

Edgar Filing: Aussie Soles Group Inc. - Form 10QSB

Aussie Soles Group Inc.  
Form 10QSB  
July 15, 2008

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

FORM 10-QSB

☒ Quarterly Report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the period ended May 31, 2008

☐ Transition Report pursuant to 13 or 15(d) of the Securities Exchange Act of 1934

For the transition period to

Commission File Number 333-139773

\_\_\_\_\_ Aussie Soles Group Inc. \_\_\_\_\_  
(Exact name of Small Business Issuer as specified in its charter)

Nevada

Pending

(State or other jurisdiction of  
incorporation or organization)

(IRS Employer Identification No.)

9/F, 600 Lexington Avenue, New York, NY  
(Address of principal executive offices)

10022  
(Postal or Zip Code)

Issuer's telephone number, including area code:

866-585-6068

K-9 Concepts, Inc.,  
Rm 933, Block C, Harbourfront Horizon  
HungHom Bay, 8 Hung Luen Road, Kowloon

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

Check whether the issuer (1) filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the issuer 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 is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes ☐ No ☒

State the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date: 37,483,333 shares of common stock with par value of \$0.001 per share outstanding as of July 15, 2008.

AUSSIE SOLES GROUP INC.  
(FORMERLY K-9 CONCEPTS, INC.)  
(A DEVELOPMENT STAGE COMPANY)

CONSOLIDATED FINANCIAL STATEMENTS

MAY 31, 2008

CONSOLIDATED BALANCE SHEETS

CONSOLIDATED STATEMENTS OF OPERATIONS

CONSOLIDATED STATEMENTS OF CASH FLOWS

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Edgar Filing: Aussie Soles Group Inc. - Form 10QSB

AUSSIE SOLES GROUP INC.  
(FORMERLY K-9 CONCEPTS, INC.)  
(A DEVELOPMENT STAGE COMPANY)  
CONSOLIDATED BALANCE SHEETS  
(UNAUDITED)

ASSETS	May 31, 2008	August 31, 2007
Current Assets		
Cash	\$81,083	\$8,078
Interest receivable (Note 4)	31,218	-
Inventory (Note 3)	197,630	-
Deposit	190,221	-
Notes receivable (Note 4)	525,000	-
	1,026,152	8,078
Equipment, net (Note 5)	97,500	-
Intangible assets, net (Note 6)	18,121,046	-
	\$19,244,698	\$8,078
Liabilities And Stocholders' Equity (Deficit)		
Current Liabilities		
Accounts payable and accrual liabilities	\$127,257	\$13,500
Due to related party (Note 7)	225,148	-
	352,405	13,500
Stockholders' Equity (Deficit)		
Common stock (Note 8)		
Authorized		
100,000,000, par value \$0.001 per share		
Issued and outstanding:		
37,483,333 common shares		
(August 31, 2007 - 19,200,000 common shares)	37,483	19,200
Additional paid in capital	20,623,317	6,800
Donated capital	12,000	9,000
Deficit accumulated during the development stage	(1,780,507)	(40,422)
	18,892,293	(5,422)
	\$19,244,698	\$8,078

# Edgar Filing: Aussie Soles Group Inc. - Form 10QSB

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

AUSSIE SOLES GROUP INC.  
(FORMERLY K-9 CONCEPTS, INC.)  
(A DEVELOPMENT STAGE COMPANY)  
CONSOLIDATED STATEMENT OF OPERATION  
(UNAUDITED)

