND PROCEDURES - *continued***

As required by paragraph (b) of Rules 13a-15 under the *Securities Exchange Act of 1934*, our management, with the participation of our principal executive officer and our principal financial officer, evaluated our company's disclosure controls and procedures as of the end of the period covered by this annual report on Form 10-K. Based on this evaluation, our management concluded that as of the end of the period covered by this annual report on Form 10-K, our disclosure controls and procedures were not effective.

### ***Management's Report on Internal Control over Financial Reporting***

Our management, including our principal executive officer, principal financial officer and our Board of Directors, is responsible for establishing and maintaining a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles.

Our management, with the participation of our principal executive officer and our principal financial officer, evaluated the effectiveness of our internal control over financial reporting as of December 31, 2013. Our management's evaluation of our internal control over financial reporting was based on the framework in Internal Control—Integrated Framework, issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on this evaluation, our management concluded that our internal control over financial reporting was not effective as of December 31, 2013 due to the following material weaknesses which are indicative of many small companies with small staff: (i) inadequate segregation of duties and ineffective risk assessment; and (ii) insufficient written policies and procedures for accounting and financial reporting with respect to the requirements and application of both US GAAP and SEC guidelines. To remediate such weaknesses, we believe we would need to implement the following changes: (i) appoint additional qualified personnel to address inadequate segregation of duties and ineffective risk management; and (ii) adopt sufficient written policies and procedures for accounting and financial reporting. The remediation efforts set out in (i) and (ii) are largely dependent upon our securing additional financing to cover the costs of implementing the changes required. If we are unsuccessful in securing such funds, remediation efforts may be adversely affected in a material manner. Until we have the required funds, we do not anticipate implementing these remediation steps.

A material weakness is a deficiency or a combination of control deficiencies in internal control over financial reporting such that there is a reasonable possibility that a material misstatement of our annual or interim financial statements will not be prevented or detected on a timely basis.

Our principal executive officer and our principal financial officer do not expect that our disclosure controls or our internal control over financial reporting will prevent all errors and all fraud. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within our company have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of a simple error or mistake. Additional controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by management override of the controls. The design of any system of controls also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions; over time, controls may become inadequate because of changes in conditions, or the degree of compliance with the policies or procedures may deteriorate. Because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected.

### ***Changes in Internal Control over Financial Reporting***

There were no changes in our internal control over financial reporting during the fiscal quarter ended December 31, 2012 that have materially affected, or are reasonably likely to materially affect our internal control over financial reporting.

## ITEM 9B. OTHER INFORMATION

None

### PART III

## ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

### *Directors and Executive Officers*

Our directors hold office until the next annual meeting or until their successors have been elected and qualified, or until they resign or are removed. Our board of directors appoints our officers, and our officers hold office for such term as may be prescribed by our board of directors and until their successors are chosen and qualify, or until their death or resignation, or until their removal.

Our directors and executive officers, their ages, positions held, and duration of such are as follows:

Name	Position Held with Our Company	Age	Date First Elected or Appointed
Robert Rositano	CEO, Secretary and Director	45	January 31, 2014
Dean Rositano	President, CTO and Director	42	January 31, 2014
Frank Garcia	CFO	56	June 30, 2011

### *Business Experience*

The following is a brief account of the education and business experience during at least the past five years of each director and executive officer of our company, indicating the person's principal occupation during that period, and the name and principal business of the organization in which such occupation and employment were carried out.

#### Robert Rositano, CEO, Secretary and Director:

Robert Rositano is a serial entrepreneur with more than twenty years of experience in technology and bringing in more than \$60 million in liquidity events for the companies he has founded and/or managed. Prior to founding iHookup, Robert Rositano was the third employee at Netcom Online Communications, Inc., an internet service provider which quickly reached 500,000 subscribers. He was involved in taking Netcom Online Communications, Inc. public in 1993, and the company eventually merged into Earthlink and AT&T Canada. Robert Rositano has co-founded a number of successful ventures, including Simply Internet, Inc., Nettetaxi.com, America's Biggest, Inc., Zippi Networks, Inc. (an eBay partner) and Checkmate Mobile, Inc. ("CMI"). He has also authored one of the first Web Directory's for Macmillan Publishers.

From 2006-2010, Robert Rositano worked as Chief Executive Officer of Zippi Networks, Inc. Zippi Networks, Inc. created a home-based business system that allowed users to become certified eBay sellers and earn commission by selling items on eBay for others. Zippi Networks, Inc. supplied its users with everything one would need to begin a home-based business as an eBay seller, including but not limited to, certain training, materials, uniforms, processes and software. Robert Rositano was responsible for its day-to-day operations and overseeing the development of eBay seller applications for the web, as well as mobile applications for windows and iPhone devices. He was also in charge of fundraising, and raised over \$2 million for Zippi Networks, Inc. In 2010, Robert Rositano became Chief Executive Officer of CMI, which developed mobile applications on a work-for-hire basis as well as incubated creative concepts conceived among a core group of product managers, graphic designers and mobile developers. CMI has successfully developed applications for the education market (e.g. released Cloud9 Learning to Brigham Young University with a pilot of over 7,000 students), cause-related or donation style applications, applications used by restaurants and bars, etc. Robert Rositano will continue his role at CMI while serving as a director and officer of Titan and iHookup.

Robert Rositano is well qualified as a director, and the Chief Executive Officer and Secretary of Titan and iHookup due to his twenty years of experience working with high technology companies, many of which have been in the social media or internet community space and directly relate to the iHookup mobile app. He has extensive experience in successfully raising capital, managing and growing teams of people in the areas of product development, internet / mobile marketing, and IT, as well as architecting, building, scaling and launching high volume consumer products, from internet websites to mobile applications.

Dean Rositano, President, CTO and Director:

With over fifteen years of experience in executive management, Internet architecture, mobile technologies, high volume server architectures, and general high technology operations, Dean Rositano has successfully assisted in the raising of over \$40 million in both private and public transactions. Prior to iHookup Social, Inc., Dean Rositano co-founded CMI, Latitude Venture Partners, LLC, Zippi Networks, Inc., America's Biggest, Inc., and most notably, was the co-founder and president and CTO of Silicon Valley-based Nettare.com, which went public in 1998 when it quickly reached a valuation of over \$600 million. With over three million unique visitors daily and a top five worldwide, website rank, Dean Rositano was responsible for designing, architecting, and scaling the Nettare server infrastructure from zero to over 10 million visitors per day.

