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**EMAMBA INTERNATIONAL CORP.**  
(A Nevada Corporation)

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**INITIAL COMPANY INFORMATION AND DISCLOSURE STATEMENT**  
*Pursuant to Rule 15c2-11*

*As of July 12, 2011*

*All information in this information and disclosure Statement has been compiled to fulfill the disclosure requirements of rule 15c2-11 (a) (5) promulgated under the Securities and Exchange Act of 1934, as amended. The enumerated captions contained herein correspond to the sequential format set forth in the rule.*

*No Dealer, salesmen or any other person has been authorized to give any information, or to make any representations, not contained herein in connection with the issuer. Such information or representations, if made, must not be relied upon as having been authorized by the issuer, and:*

*Delivery of this information file does not at any time imply that the information contained herein is correct as of any time subsequent to the date first written above.*

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*emamba international corporation*  
*DISCLOSURE STATEMENT*  
*PURSUANT TO RULE 15C2-11*  
*June 15, 2011*

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(I) - *eMamba International Corporation Initial  
Company and Disclosure statement*

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**Part A**     **General Company Information**

**Item (I) The exact name of the issuer and its predecessor (if any):**

The exact name of the Issuer is eMamba International Corporation.

The name of its predecessor:

Wave Technology Group Inc.  
Boundary Bay Resources Inc.  
Detroit Mortgage and Realty Company

**Item (II) The address and telephone number of its principal executive offices:**

4141 Sherbrooke Street West  
Suite 200  
Westmount, Quebec  
Canada H3Z 1B8

Phone: 514.586.3799

Fax :

Web Page: [www.emamba.com](http://www.emamba.com)

**Item (III) The jurisdictions and date of the issuer's incorporation or organization:**

The issuer is a Nevada corporation.

The Issuer was incorporated in the State of Michigan on or about April 18, 1934 as The Contract and Investment Company. Pursuant to a plan of merger, the Issuer changed its name on or about July 29, 1946 to Detroit Mortgage Company. On or about October 30, 1946, the Company again changed its name to Detroit Mortgage and Realty Company. On or about August 8, 2007, the Issuer effectuated a Plan of Conversion (the "Plan of Conversion") whereby the Issuer would reincorporate from a corporation organized under the laws of the State of Michigan to a Nevada corporation. As part of the Plan of Conversion, the Issuer filed Articles of Conversion along with its Articles of Incorporation with the Nevada Secretary of State on August 21, 2007, and the surviving corporation, i.e. the Issuer, concurrently changed its name to Boundary Bay Resources Inc. On December 21, 2009, the Issuer filed amendment to its articles of incorporation and changed its name to Wave Technology Group Inc. On June 27, 2011, the Issuer filed an amendment to its articles of incorporation and changed its name to eMamba International Corporation.

As of the date of this Disclosure Statement, the Issuer has filed documentation with FINRA to effect its change in name to eMamba International Corporation on the market.



## **Part B**      **Share Structure**

### **Item (IV) The exact title and class of securities outstanding.**

Security Symbol:	WTGI (which will be changed to a new symbol upon market change in Name)
CUSIP Number:	29077B 102
Common Stock:	2,000,000,000 authorized and 170,045,175 issued and outstanding
Preferred Stock:	10,000,000 authorized and none issued and outstanding.

The authorized shares consists of 2,000,000,000 shares of common stock at par value of \$0.001 per share and 10,000,000 shares of preferred stock at par value of \$0.001

### **Item (VI) The number of shares or total amount of the securities outstanding for each class of securities authorized.**

As at:	June 30, 2011	September 30, 2010	September 30, 2009
Total Common Authorized:	2,000,000,000	2,000,000,000	200,000,000
Total Preferred Authorized	10,000,000	10,000,000	10,000,000
Total Common Outstanding:	170,045,175	45,174	45,158,400
Free Trading:	80,021,374	21,374	21,358,400
Restricted:	90,023,501	23,800	23,800,000
Total Preferred Outstanding	0	0	0
Number of Shareholders of Record:	78	62	61

## **Part C** **Business Information**

### **Item (VII) The name and address of the transfer agent:**

Action Stock Transfer Corp. 2469 East Fort Union Blvd., Suite 214 Salt Lake City, Utah 84121	Phone: (801) 274-1088 Fax: (801) 274-1099 E-mail: justblank2000@yahoo.com Contact: Justeene Blankenship
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\*Action Stock Transfer Corp. is registered under the Exchange Act and is an SEC approved Transfer Agent. The regulatory authority of the Transfer Agent is the SEC.

### **Item (VIII) The nature of the issuer's business.**

#### **A.      Business Development**

The Issuer was incorporated in the State of Michigan on April 18, 1934 as "Detroit Mortgage & Realty Co.". On August 21, 2007, the Issuer filed Articles of Conversion pursuant to which it was the constituent and remaining entity changing its name to "Boundary Bay Resources Inc." Articles of Incorporation were filed under the name "Boundary Bay Resources Inc.". On September 28, 2009, that certain agreement for the purchase of common stock was entered into between Harry Lappa, the shareholder of record holding a majority of the total issued and outstanding shares of common stock of the Issuer and 7233604 Canada Inc., a private company organized under the laws of the Province of Quebec ("7233604 Canada").