	Three Months Ended May 31, 2008	Three Months Ended May 31, 2007	Nine Months Ended May 31, 2008	Nine Months Ended May 31, 2007	Cumulative From August 25, 2005 (Date of Inception) to May 31, 2008
Expenses					
Amortization- intangible assets	\$962,179	\$-	\$1,122,542	\$-	\$1,122,542
Amortization- tangible assets	9,000	-	10,500	-	10,500
Bank charges	280	20	842	107	1,192
Consulting fees	107,134	-	107,134	-	107,134
Filing and transfer agent fees	3,073	5,000	11,101	5,750	22,699
Interest income	(15,887)	-	(32,218)	-	(32,218)
Management fees	20,000	1,500	23,000	4,500	32,000
Marketing	236,406	-	238,406	-	240,032
Office	51,912	-	51,912	-	51,912
Professional fees	73,031	2,000	94,612	2,000	109,460
Rent	2,400	-	2,400	-	2,400
Tradeshows	42,570	-	42,570	-	42,570
Travel and entertainment	64,147	-	67,284	24	70,284
NET LOSS	\$ (1,556,245)	\$ (8,520)	\$ (1,740,085)	\$ (12,381)	\$ (1,780,507)
LOss Per Share-					
Basic And Diluted	\$ (0.04)	\$ (0.00)	\$ (0.06)	\$ (0.00)	
Weighted Average Number Of Common Shares Outstanding-					
Basic And Diluted	36,786,775	19,200,000	27,353,954	19,200,000	

# Edgar Filing: Aussie Soles Group Inc. - Form 10QSB

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

AUSSIE SOLES GROUP INC.  
(FORMERLY K-9 CONCEPTS, INC.)  
(A DEVELOPMENT STAGE COMPANY)  
CONSOLIDATED STATEMENT OF CASH FLOWS  
(UNAUDITED)

	Nine Months Ended May 31, 2008	Nine Months Ended May 31, 2007	Cumulative From August 25, 2005 (Date of Inception) to May 31, 2008
Cash Flow From			
Operating Activities			
Net loss	\$(1,740,085)	\$(12,381)	\$(1,813,341)
Non-cash items:			
Amortization - intangible assets	1,122,542	-	1,143,924
Amortization - tangible assets	10,500	-	10,500
Donated services	3,000	4,500	12,000
Changes in non-cash operating working capital items:			
Interest receivable	(31,218)	-	(31,218)
Inventory	(14,420)	-	(14,420)
Deposit	(190,221)	-	(190,221)
Notes receivable net	(525,000)	-	(525,000)
Accounts payable and accrued liabilities	113,757	-	127,257
Net Cash Used In Operations	(1,252,145)	(7,881)	(1,270,067)
Cash Flows From Financing Activities			
Cash used in acquisition of Aussie Soles			

## Edgar Filing: Aussie Soles Group Inc. - Form 10QSB

International LLC	(29,998)	-	(29,998)
Net Cash Used In Investing Activities	(29,998)	-	(29,998)
Cash Flows From Financing Activities			
Due to related party	225,148	-	225,148
Proceeds from share issuance	600,000	-	626,000
Proceeds from warrant exercise	530,000	-	530,000
Net Cash Provided By Financing Activities	1,335,148	-	1,1381,148
Increase (Decrease) In Cash	73,005	(7,881)	81,083
Cash, Beginning			
Cash, Ending			
Supplemental Disclosure Of Cash Flow INformation:			
Cash Paid For:			
Interest	\$-	\$-	\$-
Income taxes	\$-	\$-	\$-
Non-Cash Items:			
Share issued for acquisition of Aussie Soles International LLC (Note 2)	\$19,504,800	\$-	\$19,504,800

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

### 1. BASIS OF PRESENTATION

#### Unaudited Interim Financial Statements

The accompanying unaudited interim financial statements have been prepared in accordance with generally accepted accounting principles for interim financial statements and in accordance with the rules and regulations of the Securities and Exchange Commission. They may not include all information and footnotes required by generally accepted accounting principles for complete financial statements. However, except as disclosed herein, there has been no material changes in the information disclosed in the notes to the financial statements for the year ended August 31, 2007 included in the Company's Form 10-KSB filed with the Securities and Exchange Commission. The unaudited interim financial statements should be read in conjunction with those financial statements included in the Form 10-KSB. In the opinion of Management, all adjustments considered necessary for a fair presentation, consisting solely of normal recurring adjustments, have been made. Operating results for the nine months ended May 31, 2008 are not necessarily indicative of the results that may be expected for the year ending August 31, 2008.