From 2006-2010, Dean Rositano worked as President and Chief Technology Officer of Zippi Networks, Inc. Zippi Networks, Inc. created a home-based business system that allowed users to become certified eBay sellers and earn commission by selling items on eBay for others. Zippi Networks, Inc. supplied its users with everything one would need to build a home-based business as an eBay seller, including but not limited to, certain training, materials, uniforms, processes and software. Dean Rositano was responsible for its day-to-day operations and overseeing the development of eBay seller applications for the web, as well as mobile applications for windows and iPhone devices. In 2010, Dean Rositano became President and Chief Technology Officer of CMI, which developed mobile applications on a work-for-hire basis as well as incubated creative concepts conceived among a core group of product managers, graphic designers and mobile developers. CMI has successfully developed applications for the education market (e.g. released Cloud9 Learning to Brigham Young University with a pilot of over 7,000 students), cause-related or donation style applications, applications used by restaurants and bars, etc. Dean Rositano will continue his role at CMI while serving as a director and officer of Titan and iHookup.

Dean Rositano is well qualified as a director and the President and Chief Technology Officer of Titan and iHookup due to his twenty years of experience working with high technology companies, many of which have been in the social media or internet community space and directly relates to the iHookup mobile app. He has extensive experience in successfully raising capital, managing and growing teams of people in the areas of product development, internet / mobile marketing, and IT, as well as architecting, building, scaling and launching high volume consumer products, from internet websites to mobile applications.

Frank Garcia, CFO:

From 1997 to 2006, Mr. Garcia was employed in senior management positions by Misys PLC, a global software and solutions company serving customers in international banking and securities, international healthcare, and UK retail financial services. Prior to 1997 Mr. Garcia held executive positions with CEMEX, a world leader in the construction materials industry. Mr. Garcia is currently the CFO of a publicly-traded mining exploration company-- Zoro Mining Corp. (OTCBB: ZORM). Mr. Garcia received his Bachelor of Science –Business Administration—Major in Accounting from the University of Arizona in 1981. We believe Mr. Garcia is qualified to serve as an officer because he brings significant company knowledge as well as business and public company experience to our company.

***Family Relationships***

Robert Rositano, age 45, and Dean Rositano, age 42, are brothers.

## **ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE - *continued***

### ***Involvement in Certain Legal Proceedings***

During the past ten years, our directors and executive officers above have not been involved in any of the following events:

- a bankruptcy petition filed by or against any business of which such person was a general partner or executive officer either at the time of the bankruptcy or within two years prior to that time;
- conviction in a criminal proceeding or being subject to a pending criminal proceeding, excluding traffic violations and other minor offenses;
- being subject to any order, judgment or decree, not substantially reversed, suspended or vacated, of any court of competent jurisdiction, permanently enjoining, barring, suspending or otherwise limiting his involvement in any type of business, securities or banking business;
- being found by a court of competent jurisdiction, in a civil action, the SEC 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;
- being 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, relating to an alleged violation of: (i) any federal or state securities or commodities law or regulation; or (ii) 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 (iii) any law or regulation prohibiting mail or wire fraud or fraud in connection with any business entity; or
- being 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 Securities Exchange Act of 1934), 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.

### ***Conflict of Interest***

There are several related party transactions reported within this annual report. All conflicts of interests between such related parties have been duly approved by the required board and/or shareholder approvals. Please see below for further disclosure:

Dean Rositano and Robert Rositano are both directors and the 19.3% stockholders of CMI. At CMI, Dean Rositano also serves as President and Chief Technology Officer, while Robert Rositano serves as Chief Executive Officer. They will both continue their respective roles at CMI while serving as directors and officers of Titan and iHookup.

CMI sold the iHookup mobile app to iHookup Social, Inc. for a purchase price of \$293,750. iHookup Social, Inc. paid the purchase price by issuing 1,175,000 shares of its Series A Preferred Stock, priced at \$0.25/share, to CMI.

Dean Rositano and Robert Rositano are both directors and stockholders of iHookup. At iHookup, Dean Rositano also serves as President and Chief Technology Officer, while Robert Rositano serves as Chief Executive Officer and Secretary. The majority stockholder of iHookup is Copper Creek Holdings, LLC, a Nevada limited liability company owned and managed by Robert Rositano and his wife, Stacy Rositano.

Pursuant to the Merger Agreement dated January 31, 2014 by and between iHookup Social, Inc. and Titan, Titan's Series A Preferred Stock consists of the following: 4,510,400 shares owned by Dean Rositano, 4,510,400 shares owned by Robert Rositano, 36,083,350 shares owned by Copper Creek Holdings, LLC, and 4,895,850 shares owned by CMI. Each share of common stock entitles its holder to one vote on each matter submitted to the stockholders. The holders of preferred stock are entitled to cast votes equal to nine (9) times the total number of shares of common stock which are issued and outstanding, voting together with the holders of common stock as a single class. Such Series A Preferred Stock shall be convertible into the number of shares of common stock which equals nine times the total number of shares of common stock which are issued and outstanding at the time of conversion until the closing of a Qualified Financing (i.e. sale and issuance of equity securities of Titan that results in gross proceeds to Titan in excess of two million five hundred thousand dollars (\$2,500,000)).

As described above, Dean Rositano and Robert Rositano have both been appointed directors and officers of Titan. Dean Rositano will also serve as President and Chief Technology Officer, while Robert Rositano will serve as Chief Executive Officer and Secretary.

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

Section 16(a) of the *Securities Exchange Act of 1934* requires our executive officers and directors, and persons who own more than 10% of our common stock, to file initial statements of beneficial ownership, reports of changes in ownership and annual reports concerning their ownership of our common stock and other equity securities with the Securities and Exchange Commission and to provide us with copies of those filings. Based solely on our review of the copies of such forms received by us, or written representations from certain reporting persons, we believe that during year ended December 31, 2013 all filing requirements applicable to our executive officers and directors, and persons who own more than 10% of our common stock were complied with, with the exception of the following:

Name	Number of Late Reports	Number of Transactions Not Reported on a	
		Timely Basis	Failure to File Requested Forms
Andrew Brodkey	Nil	Nil	N/A
Frank Garcia	Nil	Nil	N/A
Dr. David Hackman	Nil	Nil	N/A
Dr. Ronald Richman	Nil	Nil	N/A

#### ***Code of Ethics***

We have not yet adopted a Code of Ethics. We believe that due to our size of our management, we do not currently require a code of ethics.