Subsequently, on September 29, 2009, the Issuer acquired the total issued and outstanding shares of 7233604 Canada in exchange for 23,800,000 shares of common stock of the Issuer. Thus, majority control of the Issuer changed and 7233604 Canada became the wholly-owned subsidiary of the Issuer. Since the acquisition of 7233604 Canada, the business operations of the Issuer were to develop and finance technologies in various sectors and development stages.

On December 21, 2009, the Issuer filed an amendment to its Articles of Incorporation changing its name to "Wave Technology Group Inc.". Subsequently, on February 16, 2011, the Issuer entered into a share exchange agreement with eMamba, Inc., a private corporation organized under the laws of the State of California, and the shareholders of eMamba Inc. In accordance with the terms and provisions of the share exchange agreement, the Issuer acquired one hundred percent (100%) of the total issued and outstanding shares of common stock of eMamba Inc. in exchange for the issuance of 90,000,001 shares of its restricted common stock to the shareholders of eMamba Inc. Therefore, on June 27, 2011, the Issuer filed an amendment to its Articles of Incorporation changing its name to eMamba International Corporation.

Since the acquisition of eMamba Inc., the business operations of the Issuer is to offer manufacturers software which provides a complete customer service solution, which includes third party logistics, ecommerce web sales, a customer returns management policy and process, warrant and service repair and a B2B and a B2C searchable part source repair parts solution.

**1. The form of organization of the issuer:**

eMamba International Corporation is a Nevada corporation.

**2. The Year that the issuer (or any predecessor) was organized:**

The Issuer was incorporated on April 18, 1934 as "Detroit Mortgage & Realty Company under the laws of the State of Michigan.

**3. Issuer's fiscal year end date:**

Our fiscal year end is September 30.

**4. Whether the issuer (and or any predecessor) has been in bankruptcy, receivership or any similar proceedings:**

eMamba International Corporation has never been in bankruptcy, receivership or any similar proceedings.

**5. Any material reclassification, merger, consolidation, or purchase or sale of a significant amount of assets not in the ordinary course of business:**

The Issuer acquired a wholly own subsidiary, eMamba Inc., a private corporation organized under the laws of the State of California, through a share exchange agreement dated February 16, 2011.

**6. Any default of the terms of any note, loan lease, or other indebtedness or financing arrangement requiring the issuer to make payment;**

The Issuer has never had any default of the terms of any note, loan, lease, or other indebtedness or financing arrangement requiring the issuer to make payments.



**7. Any change of control:**

On September 28, 2009, that certain agreement for the purchase of common stock was entered into between Harry Lappa, the shareholder of record holding a majority of the total issued and outstanding shares of common stock of the Corporation, and 7233604 Canada.

Subsequently, on September 29, 2009, the Issuer acquired the total issued and outstanding shares of 7233604 Canada in exchange for 23,800,000 shares of common stock. Since the acquisition of 7233604 Canada, the business operations of the Issuer was to develop and finance technologies in various sectors and development stages. Thus, control of the Issuer changed.

In accordance with the terms and provisions of the stock purchase agreement, management was replaced with Rocco Di Fruscia as the sole director and President/Chief.

**8. Any increase in 10% or more of the same class of outstanding equity securities;**

In accordance with the terms and provisions of the share exchange agreement, effective as of February 16, 2011, the Issuer issued an aggregate of 90,000,001 shares of its restricted common stock to the shareholders of eMamba Inc. And, effective June 7, 2011, the Issuer issued a further 80,000,000 shares of its common stock to certain shareholders in accordance with the conversion of debt.

**9. Describe any past, pending or anticipated stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization;**

The Issuer underwent a reorganization of its share structure in December of 2009. Effective December 29, 2009, the Issuer effected a one for one thousand (1:1,000) reverse stock split with all fractional shareholders being rounded up to 1 whole share. The net effect of the restructuring was that reduction in total issued and outstanding shares of approximately 45,158,400 shares to 45,174 shares.

**10. Any delisting of the Issuer's securities by any securities exchange or NASDAQ or deletion from the OTC Bulletin Board;**

None.

**11. Any current, past, pending or threatened legal proceedings or administrative actions either by or against the Issuer that could have material effect on the Issuer's business, financial condition, or operations. Any current, past or pending trading suspensions by a securities regulator;**

None

**(B) Business of Issuer. Describe the Issuer's business so a potential investor can clearly understand it. Please also include, to the extent material to an understanding of the Issuer, the following specific items**

The Issuer is in the business of offering manufacturers software which provides a complete customer service solution, which includes third party logistics, ecommerce web sales, a customer returns management policy and process, warrant and service repair and a B2B and a B2C searchable part source repair parts solution.

eMamba is a unique new e-commerce services business offering called the "Mamba Enterprise Software Suite" which lies at the core of its business model. eMamba is a "first to market"



business entry which offers manufacturers a “completed customer service solution” for retail consumer sales and support. The business service offering includes a e-commerce web sales front end, a customer returns management policy and process, and an “ISO Certified” warrants services and repair component.

7233604 Canada is a holding company which invests in research and development of technologies in different industry sectors.

#### **Subsidiaries**

The Issuer currently has two subsidiaries: eMamba Inc. and 7233604 Canada Inc.

**1. The Issuer’s primary and secondary SIC Codes;**

Primary: 7372

**2. If the Issuer has never conducted operations, is it in the development stage or is currently conducting operations;**

The Company is conducting operations in which it offers manufacturers software which provides a complete customer service solution, which includes third party logistics, ecommerce web sales, a customer returns management policy and process, warrant and service repair and a B2B and a B2C searchable part source repair parts solution.