### 2. ACQUISITION OF AUSSIE SOLES INTERNATIONAL LLC

On February 15, 2008, the Company acquired 100% of the issued and outstanding

## Edgar Filing: Aussie Soles Group Inc. - Form 10QSB

shares of Aussie Soles International LLC ("Aussie Soles"), a private Nevada company. Aussie Soles is a footwear company in the development stage. Aussie Soles designs, produces, markets and distributes footwear to the leisure and industrial markets.

The aggregate purchase price is up to 21,000,000 common shares of the Company. On February 15, 2008, the closing date of the transaction, 12,900,000 common shares with a fair value of \$19,504,800 were issued in terms of the purchase agreement. The remaining 8,100,000 common shares are held in escrow and will be issued upon the achievement of the following:

- |  |           |
|--|-----------|
| a) No damages claimed by the Company in terms of the purchase agreement for a period of six months after the closing date; | 2,100,000 |
| b) Signing of Canadian distribution agreement with the Hudson's Bay Company;   | 2,000,000 |
| c) Signing of license agreement with a private label; and  | 2,000,000 |
| d) Registration of utility patents on two new shoe styles.   | 2,000,000 |
|  | 8,100,000 |

As of May 31, 2008, none of the milestones above has been achieved. Therefore, 8,100,000 common shares remained in escrow.

The acquisition was accounted for using the purchase method. The estimated fair values of the assets acquired at the date of acquisition are as follows:

Inventory	\$183,210
Equipment	108,000
Intellectual Properties (patents, trademarks and domain names)	19,243,588
	\$19,534,798

The Company incurred legal expenses of \$29,998 relating to this acquisition which was capitalized as part of the net purchase price.

### 3. INVENTORY

Inventory comprises the following:

	May 31, 2008	August 31, 2007
-----	-----	-----
Shoes held for re-sale \$	197,630 \$	-
-----	-----	-----

### 4. NOTES RECEIVABLE

- a) On October 30, 2007, the Company loaned \$200,000 (Canadian \$200,000) to a company with a common director at an interest rate of 12% per annum, calculated and payable semi-annually. The note is unsecured and is

## Edgar Filing: Aussie Soles Group Inc. - Form 10QSB

repayable on demand. The note is repayable in Canadian dollars.

- b) On November 21, 2007, the Company loaned \$200,000 to a company with a common director at an interest rate of 12% per annum, calculated and payable semi-annually. The note is unsecured and is repayable on demand.
- c) On January 15, 2008, the Company loaned \$100,000 to a company with a common director at an interest rate of 12% per annum, calculated and payable semi-annually. The note is unsecured and is repayable on demand.
- d) On February 6, 2008, the Company loaned \$25,000 to a company with a common director at an interest rate of 12% per annum, calculated and payable semi-annually. The note is unsecured and is repayable on demand.
- e) On February 28, 2008, the Company loaned \$100,000 to a company with a common director. The note is unsecured, interest free and is repayable on demand. This loan has been repaid during the three month ended May 31, 2008
- f) At May 31, 2008, the Company has accrued \$32,218 in interest on these notes.

### 5. EQUIPMENT

Equipment comprises the following:

		May 31, 2008		August 31, 2007
	Cost	Accumulated Amortization	Net Book Value	
Shoe Moldings	\$108,000	\$10,500	\$97,500	\$-

Equipment is amortized over a three year period on a straight-line basis.

### 6. INTANGIBLE ASSETS

Intangible assets comprise the following:

		May 31, 2008		August 31, 2007
	Cost	Accumulated Amortization	Net Book Value	
Patent, trademarks, designs and domain names	\$19,243,588	\$1,122,542	\$18,121,046	\$-

Intangible assets are amortized over a five year period on a straight-line basis.



## Edgar Filing: Aussie Soles Group Inc. - Form 10QSB

### 7. RELATED PARTY TRANSACTIONS

- g) The Company recognized donated services by the director of the Company for 2007 management fees, valued at \$500 per month, totaling \$3,000 for the six month period ended May 31, 2008.
- h) The company paid the President of the Company management fees of \$5,000 per month, totaling \$20,000 for the period of February 2008 to May 31, 2008.
- i) The Company has a balance owing to a director of the Company in the amount of \$200,000 as at May 31, 2008 (August 31, 2007: \$nil). The amount due to the director is unsecured, interest free and has no fixed term of repayment.
- j) During the quarter the President of the paid expenses on behalf of the Company of \$25,148. The advance from the President is unsecured, interest free and have no fixed term of repayments.