#### ***Committees of the Board***

Our board of directors has the authority to appoint committees to perform certain management and administration functions. Currently, we do not have an audit committee, compensation committee or nominating and corporate governance committee and do not have an audit committee financial expert. Our board of directors currently intends to appoint various committees in the future.

#### ***Nominating and Corporate Governance Committee***

We do not have a nominating and corporate governance committee. Our board of directors performed the functions associated with a nominating committee. Generally, nominees for directors are identified and suggested by the members of our board of directors or management using their business networks. Our board of directors has not retained any executive search firms or other third parties to identify or evaluate director candidates in the past and does not intend to in the near future. We have elected not to have a nominating committee because we are an exploration stage company with limited operations and resources.

## **ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE - continued**

Our board of directors does not have a written policy or charter regarding how director candidates are evaluated or nominated for our board of directors. Additionally, our board of directors has not created particular qualifications or minimum standards that candidates for our board of directors must meet. Instead, our board of directors considers how a candidate could contribute to our business and meet our needs and those of our board of directors. As we are an exploration stage company, our board of directors will not consider candidates for director recommended by our stockholders, and we have received no such candidate recommendations from our stockholders.

### *Compensation Committee*

We currently do not have a compensation committee. However, our board of directors may establish a compensation committee once we are no longer in the exploration stage, which would consist of inside directors and independent members. Until a formal committee is established, our board of directors will continue to review all forms of compensation provided to our executive officers, directors, consultants and employees including stock compensation.

### *Audit Committee*

We currently do not have an audit committee. However, our board of directors may establish an audit committee once we are no longer in the exploration stage, which would consist of inside directors and independent members.

Until a formal committee is established, our board of directors will continue to perform the functions of an audit committee.

### *Audit Committee Financial Expert*

Our board of directors has determined that it does not have a member that qualifies as an “audit committee financial expert” as defined in Item 407(d)(5)(ii) of Regulation S-K issued by the United States Securities and Exchange Commission.

We believe that our entire board of directors is capable of analyzing and evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues reasonably expected to be raised by our company. 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.

## **ITEM 11. EXECUTIVE COMPENSATION**

### *Summary Compensation*

The particulars of compensation paid to the following persons:

- (a) all individuals serving as our principal executive officer during the year ended December 31, 2013;
- (b) each of our two most highly compensated executive officers other than our principal executive officer who were serving as executive officers at December 31, 2012 who had total compensation exceeding \$100,000; and

# ITEM 11. EXECUTIVE COMPENSATION - *continued*

who we will collectively refer to as the named executive officers, for the years ended December 31, 2013 and 2012, are set out in the following summary compensation table:

Name and Principal Position	Year	Salary (\$)	Bonus (\$)	Stock Awards (\$) <sup>1</sup>	Option Awards (\$)	Non-Equity Incentive Plan Compensation (\$)	Nonqualified Deferred	All other Compensation (\$)	Total (\$)
							Compensation Earnings (\$)		
Andrew Brodkey	2013	206,498	Nil	Nil	65,846	Nil	Nil	Nil	273,344
<i>Former President, Secretary, Treasurer &amp; Director 2</i>	2012	185,686	Nil	Nil	844,895	Nil	Nil	Nil	1,030,581
Frank Garcia	2013	93,659	Nil	Nil	19,754	Nil	Nil	Nil	113,413
<i>Chief Financial Officer 2</i>	2012	50,446	Nil	Nil	279,316	Nil	Nil	Nil	329,762
Dr. David Hackman	2013	72,000	Nil	Nil	Nil	Nil	Nil	Nil	72,000
<i>Former VP of Explorations<sup>2</sup></i>	2012	72,000	Nil	Nil	Nil	Nil	Nil	Nil	72,000

- 1 The amounts reported for option awards and any other equity-based awards represent the grant date fair value, computed in accordance with ASC Topic 718.
- 2 Messrs. Brodkey, Garcia and Hackman were appointed as officers on June 30, 2011. Messrs. Brodkey and Hackman resigned on January 31, 2014.

## *Compensation for Executive Officers and Directors*

Compensation arrangements for our named executive officers and directors are described below.

### *Employment Agreement – Andrew A. Brodkey*

Effective June 30, 2011, we entered into an employment agreement with Andrew A. Brodkey to serve as President and Chief Executive Officer of our company for a term of two years with automatic renewals for similar two year periods pursuant to the terms of the agreement. Mr. Brodkey resigned effective January 31, 2014. Mr. Brodkey's duties included the duties and responsibilities for our company's corporate and administration offices and positions as set forth in our company's and such other duties and responsibilities as the board of directors may from time to time reasonably assign to Mr. Brodkey. Under the agreement, Mr. Brodkey received monthly remuneration at a gross rate of \$15,000 with such increases as our board of directors may approve. Mr. Brodkey was also entitled to receive and did receive 2.4 million options to purchase shares of our common stock pursuant to our Stock Option Plan which has been approved by our directors. Mr. Brodkey's employment agreement was terminated on January 31, 2014 upon his resignation.

### *Consulting and Payroll Agreements – Kriyah Consultants LLC*

Effective June 30, 2011, we entered into consulting agreements with Kriyah Consultants LLC, a company managed by Andrew Brodkey, whereby Kriyah was paid a consulting fee of \$2,500 per month to:

## **ITEM 11. EXECUTIVE COMPENSATION - *continued***

- (a) provide office space, office equipment, utilities, phones and furniture;
- (b) employ secretarial, bookkeeping, accounting, recordkeeping, legal compliance and related personnel;
- (c) advise our company regarding financial planning, corporate development, and corporate governance;
- (d) provide instructions and directions to our company's legal counsel, accountants and auditors; and
- (e) ensure that all accounting records are maintained to meet generally accept accounting principles and quarterly and annual reports are prepared and filed to meet regulatory requirements.

The Kriyah agreement also provided that our company would reimburse Kriyah for its proportionate share of all expenses incurred with respect to the operation of the administration of our company, including but not limited to, our company's allocable share of Kriyah's office rent, office equipment, employee and contractor wages and benefits, phones and other office operational costs (such allocable share to be determined according to the number of like clients being serviced by Kriyah at its Tucson location). Also under this agreement, Kriyah provided the services of Frank Garcia as CFO.