**3. If the Issuer is considered a “shell company” pursuant to SEC Rule 405 of the Securities Act of 1933;**

The Issuer is not a “shell company” pursuant to SEC Rule 405 of the Securities Act of 1933. In its filing dated October 30, 2007, the Issuer designated itself as “shell” company pursuant to Rule 415 of the Securities Act as it is a development stage company with no assets at that time. Though the Issuer has a limited operating history, in footnote 172 to SEC Release No. 33-8869, the SEC clarified its position regarding “shell” companies by stating that a company with a limited operating history “does not meet the condition of having “no or nominal operations”. Therefore, since the Issuer has had a limited operating history and was previously and is currently in operating development stage company status, and in light of the aforementioned SEC Release, the Issuer believes that it would not presently nor has been classified as a “shell” company pursuant to Rule 415 of the Securities Act.

**4. State the names of any parent, subsidiary, or affiliate of the Issuer, and describe its business purpose, its method of operation, its ownership, and whether it is included in the financial statements attached to this disclosure;**

Parent Company: eMamba International Corporation  
Wholly owned Subsidiaries: eMamba Inc. and 7233604 Canada Inc.

Commencing September 29, 2009 through March 31, 2011, 7233604 Canada has been operating as the wholly-owned subsidiary of the Issuer and has been included in the consolidated financial statements of the Issuer.

Commencing with quarter ended June 30, 2011, eMamba Inc. will be included on the consolidated statements of the Issuer.



**5. The effect of existing or probable governmental regulations on the business;**

None.

The Issuer has applied for a United States Patent and Copyright of its M2C business process model and its "MAMBA Enterprise E-Commerce Software. The Issuer has also applied for trademark protection of the "eMamba" and MAMBA company names and logos.

**6. An estimate of the amount spent during each of the last two fiscal years on research and development activities, and, if applicable, the extent to which the cost of such activities are borne directly by customers;**

eMamba Inc. has spent approximately \$500,000 in research and development activities to date in the development of its MAMBA Enterprise E-Commerce Software package.

7233604 Canada has spent approximately \$400,000 in research and development of technologies that are in the development stage. None of these research activities are borne directly by any potential customers.

**7. Cost and effects of compliance with environmental laws (federal, state and local)**

The Issuer is not producing any products that are hazardous to the environment and does not foresee any changes that could adversely affect the environment. The Issuer is not subject to compliance with any federal, state or local laws.

**8. Number of total employees and the number of full time employees;**

eMamba Inc. currently has four full time employees and will employ further employees for the following positions. The staffing will be broken down as follows:

Executive Staff	3 professional
Product Management	1 profession
Human Resources	1 professional
Operations Management	3 professional
Programmers	8 skilled
Network Administration	1 skilled
Tech Call Support	2 skilled
CS Call Support	5 unskilled
Returns Processing	10 unskilled
Inventory Control	2 skilled
Technical Repair	12 skilled
Tech Material Support	8 unskilled

**Item (IX) The nature of the products or services offered:**

**A. Principal products or services and their markets;**

**Products**

At the core of the M2C (Manufacturer to Consumer) business model is the patented MAMBA Enterprise E-Commerce Software. The software is comprised of four basic modules which provide the following e-commerce services:

MAMBA Web (Retail Web Sales)



Allows an unlimited number of manufacturers of any business size and any merchandise line the ability to display, compare and sell their products direct to the e-commerce consumer at the lowest possible retail price point. Benefits include: (i) elimination of manufacturer freight expenses, which is paid by the consumer on sales made through the e-commerce web sales module; (ii) immediate accounts receivable reconciliation since the software automatically routes AR payment upon first carrier tracking scan when daily sales orders ship from the manufacturers dock; and (iii) elimination of inventory financing risk since the web sales module allows the client to sell direct to consumers thereby eliminating the need to perform B2B or B2C inventory purchases. And transfers the clients portion of the credit card receipts to a secure holding account on the same day they ship to the consumer.

#### MAMBA CRM (Customer Returns Management)

Provides customer returns management services including automated web live call instant messaging and technical live call support functionality. Benefits include: (i) elimination of 100% of the returns expense burden because eMamba has streamlined the vendor returns policy and process within its business model by providing that all returns from consumer sales transactions occurring through the MAMBA web sales module are verified processed same day and classified tested if necessary and immediately posted for liquidation at a percentage of their original cost to secondary markets; and (ii) allow clients who sell their products through other than B2B or B2C outlets the availability of these services with savings and efficiency.

#### MAMBA Warranty Service and Repair

Provides ISO certified and manufacturer certified warranty service and repair to partnering manufacturers. Benefits include: (i) dedicated trained and certified technicians; (ii) secured parts supply and requisition; (iii) benchmark 24-hour repair service levels; (iv) industry best pricing for WSR only clients; and (v) discounted pricing for total solution clients.

#### MAMBA PartSource (B2B and B2C Repair Component Sourcing)

A unique searchable tool to assist B2B and B2C warranty service and repair businesses in locating the repair components they need to service their customer needs. Benefits include: (i) comprehensive cross-referenced data file of interchangeable consumer electronic spare parts; (ii) on-hand inventory and sales module for component purchase; (iii) same low cost guarantees; and (iv) same day processing and shipping on purchases.