### 8. COMMON STOCK

- a) On December 20, 2007, the Company completed three for one (3:1) forward stock split of its common shares. All share and per share information in these financial statements has been retro-actively restated for all periods presented to give effect to this stock split.
- b) During the nine month period ended May 31, 2008, the Company completed a private placement of 1,500,000 units of its common stock at a price of \$0.40 per unit. Each unit consists of one common share of the Company's common stock and one warrant. Each warrant is exercisable into one share of the Company's common stock at an exercise price of \$0.60 per warrant, for a period of two years.
- c) On February 15, 2008, the Company issued 12,900,000 of its common shares for the acquisition of 100% of the issued and outstanding shares of Aussie Soles International LLC (See Note 2).
- d) During the nine month period ended May 31, 2008, the Company issued 883,333 common shares for warrant exercised at the price of \$0.60 per warrant for total proceeds of \$530,000.

### 9. INCOME TAXES

At May 31, 2008, the Company had accumulated non-capital loss carry-forwards of approximately \$1,447,781, which are available to reduce taxable income in future taxation years. These losses begin to expire in 2025 after a carry forward period of 20 years. Due to the uncertainty of realization of these losses carry-forwards, a full valuation allowance has been provided for this deferred tax asset.

#### Forward-Looking Statements

This Form 10-QSB includes "forward-looking statements" within the meaning of the "safe-harbor" provisions of the Private Securities Litigation Reform Act of 1995. Such statements are based on management's current expectations and are subject to a number of factors and uncertainties that could cause actual results to differ materially from those described in the forward-looking statements.

All statements other than historical facts included in this Form, including without limitation, statements under "Plan of Operation", regarding our financial position, business strategy, and plans and objectives of management for the future operations, are forward-looking statements.

Although we believe that the expectations reflected in such forward-looking statements are reasonable, it can give no assurance that such expectations will prove to have been correct. Important factors that could cause actual results to differ materially from our expectations include, but are not limited to, market conditions, competition and the ability to successfully complete financing.

#### ITEM 2. PLAN OF OPERATION

On February 15 2008, we entered into an exchange agreement with Aussie Soles International LLC, an early stage leisure footwear company. In consideration of the acquisition of a 100% equity interest in Aussie Soles, the Company will issue up to 21 million shares of its common stock, subject to certain escrow conditions and corporate milestones to be met by the principal of Aussie Soles.

The combined enterprise intends to build the brand, "Aussie Soles{trademark}" into a globally known brand of footwear and accessories for the fashion, surf, travel, and medical industries. The combined enterprise intends to accomplish its objectives by designing and marketing a complete line of reasonably priced casual footwear and related accessories for all seasons, by co-branding its products with high-visibility partners, and through patent and related intellectual property protection.

The growth in the casual footwear industry has been well-documented. The casual and comfortable design and its affordable pricing seem to be attributing factors to consumer demand. We believe that the holed clog success story is reflective of a larger market dynamic that is shifting towards casual yet innovative designs that are affordable. We believe that this will create an opportunity for new entrants into this market, including smaller market participants such as ourselves.

## Edgar Filing: Aussie Soles Group Inc. - Form 10QSB

As we phase out of the business line involving the distribution of shower heads and related accessories, our business is now primarily devoted to the manufacture and wholesale of innovative casual footwear for men, women, and children. Aussie Soles{trademark} are made from a patented closed cell polymer foam, which we refer to as Auslite, that is chemical and UV resistant, fade and crack resistant, and bacteria and odor resistant. With massaging innersoles and ventilation on the top and side of the shoe, the result is a light and comfortable clog which we believe consumers will find to be both lighter and more comfortable than existing brands. In Australia, Aussie Soles{trademark}-branded footwear products are sold in over 500 domestic retail outlets.