In addition to the consulting agreement, our company entered into a payroll services agreement with Kriyah, whereby Kriyah agreed to administer the payroll health insurance benefits to be provided by our company to Mr. Brodkey as contemplated in the employment agreement with Mr. Brodkey. Such payroll services include administering payroll deductions, unemployment compensation, social security taxes and workers compensation and any other withholdings or payroll related payments required under applicable law.

Kriyah Consultants LLC went out of business on December 31, 2013 effectively ending the contract.

### ***Consulting Agreement – David Hackman***

Effective June 30, 2011, we entered into a consulting agreement with Sage Associates, Inc. whereby Sage through its owner, Dr. David Hackman, served as our company's Vice President, Exploration, provided and performed for the benefit of our company certain geological advisory services as requested by our company. Under the agreement, Sage received monthly compensation at a gross rate of \$6,000. In addition to any fees payable to Sage under the agreement, we agreed to promptly reimburse Sage within thirty (30) days of receipt of detailed invoice, for all reasonable travel and other out-of-pocket expenses incurred in performing the services under the agreement, which are approved by our company. Dr. Hackman's agreement was terminated on January 31, 2014 upon his resignation.

### ***Outstanding Equity Awards at Fiscal Year-End of Named Executive Officers***

Pursuant to the preliminary Information Statement, the holders of a majority number of shares have approved a new 2014 Equity Incentive Plan (incorporated herein by reference on Schedule 14C, previously filed with the SEC on April 8, 2014).

**ITEM 11. EXECUTIVE COMPENSATION - continued**

The following table sets forth for each named executive officer and former officer and certain information concerning the outstanding equity awards as of December 31, 2013:

[illegible]

**ITEM 11. EXECUTIVE COMPENSATION - continued**
**Director Compensation**

The following table sets forth for a former director certain information concerning his compensation for the year ended December 31, 2013.

Name	Fees Earned or Paid in Cash (\$)	Stock Awards (\$)	Option Awards (\$)	Non- Equity Incentive Plan Compensation (\$)	Change in Pension Value and Nonqualified Deferred Earnings (\$)	All Other Compensation (\$)	Total (\$)
Ronald Richman	24,000	Nil	19,754	Nil	Nil	Nil	43,754

Outstanding Equity Awards at Fiscal Year-End for former director

OPTION AWARDS						STOCK AWARDS			
Name	Number of Securities Underlying Unexercised Options (#)	Number of Securities Underlying Unexercised Options (#)	Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Options (#)	Option Exercise Price (\$)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested (\$)	Equity Incentive Plan Awards: Number of Shares, Units or Rights That Have Not Vested (#)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Rights That Have Not Vested (\$)
Ronald Richman	750,000	Nil	Nil	\$0.84	12/21/2021	Nil	Nil	Nil	Nil
Ronald Richman	200,000	Nil	Nil	\$0.20	06/22/2022	Nil	Nil	Nil	Nil
Ronald Richman	300,000	Nil	Nil	\$0.067	06/25/2023	Nil	Nil	Nil	Nil

**ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS**

The number of shares beneficially owned is determined under the rules promulgated by the SEC, and the information is not necessarily indicative of beneficial ownership for any other purpose. Under those rules, beneficial ownership includes any shares as to which a person or entity has sole or shared voting power or investment power *plus* any shares which such person or entity has the right to acquire within sixty (60) days of **March 31, 2014** through the exercise or conversion of any stock option, convertible security, warrant or other right. Unless otherwise indicated, each person or entity named in the table has sole voting power and investment power (or shares such power with that person's spouse) with respect to all shares of capital stock listed as owned by that person or entity.

The following tabulation shows, as of the Record Date, the number of shares of capital stock owned beneficially by: (a) all persons known to be the holders of more than five percent (5%) of voting securities, (b) Directors, (c) Executive Officers and (d) all other Officers and Directors as a group:

Title of Class	Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership	Percent of Class
<b>(a) Holders Over 5%</b>			
Series A preferred	Robert A Rositano Jr. 3846 Moanna Way, Santa Cruz, CA 95062	22,552,075 (1)	Direct 45.10%
Series A preferred	Dean Rositano 126 Sea Terrace Way, Aptos, CA 95003	4,510,400	Direct 9.02%
Series A preferred	Checkmate Mobile, Inc. 125 E. Campbell Ave., Campbell, California 95008	4,895,850	Direct 9.79%
Series A preferred	Copper Creek Holdings, LLC (2) 7960 B Soquel Dr., Suite #146 Aptos, CA 95003	36,083,350	Direct 72.17%
	- Robert Rositano	18,041,675	36.085%
	- Stacy Rositano	18,041,675	36.085%
<b>(b) Directors</b>			
Series A preferred	Robert A Rositano Jr. 3846 Moanna Way, Santa Cruz, CA 95062	22,552,075 (1)	Direct and Indirect 45.10%
Series A preferred	Dean Rositano 126 Sea Terrace Way, Aptos, CA 95003	4,510,400	Direct 9.02%
<b>(c) Executive Officers</b>			
Series A preferred	Robert Rositano, Jr. and Dean Rositano as named above		
Series A preferred	<b>(d) Officers and Directors as a Group for preferred stock</b>	27,062,475 (1)	Direct and Indirect 54.12%
(1)	Includes the shares beneficially owned by Robert Rositano through Copper Creek Holdings, LLC.		
(2)	Copper Creek Holdings, LLC is owned and managed by Robert Rositano and his wife Stacy Rositano, thus each may be deemed to beneficially own half of the interest of Copper Creek Holdings, LLC.		

Title of Class		Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership		Percent of Class(1)
(a)	Executive Officers				
common stock	Frank Garcia Tucson, AZ	1,540,000	Direct (2)	0.2%	
(b)	Officers and Directors as a Group for common stock		1,540,000	Direct (2)	0.2%

(1) Based on 683,591,935 of common stock issued and outstanding as of March 31, 2014.

(2) Includes 700,000 vested stock options.