### Markets

The Issuer will pursue four distinct target markets as follows:

**Manufacturing Entities.** This group represents the primary target market including manufacturers who seek to fully deploy the M2C business model and realize all of the competitive business advantages. This group would include foreign and domestic manufacturers who currently utilize traditional B2B and B2C distribution channels to distribute their products to the United States consumer. The bulk of these manufacturing entities are those who currently export manufactured products from SE Asian manufacturing facilities into the United States through west coast ports of entry.

**E-Commerce Merchandise Line Retail Consumer.** As a service provider, we will present and display the manufacturer's product lines through the MAMBA web sales retail website. We will work closely with the manufacturers to execute in accordance with their existing marketing and product presentation strategies.

**Primary and Supplemental CRM and WSR Services.** This target group represents the group of



manufacturers who seek a cost effective primary or supplemental customer returns management and/or warranty service and repair solution. The centers are designed to perform these services for the primary target market in a highly cost effective and efficient manner. We have also designed our centers for expansion and scalability to allow us to offer these services to the group of manufacturers who are not interest in a web sales solution.

B2B and B2C Warranty Service and Repair Providers. This target group represents those service providers who currently provide warranty service and repair to the market. The MAMBA Part Search searchable repair and replacement component module allows all other WSR entities a source for replacement components. Our tools and available inventory allow providers to cross reference manufacturer BOMs to find the components they need to complete their consumer repairs.

**B. Distribution methods of the products or services;**

We are a business service offering. Our strength lies in our unique suite of e-commerce sales and customer support system software. We partner with manufacturing and import/export entities to provide these services. Our target market is the manufacturing entity. We provide services to manufacturers which enable them to sell direct to consumers.

**Target 1 – E-Commerce Manufacturing Entities**

We will seek to add and expand to 400 technology and consumer electronics manufacturers within the Southern California import region for our web sales CRM and WSR modules. Further execution of our expansion plans include two areas: (i) expansion of our merchandise lines; and (ii) expansion of global operations into foreign consumer markets.

Marketing and distribution methods include the following: (i) direct contact through existing network relation ships; (ii) CE convention presence; (iii) industry periodical advertisements; (iv) consumer periodical advertisements; (iv) traditional business sales literature; and (v) innovative website and webcast.

**Target 2 – E-Commerce Retail Consumers**

We are executing an aggressive campaign to leverage client MDF (marketing development funds) and advertising budgets and our own capital resources to promote our e-commerce website to the retail consumer market. Professional marketing resources will be contracted to ensure public awareness and branding opportunities. Marketing and distribution methods include the following: (i) leveraged manufacturer promotion and marketing resources; (ii) contracted professional marketing resources; (iii) MDF and VIR initiatives; (iv) consumer periodical advertisements; (v) other media promotions; (vi) government work program promotion; (vii) innovative website and webcast; and (ix) major search engine advertisement.

**C. Status of any publicly announced new product or services;**

None at this time

**D. *Competitive business conditions, the Issuer's competitive position in the industry, and the methods of competition;***

In the current business environment various companies perform only a portion of our total E-commerce service offerings. We are creating a market of our own which encompasses the activities currently performed by three distinctly difference business models. We are creating it in a manner which allows us to offer benefits to the manufacturers that none of the other business models currently offer.



Our competition comes from two business segments:

- Retail E-commerce websites. Two types of competition exist, E-commerce and retailers with brick and mortar showrooms and e-commerce websites. The e-commerce retailers have greater access to tier 1 products from manufacturers while brick and mortar retailers with websites are forced to purchase more tier 1 products from the B2B mega distributors. Sites within the e-commerce retailers include Amazon.com, Newegg.com, Buy.com and other “.com” entities without retail showrooms. They present a wide range of manufacturer merchandise lines which enable customers to shop and compare. Most of these entities purchase inventory on net terms. However, we provide a service to the manufacturer and therefore are not affected by the legal restrictions present in channel contracts. We are not a retailer or distribution entity, we are a service provider. We enable the manufacturer to sell direct to the consumer through an e-commerce website which hosts hundreds of other manufacturers with similar merchandise lines thus providing consumers with the ability to shop for feature and price. We also eliminate the margin added by the traditional channel distribution model thereby lowering consumer retail prices to their lowest possible level. Sites within the retailers with brick and mortar include BestBuy.com and Newegg.com and all other retail “.com” entities with retail showrooms. These entities offer similar if not identical business advantages to manufacturers and consumers and possess similar attributes of Type I economic retailers. They operate expensive and process intensive distribution networks to support brick and mortar showrooms as a convenience to consumers who desire to make their purchases in person. There will always be a significant percentage of the consumer market who will seek to make their purchases in this manner. However, these operational costs are significant and added directly to retail consumer prices. We lower consumer prices to the lowest possible level by eliminating the expense present in the traditional retail distribution channel.
- CRM and WSR Providers. These competitive entities provide customer service call center support technical assistance and perform warranty service and repair for manufacturing entities. Only existing providers who perform both pose a serious competitive threat to our ability to capture a significant share of this market segment. Competitors in this segment include DEX, Alorica and Decision One Inc. We perform CRM and WSR support for our business partners. We also provide a total solution to manufacturers including the operational modules that these entities do not offer. WE also offer same day returns processing and warranty repairs. We believe we offer ease of integration.