Since our business combination with Aussie Soles, we have commenced the development of the logistics, distribution and marketing infrastructure underlying our intent to build up critical mass acceptance of Aussie Soles{trademark} footwear and other accessory products globally, outside of the Australian market. During and post the quarter ended May 31 2008, our initial marketing efforts, focused primarily in the Western parts of Canada, have led to initial purchase orders and intents for our Aussie Soles{trademark}-branded footwear products in excess of \$140,000., representing in excess of 70 individual retail storefronts and a couple of big box retailers with locations throughout Canada. Post the quarter end, we now also sell our footwear products directly to consumers through our website, [www.aussiesoles.com](http://www.aussiesoles.com).

To date, we have conducted limited marketing or advertising outside of attending trade shows. We believe that initially our attendance at tradeshow will serve as a critical platform for the unveiling and launching of our brand of products and will serve as an important source of pre-season orders. We are pursuing a strategy of having both established and break out celebrities, including sports figures, in the United States and Canada wear our shoes, which we believe will help our grassroots efforts to grow brand awareness. We are also pursuing co-branding initiatives with certain sporting teams or leagues in the United States and Canada, commencing with our licensing arrangement with the Canadian Football League. Initially, we expect to build product and brand awareness and generate sales growth through grassroots efforts and a limited marketing budget. Those efforts will include: trade shows, word of mouth, public relations efforts promoting our products in various trade publications and media outlets, and use of our website, [www.aussiesoles.com](http://www.aussiesoles.com), to build awareness of our brand.

Our trademarks, trade names, copyrights, trade secrets and patent designs are valuable and integral to our business. To this extent, prior to our business combination and during the quarter, we have registered Aussie Soles{trademark} and Relax Ya FeetTM as trademarks in Australia, Switzerland, China, Germany, Spain, France, UK, Italy, Japan, Singapore, the USA, Hong Kong, Canada, Benelux, New Zealand and Russia. Our Snuggs {trademark} brand is registered as a trademark in Australia, Hong Kong, Benelux, New Zealand and Russia. We have also registered as a trademark our formula of closed-cell polymer foam called Auslite{trademark} in Australia, Switzerland, China, Germany, Spain, France, UK, Italy, Japan, Singapore, USA. Our other registered trademarks are Aussie Snuggs{trademark}, Aussie Souls{trademark}, The Suffer{trademark}, Kids Klogs{trademark}, Clinics{trademark} 1 and 2, Chief{trademark}, Starfish{trademark}, Resorts{trademark}, Marine{trademark}.

Our plan is to hire regional sales personnel and enter into agreements with distributors covering certain territories or geographies in order to effect sales and render product support as necessary.

## Edgar Filing: Aussie Soles Group Inc. - Form 10QSB

We have one full time employee, our President and CEO, Craig Taplin. Our Lead Designer Steve Francis, a contract employee but will join us on a full-time basis once our product business can justify his full-time effort.

We intend to retain one full-time sales person in the next six months, as well as an additional full-time sales person in the six months thereafter. These individuals will be independent contractors compensated solely in the form of commission based upon sales they arrange.

We therefore expect to incur the following costs in the next 12 months in connection with our business operations:

Marketing costs:	\$200,000
General administrative costs:	\$250,000
Total:	\$450,000

In addition, we anticipate spending an additional \$50,000 on administrative fees. Total expenditures over the next 12 months are therefore expected to be \$500,000.

During the nine months ended May 31 2008, the Company completed the sale of \$600,000 in the private placement of its securities at \$0.40 per Unit on a pre-share split basis. Each Unit consisted of one pre-split share of the Company's common stock and one common share purchase warrant (a "Warrant"). Each Warrant is exercisable into one pre-split share of Common Stock at a pre-split exercise price of US\$0.60 per Warrant Share, for a period of two years. The private placement is intended to finance potential acquisition and working capital requirements, including administrative expenses and costs incurred in connection with our review of potential projects. Although upon the completion of the private placement financing and the exercise of the underlying share purchase warrants, we will have sufficient funds for any immediate working capital needs, additional funding will be required in the form of equity financing from the sale of our common stock. However, we do not have any arrangements in place for any future equity financing.