### ***Changes in Control***

On February 3, 2014, the Company completed a merger with iHookup Social, Inc., a Delaware corporation (“iHookup”) pursuant to an Agreement and Plan of Merger and Reorganization (the “Merger Agreement”) dated January 31, 2014. Pursuant to the Merger Agreement, the Company incorporated a new subsidiary called iHookup Operations Corp, a Delaware corporation, which merged with and into iHookup causing the subsidiary’s separate existence to cease and iHookup to become a wholly-owned subsidiary of the Company.

iHookup’s stockholders exchanged all of their twelve million (12,000,000) shares of outstanding common stock for fifty million (50,000,000) shares of the Company’s newly designated Series A Preferred Stock. Each share of common stock entitles its holder to one vote on each matter submitted to the stockholders. The holders of preferred stock are entitled to cast votes equal to nine (9) times the total number of shares of common stock which are issued and outstanding, voting together with the holders of common stock as a single class. Such Series A Preferred Stock shall also be convertible into the number of shares of common stock which equals nine (9) times the total number of shares of common stock which are issued and outstanding at the time of conversion until the closing of a Qualified Financing (i.e. the sale and issuance of our equity securities that results in gross proceeds in excess of \$2,500,000). As a result of the transaction, the former iHookup stockholders received a controlling interest in the Company.

## **ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE**

### ***Transactions with related persons***

Other than as disclosed below, there has been no transaction, or currently proposed transaction, in which our company was or is to be a participant and the amount involved exceeds the lesser of \$120,000 or one percent of the average of our total assets at year end for the last two completed fiscal years, and in which any of the following persons had or will have a direct or indirect material interest:

- (i) Any director or executive officer of our company;
- (ii) Any beneficial owner of shares carrying more than 5% of the voting rights attached to our outstanding shares of common stock;
- (iii) Any person who acquired control of our company when it was a shell company or any person that is part of a group, consisting of two or more persons that agreed to act together for the purpose of acquiring, holding, voting or disposing of our common stock, that acquired control of Titan Iron Ore Corp. when it was a shell company; and
- (iv) Any immediate family member (including spouse, parents, children, siblings and in-laws) of any of the foregoing persons.

During the year ended December 31, 2011 the Company advanced \$25,000 to a management firm managed by the Company's former CEO. During the twelve months ended December 31, 2013 the Company advanced \$10,000 to this management firm and the management firm provided expense detail which was recorded as general and administrative expense.

During the twelve months ended December 31, 2013 the Company incurred \$30,000 in management fees (2012: \$30,000) to the management firm managed by the Company's CEO with such costs being recorded as general and administrative costs.

During the twelve months ended December 31, 2013 the Company incurred \$420,965 in management fees to officers and directors of the Company (2012: \$366,161) with such costs being recorded as general and administrative costs. As at December 31, 2013, the Company owed \$129,193 to officers for unreimbursed expenses and accrued management fees (December 31, 2012: \$6,479).

The above transactions were recorded at their exchange amounts, being the amounts agreed by the related parties.

There are several related party transactions reported within this annual report. All conflicts of interests between such related parties have been duly approved by the required board and/or shareholder approvals. Please see below for further disclosure:

Dean Rositano and Robert Rositano are both directors and the 19.3% stockholders of CMI. At CMI, Dean Rositano also serves as President and Chief Technology Officer, while Robert Rositano serves as Chief Executive Officer. They will both continue their respective roles at CMI while serving as directors and officers of Titan and iHookup.

CMI sold the iHookup mobile app to iHookup Social, Inc. for a purchase price of \$293,750. iHookup Social, Inc. paid the purchase price by issuing 1,175,000 shares of its Series A Preferred Stock, priced at \$0.25/share, to CMI.

Dean Rositano and Robert Rositano are both directors and stockholders of iHookup. At iHookup, Dean Rositano also serves as President and Chief Technology Officer, while Robert Rositano serves as Chief Executive Officer and Secretary. The majority stockholder of iHookup is Copper Creek Holdings, LLC, a Nevada limited liability company owned and managed by Robert Rositano and his wife, Stacy Rositano.

Pursuant to the Merger Agreement dated January 31, 2014 by and between iHookup Social, Inc. and Titan, Titan's Series A Preferred Stock consists of the following: 4,510,400 shares owned by Dean Rositano, 4,510,400 shares owned by Robert Rositano, 36,083,350 shares owned by Copper Creek Holdings, LLC, and 4,895,850 shares owned by CMI. Each share of common stock entitles its holder to one vote on each matter submitted to the stockholders. The holders of preferred stock are entitled to cast votes equal to nine (9) times the total number of shares of common stock which are issued and outstanding, voting together with the holders of common stock as a single class. Such Series A Preferred Stock shall be convertible into the number of shares of common stock which equals nine times the total number of shares of common stock which are issued and outstanding at the time of conversion until the closing of a Qualified Financing (i.e. sale and issuance of equity securities of Titan that results in gross proceeds to Titan in excess of two million five hundred thousand dollars (\$2,500,000)).

As described above, Dean Rositano and Robert Rositano have both been appointed directors and officers of Titan. Dean Rositano will also serve as President and Chief Technology Officer, while Robert Rositano will serve as Chief Executive Officer and Secretary.

### ***Director Independence***

Our common stock is quoted on the OTCQB Bulletin Board operated by the Financial Industry Regulatory Authority and on the over-the-counter market operated by Pink OTC Markets Inc., which do not impose any director independence requirements. Under NASDAQ rule 5605(a)(2), a director is not independent if he or she is also an executive officer or employee of the corporation. Under that definition of independent director, we only have one independent director as of December 31, 2013, Ronald Richman.

## ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES

### *Audit Fees*

The aggregate fees billed by Manning Elliott LLP for the most recently completed fiscal year ended December 31, 2013 and for fiscal year ended December 31, 2012 for professional services rendered by the principal accountant for the audit of our annual financial statements and review of the financial statements included in our quarterly reports on Form 10-Q and services that are normally provided by the accountant in connection with statutory and regulatory filings or engagements for these fiscal periods were as follows:

Fee Category	Fiscal Year Ended December 31, 2013		Fiscal Year Ended December 31, 2012	
Audit Fees (1)	\$	20,000	\$	21,550
Audit Related Fees (2)		-		1,950
Tax Fees (3)		-		3,750
All Other Fees (4)		nil		nil
Total	\$	20,000	\$	27,250

- 1 Audit fees consist of fees incurred for professional services rendered for the audit of our financial statements, for reviews of our interim financial statements included in our quarterly reports on Form 10-Q and for services that are normally provided in connection with statutory or regulatory filings or engagements.
- 2 Audit-related fees consist of fees billed for professional services that are reasonably related to the performance of the audit or review of our financial statements, but are not reported under "Audit fees."
- 3 Tax fees consist of fees billed for professional services relating to tax compliance, tax planning, and tax advice.
- 4 All other fees consist of fees billed for all other services.