The following represents our competitive advantages: (i) elimination of operations expense as our service leverages the utilization of existing manufacturer operations infrastructure and an e-commerce website to complete the consumer retail sales transaction; (ii) elimination of capital investment associated with traditional channel distribution operations and B2C retail showrooms; (iii) elimination of financial risk associated with inventory ownership and extending new terms to B2B and B2C business entities; (iv) provides immediate cash flow as it reconciles accounts receivable payments for shipped consumer purchases on the day which they occur; (v) eliminates manufacturer returns expense; and (vi) provides a total solution as we are the first to offer web sales customer returns, management warrant service and repair and spare part sourcing services in a single business offering.

**E. Sources and availability of raw materials and the names of principal suppliers;**

Not applicable.



**F. Dependence on one or a few major customers;**

The Issuer is negotiating contracts with major companies.

**G. Patents, trademarks, licenses, franchises, concessions, royalty agreements or labor contracts, including their duration;**

The Issuer has filed with the United States Patent, Copyright and Trademark Office an application for patent and copyright protection of its M2C business process and the MAMBA Enterprise E-commerce software.

**H. The need for any government approval of principal products of services;**

The Issuer is not subject to any governmental regulations.

**Item (X) The Nature and extent of the Issuer's facilities:**

**1. Describe the general character and locations of all materially important properties held or intended to be acquired by or leased to the Issuer and describe the present or proposed use of such properties and their suitability and adequacy for such use.**

The Issuer's primary business operations are established in the Inland Empire of Southern California, which is the major hub for import activity and distribution. The business operations will be housed within a 100,000 plus square foot industrial distribution facility w, which will also serve as corporate headquarters, call center support, returns processing and technical repair center of operations.

**2. State the nature of the Issuer's title, or other interest in, such properties and the nature of the Issuer's title to, or other interest in, such properties and the nature and amount of all material mortgages, liens or encumbrances against such properties. Disclose the current principal of each material encumbrance, interest and amortization provisions, prepayment provisions, maturity date and the balance due at maturity assuming no payments;**

The Issuer does not hold title to any real estate properties. Subsequently, the Issuer does not have any mortgages, liens or encumbrances against such properties

**3. Outline briefly the terms or any lease or any of such properties or any option on contract to purchase or sell of any such properties;**

Not Applicable

**4. Outline briefly any proposed program for renovation, improvement or development of such properties, including the estimated cost thereof and method of financing to be used. If there are no present plans for the improvement or development of any unimproved or undeveloped property, so state and indicate the purposed for which the property is to held or acquired;**

Not Applicable

**5. Describe the general competitive conditions to which the properties are or may be subject;**

Not Applicable



6. Include a statement as to whether, in the opinion of the management of the issuer, the properties are adequately covered by insurance;

Not Applicable

7. With respect to each improved property which is separately described, provide the following in addition to the above;

Not applicable

## **Part D Management Structure and Financial Information**

### **Item (XI) The Name of the Chief Executive Officer, members of the board of directors, as well as control persons**

#### **A. Officers and Directors**

**Business address for all executive officers and directors is:**

4141 Sherbrooke Street West	Phone: 514.586.3799
Westmount, Quebec	Fax:
Canada H3Z 1B8	Web Page: <a href="http://www.embaba.com">www.embaba.com</a>

**Rocco Di Fruscia President/Chief Executive Officer/Treasurer and a Director.** Mr. Di Fruscia has been our President/Chief Executive Officer and a member of the Board of Directors since October 2009. For the past eight years, Mr. Di Fruscia has managed and construed over \$50,000,000 of environmental projects, manufacturing facilities and other buildings. His duties have also included supervision of the de-contamination of several properties. Mr. Di Fruscia has been a member of the Order of Engineers for the past fifteen years. During 2010, Mr. Di Fruscia pursued a post-graduate program in bio-chemistry at McGill University. He graduated from Concordia University in 1994 with a bachelor's degree in Building Engineering.

**Giuliano Di Fruscia Secretary.** Mr. Di Fruscia has been our Secretary since June 15, 2011. Mr. Di Fruscia has considerable experience and knowledge in computer science, more particularly statistic and probability. He has demonstrated considerable leadership qualities. Mr. Di Fruscia is the son of Rocco Di Fruscia and, starting at a young age, has assisted Rocco Di Fruscia in managing and supervising numerous important construction sites. Mr. Di Fruscia graduated from Vanier College in health science. He obtained an honor student status while completing a post-graduate program in bio-chemistry at Concordia university. .

**Glen Huang Director.** Mr. Huang has been a member of our Board of Directors since June 15, 2011. Mr. Huang has been the President and a member of the Board of Directors of eMamba Inc. since 1990. Mr. Huang has over twelve years experience including: (i) hands-on management of personnel to perform long-range strategic planning, architecture, implementation and support for global web, data, telecommunications and video network; (ii) hands-on management of personnel to implement web, ERP and database driven solutions and infrastructures, including Weblogic, J2EE, VoIP, data centers, Siebel and Oracle; (iii) manage and perform hand-on development for multiple web and client/server applications, including Visual Basic, ASP Net, Java, Javascript, XML, Oracle and SQL Server; (iv) held profit and loss responsibility with budgets of up to \$6,000,000 and designed data center build outs of up to \$15,000,000; and (v) created infrastructure and web applications for [www.onsale.com](http://www.onsale.com) (purchased by Egghead and then by Amazon.com, and [www.shopgoodwill.com](http://www.shopgoodwill.com), the largest non-profit auction site.