If we are unable to raise the required financing, we will be delayed in conducting our business plan.

Our ability to generate sufficient cash to support our operations will be based upon our sales staff's ability to generate sales. We expect to accomplish this by securing a significant number of sales with large and small retailers and by retaining suitable salespersons with experience in the retail sales sector.

### RESULTS OF OPERATIONS FOR PERIOD ENDING MAY 31, 2008

We earned interest income of \$15,887 in the three-month period ended MAY 31, 2008. During the same period, we incurred operating expenses of \$1,572,132 consisting of amortization expenses of \$971,179, filing and transfer agent fees of \$3,073, professional fees of \$73,031, consulting fees of \$107,134, management fees of \$20,000, marketing fees of \$236,406, office expenses of \$54,312, tradeshow expenses of \$42,570, travel and entertainment of \$64,147 and bank charges of \$280.

At MAY 31 2008, we had assets of \$19,244,6984 consisting of \$81,083 in cash, a notes receivable of \$525,000, inventory of \$197,630, inventory deposit of

## Edgar Filing: Aussie Soles Group Inc. - Form 10QSB

\$190,221, interest receivable of \$32,218, equipment of \$97,500 and \$18,121,046 in intangible assets. We had current accounts payable and accrued liabilities of \$127,257 and \$225,148 due to a related party as of MAY 31, 2008.

We have not attained profitable operations and are dependent upon obtaining financing to pursue our business plan. For these reasons our auditors believe that there is substantial doubt that we will be able to continue as a going concern.

### ITEM 3 CONTROLS AND PROCEDURES

#### EVALUATION OF DISCLOSURE CONTROLS

We evaluated the effectiveness of our disclosure controls and procedures as of MAY 31, 2008. This evaluation was conducted by Craig Taplin, our chief executive officer and principal accounting officer.

Disclosure controls are controls and other procedures that are designed to ensure that information that we are required to disclose in the reports we file pursuant to the Securities Exchange Act of 1934 is recorded, processed, summarized and reported.

#### LIMITATIONS ON THE EFFECTIVE OF CONTROLS

Our management does not expect that our disclosure controls or our internal controls over financial reporting will prevent all error and fraud. A control system, no matter how well conceived and operated, can provide only reasonable, but no absolute, assurance that the objectives of a control system are met. Further, any control system reflects limitations on resources, and the benefits of a control system must be considered relative to its costs. These limitations also include the realities that judgments in decision-making can be faulty and that breakdowns can occur because of simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people or by management override of a control. A design of a control system is also based upon certain assumptions about 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 may not be detected.

### CONCLUSIONS

Based upon their evaluation of our controls, Craig Taplin, our chief executive officer and principal accounting officer, has concluded that, subject to the limitations noted above, the disclosure controls are effective providing reasonable assurance that material information relating to us is made known to management on a timely basis during the period when our reports are being prepared. There were no changes in our internal controls that occurred during the quarter covered by this report that have materially affected, or are reasonably likely to materially affect our internal controls.

### PART II- OTHER INFORMATION

#### ITEM 1. LEGAL PROCEEDINGS

The Company is not a party to any pending legal proceeding. Management is not

## Edgar Filing: Aussie Soles Group Inc. - Form 10QSB

aware of any threatened litigation, claims or assessments.

### ITEM 2. CHANGES IN SECURITIES

None.

### ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

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

NONE.

### ITEM 5. OTHER INFORMATION

None.

### ITEM 6. EXHIBITS AND REPORT ON FORM 8-K

- 31.1 Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
- 31.2 Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
- 32.1 Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
- 32.2 Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

#### Reports on Form 8-K

During and subsequent to the quarter ended May 31 2008, we filed the following current report on Form 8-K:

1. On April 7, 2008, we filed a current report on Form 8-K disclosing that we have appointed Mr. Craig Taplin as President and Chief Executive Officer of the Company, in place of Mr. Albert Au, who will continue to serve as a director on the Company's Board of Directors.

#### SIGNATURES

In accordance with the requirements of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

July 15, 2008

Aussie Soles Group Inc.

/s/ Craig Taplin

-----  
Craig Taplin, President