### *Pre-Approval Policies and Procedures with respect to Services Performed by Independent Registered Public Accounting Firms*

Before Manning Elliott LLP was engaged by us to render any auditing or permitted non-audit related service, our board of directors approved the engagement.

Our board of directors has considered the nature and amount of fees billed by B Manning Elliott LLP and believe that the provision of services for activities unrelated to the audit was compatible with maintaining Manning Elliott LLP's independence.

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## PART IV

### ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES

#### (a) List of documents filed as part of this Report:

##### (1) Financial Statements of Titan Iron Ore Corp.

- Report of Independent Registered Public Accounting Firm
- Balance Sheets as of December 31, 2013 and December 31, 2012
- Statements of Comprehensive Loss for the year ended December 31, 2013 and 2012, and for the period from June 5, 2007 (inception) to December 31, 2013
- Statement of Stockholders' Equity (Deficit) for the year ended December 31, 2013 and 2012, and for the period from June 5, 2007 (inception) to December 31, 2013
- Statements of Cash Flows for the year ended December 31, 2013 and 2012, and for the period from June 5, 2007 (inception) to December 31, 2013
- Notes to the Financial Statements

#### (b)

Exhibit Number	Description
<b>(2)</b>	<b>Plan of Acquisition, re-organization, arrangement, liquidation or succession</b>
2.1	Agreement and Plan of Merger and Reorganization, dated as of January 31, 2014, by and among Titan Iron Ore Corp., iHookup Operations Corp and iHookup Social, Inc. (Incorporated by reference to Amendment No. 1 to the Current Report on Form 8-K, previously filed with the SEC on February 18, 2014)
<b>(3)</b>	<b>Articles of Incorporation and Bylaws</b>
3.1	Articles of Incorporation (Incorporated by reference to the Registration Statement on Form SB-2, previously filed with the SEC on October 3, 2007).
3.2	Bylaws (Incorporated by reference to the Registration Statement on Form SB-2, previously filed with the SEC on October 3, 2007).
3.3	Articles of Merger dated effective June 15, 2011 (Incorporated by reference to the Current Report on Form 8-K, previously filed with the SEC on June 17, 2011)
3.4	Certificate of Change dated effective June 15, 2011 (Incorporated by reference to the Current Report on Form 8-K, previously filed with the SEC on June 17, 2011)
3.5	Certificate of Designation of Rights, Preferences and Privileges of Series A Preferred Stock 2011 (Incorporated by reference to Amendment No. 1 to the Current Report on Form 8-K, previously filed with the SEC on February 18, 2014)
3.6	Amended and Restated Articles of Incorporation (Incorporated by reference to the Preliminary Information Statement on Schedule 14C, previously filed with the SEC on March 21, 2014)
3.7	Amended and Restated Bylaws (Incorporated by reference to the Preliminary Information Statement on Schedule 14C, previously filed with the SEC on March 21, 2014)
<b>(10)</b>	<b>Material Contracts</b>
10.1	Mineral Property Option Acquisition Agreement dated June 13, 2011 with J2 Mining Ventures Ltd. (Incorporated by reference to the Current Report on Form 8-K, previously filed with the SEC on June 16, 2011)
10.2	Form of subscription agreement (Incorporated by reference to the Current Report on Form 8-K, previously filed with the SEC on June 24, 2011)
10.3	Form of warrant certificate (Incorporated by reference to the Current Report on Form 8-K, previously filed with the SEC on June 24, 2011)
10.4	Assignment of Mineral Property Option Agreement With J2 Mining and Wyomex LLC dated June 30, 2011 (Incorporated by reference to the Current Report on Form 8-K, previously filed with the SEC on July 8, 2011)
10.5	Employment Agreement with Andrew Brodkey dated June 30 30, 2011 (Incorporated by reference to the Current Report on Form 8-K, previously filed with the SEC on July 8, 2011)
10.6	Consulting Agreement with Kriyah Consultants, LLC dated June 30, 2011 (Incorporated by reference to the Current Report on Form 8-K, previously filed with the SEC on July 8, 2011)
10.7	Consulting Agreement with Sage Associates, Inc. dated June 30, 2011 (Incorporated by reference to the Current Report on Form 8-K, previously filed with the SEC on July 8, 2011)
10.8	Consulting Agreement with J2 Mining dated June 30, 2011 (Incorporated by reference to the Current Report on Form 8-K, previously filed with the SEC on July 8, 2011)
10.9	Stock Purchase Agreement dated June 28, 2011 (Incorporated by reference to the Current Report on Form 8-K, previously filed with the SEC on July 8, 2011)
10.10	Option Agreement dated effective July 12, 2011 between Titan Iron Ore Corp. and Globex Mining Enterprises Inc. (Incorporated by reference to the Current Report on Form 8-K, previously filed with the SEC on July 28, 2011)
10.11	Retainer Agreement dated effective November 1, 2011 between Titan Iron Ore Corp. and Wolfe Axelrod Weinberger Associates