Currently, Mr. Huang is an IT consultant with Alorica, Inc., where he manages a cross functional team of internal and external business stakeholders to analyze, document and define the requirements for software development and maintenance projects for CRM/ERP/WMS applications. Additional responsibilities include scheduling and conducting user meetings, planning and performing analysis of request for quotes from the sales team, performing scope analysis and management, presenting analysis findings including KPIs and SLAs, developing project deliverables and managing change requests and estimation of effort.

Mr. Huang also includes a wide range of past employment opportunities. He was the vice president and director of IP with 24Group Inc., director of information technology for Goodwill Industries and Kruzin Internet, director of information technology at Neutron Technology (an Exodus company), MIS manager at Gemological Institute of America, the network manager at Inacom (Health Net), the network and customer service manager at Essence Group and the technical support manager at Micromedic,

Mr. Huang has the following certifications: (i) MCT (Microsoft Certified Trainer); (ii) SAP Certificate Application Consultant; (iii) MCSE (Microsoft Certified System Engineer); (iv) CNE (Certified NetWare Engineer; and (v) CNI (Certified NetWare Instructor). Mr. Huang earned a BS in Business Administration from the University of Southern California in Los Angeles and a Masters in Computer Science at the University of Devonshire in London England. Mr. Huang is fluent in English and Chinese and conversational in Japanese.

**(B) Legal/Disciplinary History**

Please also identify whether any of the foregoing persons have, in the last five years, been the subject of:

1. **A conviction in a criminal proceeding or named as defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);**  
None
2. **The entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities;**  
None
3. **A finding or judgment by a court of competent jurisdiction (in a civil action), the SEC, the CFTC, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated; or**  
None
4. **The entry of an order by a self-regulatory organization that permanently or temporarily barred suspended or otherwise limited such person's involvement in any type of business or securities activities.**  
None



(C) **Disclosure of Family Relationships**

Describe any relationships existing among and between the issuer's officers, directors and shareholders.

Rocco Di Fruscia and Giuliano Di Fruscia are father and son.

D. **Disclosure of Related Party Transactions.**

Need.

E. **Disclosure of conflicts of interest**

Describe any related party transactions of conflicts of interest

The Issuer is unaware of any conflicts of interest associated with this entity.

**Item (XII) Financial information for the issuer's most recent fiscal period.**

1. Issuer's financial statements are reviewed by the signing Officer of the Company that they present fairly, in all material respects, the financial position, results of operations and cash flows for the periods presented, in conformity with accounting principles generally accepted in the United States, consistently applied

The following Quarterly Financial Statements dated March 31, 2011 are included and attached hereto and incorporated herein by reference:

- 1) Unaudited Balance Sheet
- 2) Unaudited Statement of Income
- 3) Unaudited Statement of Cash Flow
- 4) Unaudited Statement of Continuity of Equity

Please visit: <http://www.pinksheets.com/pink/quote/quote.jsp?symbol=WTGI>

**Item (XIII) Similar financial information for such part of the two preceding fiscal years as the issuer or its predecessor has been in existence.**

The following Annual Financial Statements dated September 30, 2010 and 2009 are included and attached hereto and incorporated herein by reference:

- 1) Unaudited Balance Sheet
- 2) Unaudited Statement of Income
- 3) Unaudited Statement of Cash Flow
- 4) Unaudited Statement of Continuity of Equity

**Item (XIV) Beneficial Owners**

The following tables set forth as of July 8, 2011 certain information with respect to the Issuer's equity securities owned on record or beneficially by: (a) each officer and director of the Issuer; (b) each person who owns beneficially more than ten percent (10% for non-reporting issuers, 5% for reporting issuers) of each class of the Issuer's outstanding equity securities; and (c) all directors and executive officers as a group.

The Company currently has 170,045,175 shares issued and outstanding.



	Common Shares	Percentage (%)
<b>Officers and Directors:</b>		
Rocco Di Fruscia 4141 Sherbrooke Street West Suite 200 Westmount, Quebec Canada H3Z 1B8	-0-	0%
Guiliano Di Fruscia 4141 Sherbrooke Street West Suite 200 Westmount, Quebec Canada H3Z 1B8	-0-	0%
Glen Huang . 26895 Aliso Creek Road Suite B123 Aliso Viejo, California 92656	20,250,001	11.9%
<b>5% or Greater Shareholders:</b>		
Salvatore D'Accamp 7160 Rue de La Gentiane Terbonne, Quebec Canada J7M 0E9	9,000,000	5.3%
Arturo Iadeluca 413 Parent Mascouche, Quebec Canada J7K 3R9	10,000,000	5.9%
Jose H Iniguez 26895 Aliso Creek Road Suite B123 Aliso Viejo, California 92656	13,500,000	7.9%
Nicholas LaFreniere 26 Wicksteed Town of Mont Royal, Quebec Canada H3P 1P7	12,000,000	7.1%
Mercosur USA Inc. 6493 Allison Road Miami Beach, Florida 33141	40,500,000	23.8%
Salvatore Vito Panzera Edificio Lilimar Calle Del Tanque Juan Delio Dominican Republic	17,000,000	9.97%
Total Affiliate Ownership	20,250,001	11.9%
Shares Outstanding	170,045,145	100%