	LLC. (Incorporated by reference to the Current Report on Form 8-K, previously filed with the SEC on November 7, 2011)
10.12	Form of subscription agreement (Incorporated by reference to the Current Report on Form 8-K previously filed with the SEC on January 12, 2012)
10.13	Form of warrant certificate (Incorporated by reference to the Current Report on Form 8-K previously filed with the SEC on January 12, 2012)
10.14	Asset Purchase Agreement between the Company and Wyomex (Incorporated by reference to the Current Report on Form 8-K previously filed with the SEC on April 11, 2012)
10.15	Note between the Company and Wyomex (Incorporated by reference to the Current Report on Form 8-K previously filed with the SEC on April 11, 2012)
10.16	Mortgage between the Company and Wyomex (Incorporated by reference to the Current Report on Form 8-K previously filed with the SEC on April 11, 2012)
10.17	2011 Stock Option Plan (incorporated by reference to the current report on Form 8-K, previously filed with the SEC on June 22, 2012)
10.18	Form of Stock Option Agreement (incorporated by reference to the current report on Form 8-K, previously filed with the SEC on June 22, 2012)
10.19	Consulting and Professional Service Agreement dated effective September 5, 2012 between Titan Iron Ore Corp. and NuWa Group, LLC. (incorporated by reference to the current report on Form 8-K, previously filed with the SEC on September 14, 2012)
10.20	Form of Securities Purchase Agreement (Equity Line of Credit) (incorporated by reference to the current report on Form 8-K, previously filed with the SEC on October 19, 2012)
10.21	Form of Registration Rights Agreement (Equity Line of Credit) (incorporated by reference to the current report on Form 8-K, previously filed with the SEC on October 19, 2012)
10.22	Form of Securities Purchase Agreement (Debenture) (incorporated by reference to the current report on Form 8-K, previously filed with the SEC on October 19, 2012)
10.23	Form of Debenture (incorporated by reference to the current report on Form 8-K, previously filed with the SEC on October 19, 2012)
10.24	Form of Warrant (incorporated by reference to the current report on Form 8-K, previously filed with the SEC on October 19, 2012)
10.25	Form of Piggyback Registration Rights Agreement (Debenture) (incorporated by reference to the current report on Form 8-K, previously filed with the SEC on October 19, 2012)
10.26	First Amendment to Securities Purchase Agreement dated January 9, 2013 (Equity Line of Credit) (incorporated by reference to the current report on Form 8-K, previously filed with the SEC on February 21, 2013)
10.27	First Amended and Restated Securities Purchase Agreement dated February 19, 2013 (Equity Line of Credit) (incorporated by reference to the current report on Form 8-K, previously filed with the SEC on February 21, 2013)
10.28	First Amended and Restated Registration Rights Agreement dated February 19, 2013 (Equity Line of Credit) (incorporated by reference to the current report on Form 8-K, previously filed with the SEC on February 21, 2013)
10.30	Payroll Services Agreement with Kriyah Consultants, LLC dated June 30, 2011 (incorporated by reference to the registration statement on Form S1, previously filed with the SEC on February 25, 2013)
10.31	Securities Purchase Agreement dated March 26, 2013 (Incorporated by reference to the Current Report on Form 8-K, previously filed with the SEC on April 5, 2013)
10.32	Convertible Promissory Note dated March 26, 2013 (Incorporated by reference to the Current Report on Form 8-K, previously filed with the SEC on April 5, 2013)
10.33	Securities Purchase Agreement dated April 2, 2013 (Incorporated by reference to the Current Report on Form 8-K, previously filed with the SEC on April 5, 2013)
10.34	Convertible Bridge Note dated April 2, 2013 (Incorporated by reference to the Current Report on Form 8-K, previously filed with the SEC on April 5, 2013)
10.35	First Amendment to First Amended Securities Purchase Agreement dated April 2, 2013 (Incorporated by reference to the Current Report on Form 8-K, previously filed with the SEC on April 5, 2013)
10.36	Empire Relations Group Consulting Agreement dated May 21, 2013 (Incorporated by reference to the Current Report on Form 8-K, previously filed with the SEC on May 21, 2013)
10.37	Securities Purchase Agreement dated June 25, 2013 (Incorporated by reference to the Current Report on Form 8-K, previously filed with the SEC on June 27, 2013)
10.38	Convertible Promissory Note dated June 25, 2013 (Incorporated by reference to the Current Report on Form 8-K, previously filed with the SEC on June 27, 2013)
10.39	Promissory Note dated June 25, 2013 (Incorporated by reference to the Current Report on Form 8-K, previously filed with the SEC on June 27, 2013)
10.40	Securities Purchase Agreement dated August 15, 2013 (Incorporated by reference to the Current Report on Form 8-K, previously filed with the SEC on September 6, 2013)
10.41	Convertible Promissory Note dated August 15, 2013 (Incorporated by reference to the Current Report on Form 8-K, previously filed with the SEC on September 6, 2013)
10.42	Securities Purchase Agreement dated August 23, 2013 (Incorporated by reference to the Current Report on Form 8-K, previously filed with the SEC on September 6, 2013)
10.43	Convertible Promissory Note dated August 23, 2013 (Incorporated by reference to the Current Report on Form 8-K, previously filed with the SEC on September 6, 2013)
10.44	Convertible Note dated September 18, 2013 (Incorporated by reference to the Current Report on Form 8-K, previously filed with the SEC on September 26, 2013)
10.45	Assignment Agreement dated September 18, 2013 with Wyomex, LLC and Magna Group LLC (Incorporated by reference to the Current Report on Form 8-K, previously filed with the SEC on September 26, 2013)
10.46	Securities Purchase Agreement dated September 18, 2013 with Hanover Holdings I, LLC (Incorporated by reference to the Current Report on Form 8-K, previously filed with the SEC on October 7, 2013)

10.47	Convertible Promissory Note dated September 18, 2013 with Hanover Holdings I, LLC (Incorporated by reference to the Current Report on Form 8-K, previously filed with the SEC on October 7, 2013)
10.48	Letter dated September 30, 2013 with GCA Strategic Investment Fund Ltd. re: Extension of Convertible Bridge Note dated April 2, 2013 (Incorporated by reference to the Current Report on Form 8-K, previously filed with the SEC on October 7, 2013)
10.49	First Amendment dated October 15, 2013 to that certain Letter of Intent dated April 15, 2013 with New Sunrise LLC (Incorporated by reference to the Current Report on Form 8-K, previously filed with the SEC on October 18, 2013)
10.50	Securities Purchase Agreement dated October 14, 2013 with Asher Enterprises Inc. (Incorporated by reference to the Current Report on Form 8-K, previously filed with the SEC on October 18, 2013)
10.51	Convertible Promissory Note dated October 14, 2013 with Asher Enterprises Inc. (Incorporated by reference to the Current Report on Form 8-K, previously filed with the SEC on October 18, 2013)
10.52	Letter dated October 18, 2013 re: Securities Purchase Agreement and Convertible Note with the Marie Baier Foundation dated October 18, 2012 (Incorporated by reference to the Current Report on Form 8-K, previously filed with the SEC on October 18, 2013)
10.53	Securities Purchase Agreement dated October 31, 2013 with LG Capital Funding LLC (Incorporated by reference to the Current Report on Form 8-K, previously filed with the SEC on November 15, 2013)
10.54	Convertible Redeemable Note dated November 5, 2013 with LG Capital Funding LLC (Incorporated by reference to the Current Report on Form 8-K, previously filed with the SEC on November 15, 2013)
10.55	Amended and Restated Convertible Redeemable Note dated November 5, 2013 with LG Capital Funding LLC (Incorporated by reference to the Current Report on Form 8-K, previously filed with the SEC on November 15, 2013)
10.56	Convertible Redeemable Note dated November 5, 2013 with GEL Properties LLC (Incorporated by reference to the Current Report on Form 8-K, previously filed with the SEC on November 15, 2013)
10.57	Secured Promissory Note GEL Back End Security Note 1 of 2 dated November 4, 2013 with GEL Properties LLC (Incorporated by reference to the Current Report on Form 8-K, previously filed with the SEC on November 15, 2013)
10.58	Secured Promissory Note GEL Back End Security Note 2 of 2 dated November 4, 2013 with GEL Properties LLC (Incorporated by reference to the Current Report on Form 8-K, previously filed with the SEC on November 15, 2013)
10.59	Amended and Restated Convertible Redeemable Note dated November 5, 2013 with LG Capital Funding LLC (Incorporated by reference to the Current Report on Form 8-K, previously filed with the SEC on November 15, 2013)
10.60	Debt Purchase Agreement dated November 4, 2013 with LG Capital Funding LLC and The Marie Baier Foundation (Incorporated by reference to the Current Report on Form 8-K, previously filed with the SEC on November 15, 2013)
10.61	Debt Purchase Agreement dated November 4, 2013 with GEL Properties LLC and The Marie Baier Foundation (Incorporated by reference to the Current Report on Form 8-K, previously filed with the SEC on November 15, 2013)
10.62	Convertible Redeemable Note dated December 5, 2013 with GEL Properties LLC (Incorporated by reference to the Current Report on Form 8-K, previously filed with the SEC on December 13, 2013)
10.63	Amended and Restated Convertible Redeemable Note dated December 5, 2013 with GEL Properties LLC (Incorporated by reference to the Current Report on Form 8-K, previously filed with the SEC on December 13, 2013)
10.64	Debt Purchase Agreement dated December 5, 2013 with GEL Properties LLC and The Marie Baier Foundation (Incorporated by reference to the Current Report on Form 8-K, previously filed with the SEC on December 13, 2013)
10.65	Asset Purchase Agreement dated January 18, 2014 by and between Checkmate Mobile Inc. and iHookup Social Inc. (Incorporated by reference to Amendment No. 1 to the Current Report on Form 8-K, previously filed with the SEC on February 18, 2014)
10.66	General Contract for Services dated January 18, 2014 by and between Checkmate Mobile Inc. and iHookup Social Inc. (Incorporated by reference to Amendment No. 1 to the Current Report on Form 8-K, previously filed with the SEC on February 18, 2014)
10.67	Employment Agreement dated January 19, 2014 by and between iHookup Social Inc. and Dean Rositano (Incorporated by reference to Amendment No. 1 to the Current Report on Form 8-K, previously filed with the SEC on February 18, 2014)
10.68	Employment Agreement dated January 19, 2014 by and between iHookup Social Inc. and Robert Rositano (Incorporated by reference to Amendment No. 1 to the Current Report on Form 8-K, previously filed with the SEC on February 18, 2014)
<b>(21)</b>	<b>Subsidiaries</b>
21.1	iHookup Social, Inc., a Delaware corporation
<b>(31)</b>	<b>Rule 13a-14(a)/15d-14(a) Certification</b>
31.1*	Section 302 Certification under Sarbanes-Oxley Act of 2002 of the Chief Executive Officer
31.2*	Section 302 Certification under Sarbanes-Oxley Act of 2002 of the Chief Financial Officer
<b>(32)</b>	<b>Section 1350 Certification</b>
32.1*	Section 906 Certifications under Sarbanes-Oxley Act of 2002
<b>(101)</b>	<b>XBRL</b>
101.INS*	XBRL INSTANCE DOCUMENT
101.SCH*	XBRL TAXONOMY EXTENSION SCHEMA
101.CAL*	XBRL TAXONOMY EXTENSION CALCULATION LINKBASE
101.DEF*	XBRL TAXONOMY EXTENSION DEFINITION LINKBASE
101.LAB*	XBRL TAXONOMY EXTENSION LABEL LINKBASE
101.PRE*	XBRL TAXONOMY EXTENSION PRESENTATION LINKBASE

\*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.

### **TITAN IRON ORE CORP.**

By:

/s/ Robert Rositano

Rositano  
Chief Executive Officer, Secretary, and Director  
(Principal Executive Officer)

Date: April 15, 2014

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

/s/ Robert Rositano

Robert Rositano  
Chief Executive Officer, Secretary, and Director  
(Principal Executive Officer)

Date: April 15, 2014

/s/ Frank Garcia

Frank Garcia  
Chief Financial Officer  
(Principal Financial Officer and Principal Accounting Officer)

Date: April 15, 2014

/s/ Dean Rositano

Dean Rositano  
President and Chief Technology Officer and Director

Date: April 15, 2014

**CERTIFICATION PURSUANT TO  
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Robert Rositano, certify that:

1. I have reviewed this annual report on Form 10-K of Titan Iron Ore Corp.;
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. The registrant's other certifying officer(s) and I are 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 Exchange Act Rules 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 financial 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 (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our 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 (or persons performing the equivalent functions):
  - A. All significant deficiencies and material weaknesses in the design or operation of internal control 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 control over financial reporting.

Date: April 15, 2014

/s/Robert Rositano

Robert Rositano  
CEO, Secretary, and Director  
(Principal Executive Officer)

**CERTIFICATION PURSUANT TO  
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Frank Garcia, certify that:

1. I have reviewed this annual report on Form 10-K of Titan Iron Ore Corp.;
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. The registrant's other certifying officer(s) and I are 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 Exchange Act Rules 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 financial 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 (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our 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 (or persons performing the equivalent functions):
  - A. All significant deficiencies and material weaknesses in the design or operation of internal control 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 control over financial reporting.

Date April 15, 2014

/s/Frank Garcia

Frank Garcia

Chief Financial Officer

(Principal Accounting Officer and Principal Financial Officer)

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

Pursuant to 18 U.S.C. Section 1350, as created by Section 906 of the *Sarbanes-Oxley Act of 2002*, the undersigned officers of Titan Iron Ore Corp. (the “**Issuer**”) hereby certify that:

- (1) the annual report on Form 10-K of the Issuer for the period ended December 31, 2013 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 Form 10-K fairly presents, in all material respects, the financial condition and results of operations of the Issuer.

Date: April 15, 2014

/s/Robert Rositano

Robert Rositano  
CEO, Secretary, and Director  
(Principal Executive Officer)

/s/Frank Garcia

Frank Garcia  
Chief Financial Officer  
(Principal Financial Officer and Principal Accounting Officer)