**Item (XV) The name, address, telephone number and email address of each of the following outside providers that advise the issuer on matters relating to the operations, business development and disclosure**

**1. Investment Banker**

This does not apply to the Issuer



**2. Promoters**

None at this time

**3. Counsel**

Naccarato & Associates  
1100 Quail Street, Suite 100  
Newport Beach, California 92660

**4. Accountant**

Roger Boileau  
2155 Terry Street  
Apartment 605  
Laval, Quebec  
Canada H7T 3B8

**5. Public Relations Consultant(s)**

None

**6. Investor Relations**

None

**7. Any other advisor(s) that assisted, advised, prepared or provided information with respect to this disclosure statement**

Legal counsel and in house management assisted the President/Chief Executive Officer in the preparation of this statement.

**Item (XVI) Management's Discussion and Analysis or Plan of Operation.**

**A. Plan of Operation**

**Over the next twelve months we intend to develop the following initiatives.**

**General**

We plan to engage in further crucial marketing campaigns to fund the final development of our internal system Mamba and company infrastructure. We have identified numerous CE and technology manufacturers within our primary CRM and WSR markets, some of which have signed letters of intent requesting formal business negotiations to contract our services. We believe that the revenues generated from these initial contracts will provide us with between \$3,000,000 to \$15,000,000 monthly. The further phase of our marketing campaign is comprised of two targeted market groups, E-commerce manufacturing entities and E-commerce retail consumers. We will approach the capture of these two markets differently but relative to one another. Our responsibility as a service provider to the manufacturer is one that requires us to deploy product presentation in a manner consistent with their existing marketing plans. Therefore, their marketing plan becomes our marketing plan.

**Financial Outlook at March 31, 2011**



At March 31, 2011, the Issuer had \$35,023 in current assets consisting of cash. As at March 31, 2011, the Issuer had current liabilities in the amount of \$356,474 consisting of a long term debts to related party.

During the six month period ended March 31, 2011, we generated \$30,719 in revenue. We incurred expenses of \$89,721 consisting of: (i) \$50,000 in research and development, testing and patents; (ii) \$20,060 in travel; (iii) \$3,405 in other and (iv) \$16,256 exchange loss on long term debt. Therefore, during the six month period ended March 31, 2011, we incurred a net loss of (\$59,002).

We will seek to obtain additional capital principally through the sale of our equity securities. The realization of revenues and satisfaction of liabilities in the normal course of business is dependent upon us ultimately obtaining profitable operations. However, no assurances can be given that we will be successful in these activities given the current state of our product and marketing development. Should any of these events not occur, the accompanying financial statements will be materially affected. We intend to further finance our operations through the sale of our common stock, debt financing and convertible notes.

## **B. Management's Discussion and Analysis of Financial Condition and Results of Operations.**

### **Fiscal Years Ended September 30, 2010 and 2009 Comparative**

#### **Revenues**

During fiscal year ended September 30, 2010, we generated revenues of \$48,399 compared to \$-0- during fiscal year ended September 30, 2009. Our primary revenue generation source was from sale of products.

#### **Expenses**

During fiscal year ended September 30, 2010, we incurred expenses in the amount of \$223,230 compared to \$84,111 incurred during fiscal year ended September 30, 2009. Expenses incurred during fiscal year ended September 30, 2010 consisted of: (i) \$57,967 in office and administrative (2009: \$21,262); (ii) \$127,091 in research and development, testing and patents (2009: \$62,849); (iii) \$33,426 in travel (2009: \$-0-); (iv) 784 in other (2009: \$-0-) and (v) \$3,963 in exchange loss on long term debt (2009: \$-0-). Thus, our net loss for fiscal year ended September 30, 2010 was (\$174,832) compared to a net loss of (\$84,111) incurred during fiscal year ended September 30, 2009.

Our expenses increased during fiscal year ended September 30, 2010 based upon an increase in office and administrative expenses, which consisted primarily of accounting and legal fees, consulting fees, accounting fees and management fees. The increase in **these various fees** is related to our overall increase in administrative activity due to the increase in accounting requirements and disclosure requirements in order to list on the OTC Markets Pink Sheets.

#### **Net Loss**

During fiscal year ended September 30, 2010, we had a net loss of (\$174,832) compared to a net loss of (\$84,811) incurred during fiscal year ended September 30, 2009.

Our financial statements have been prepared on a going concern basis that contemplates the realization of assets and the settlement of liabilities and commitments in the normal course of business.



will be successful in these activities given the current state of our product development. Should any of these events not occur, the accompanying financial statements will be materially affected. We financed our operations through the sale of our common stock, the exercise of share purchase warrants, vendor credit, debt financing and convertible notes. Furthermore, we are dependent on investor capital and loans to meet our expenses and obligations. Although investor funds have allowed us to meet our obligations in the recent past, there can be no assurances that our present methods of generating cash flow will be sufficient to meet future obligations. Historically, we have, from time to time, been able to raise additional capital, but there can be no assurances that we will be able to raise additional capital in this manner. We do not believe that we will have sufficient cash to meet our short-term capital requirements, and there are no assurances that it will be able to raise sufficient funds to meet long-term capital needs. We may also seek alternative sources of financing, including more conventional sources such as bank loans and credit lines, although no assurances in this regard can be made. Further, the availability of any future financing may not be on terms that are satisfactory to us. From time to time, we may evaluate potential acquisitions involving complementary businesses, content, products or technologies. We have no present agreements or understanding with respect to any such acquisition. Our future capital requirements will depend on many factors, including growth of our business, the success of our operations, economic conditions and other factors including the results of future operations.

### **C. Off-Balance Sheet Arrangements.**

As of the date of this document, the Issuer does not have any off balance sheet arrangements.

## **Part E**

### **Issuance History**

#### **Item (XVII) List of securities offerings and shares issued for services in the past two years.**

##### **Common Shares**

##### **Issuances:**

As at September 30, 2009, the total issued and outstanding share after consummation of the Stock Purchase Agreement was 45,158,400. The Issuer effected a reverse stock split, which reduced the total issued and outstanding shares to 45,174 shares of common stock.

On February 19, 2011, the Issuer issued an aggregate of 90,000,001 shares of its restricted common stock to the shareholders of eMamba Inc. in accordance with the terms and provisions of the Share Exchange Agreement.

On June 7, 2011, the Issuer issued an aggregate of 80,000,000 shares of its common stock pursuant to settlement of debt evidenced by that certain convertible promissory note dated April 30, 2008 to certain assignees.

## **Part F**

### **Exhibits**

#### **Item (XVIII) Material Contracts**

- A. Every material contract, not made in the ordinary course of business that will be performed after the disclosure document is posted on the Pink Sheets News Service or was entered into not more than two years before such posting.



- 1) Any contract to which directors, officers, promoters, voting trustees, security holders named in the disclosure document, or the Designated Advisor for Disclosure are parties other than contracts involving only the purchase or sale of current assets having a determinable market price, at such market price

Material contracts can be found on OTC Markets Pinksheets filings for the Issuer.  
<http://www.otcm Markets.com/pink/quote/quote.jsp?symbol=WTGI>

- 2) Any contract upon which the Company's business is substantially dependent, including but not limited to contracts with principal customers, principal suppliers, and franchise agreements

Material contracts can be found on OTC Markets Pinksheets filings for the Issuer.

- 3) Any contract for the purchase or sale of any property, plant or equipment for consideration exceeding 15 percent of such assets of the Company.

There are no existing or pending contracts for the purchase or sale of any property, plant or equipment exceeding 15 % of the Issuer's assets.

- 4) Any material lease under which a part of the property described in the disclosure document is held by the Company.

Not applicable.

#### **Item ( XIX) Articles of Incorporation and Bylaws**

See (attached)

#### **Item (XX) Purchases of Equity Securities by the Issuer and Affiliated Purchasers**

Not applicable

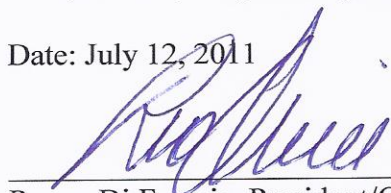


**Item (XXI) Issuers Certification**

I, Rocco Di Fruscia, certify that:

1. I have reviewed this Initial Disclosure Statement of eMamba International Corporation;
2. Based on my knowledge, this disclosure statement does not contain any untrue statements 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 statement were made, not misleading with respects to the period covered by this disclosure statement, and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

Date: July 12, 2011



Rocco Di Fruscia, President/Chief Executive Officer

I, Giuliano Di Fruscia, certify that:

1. I have reviewed this Initial Disclosure Statement of eMamba International Corporation;
2. Based on my knowledge, this disclosure statement does not contain any untrue statements 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 statement were made, not misleading with respects to the period covered by this disclosure statement, and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

Date: July 12, 2011



Giuliano Di Fruscia, Secretary



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(II)

*Amendment to Articles of Incorporation  
(pdf)*

---



STATE OF NEVADA

**ROSS MILLER**  
Secretary of State

**SCOTT W. ANDERSON**  
Deputy Secretary  
for Commercial Recordings



OFFICE OF THE  
SECRETARY OF STATE

**Commercial Recordings Division**  
202 N. Carson Street  
Carson City, NV 89701-4069  
Telephone (775) 684-5708  
Fax (775) 684-7138

DIANE D DALMY  
EMAMBA INTERNATIONAL CORPORATION

**Job: C20110627-0355**  
June 27, 2011

NV

**Special Handling Instructions:**  
06-27-11 FSC/AMEND/EXP/EMAIL/ALF

**Charges**

Description	Document Number	Filing Date/Time	Qty	Price	Amount
Amendment	20110471344-77	6/27/2011 8:00:34 AM	1	\$175.00	\$175.00
24 Hour Expedite	20110471344-77	6/27/2011 8:00:34 AM	1	\$125.00	\$125.00
Total					\$300.00

**Payments**

Type	Description	Amount
Credit	483833 11062794313140	\$300.00
Total		\$300.00

**Credit Balance: \$0.00**

**Job Contents:**  
File Stamped Copy(s):

1

DIANE D DALMY  
EMAMBA INTERNATIONAL CORPORATION

NV






**ROSS MILLER**  
Secretary of State  
204 North Carson Street, Suite 1  
Carson City, Nevada 89701-4520  
(775) 684-5708  
Website: [www.nvsos.gov](http://www.nvsos.gov)

\*090201\*

**Certificate of Amendment**  
(PURSUANT TO NRS 78.385 AND 78.390)

Filed in the office of  Ross Miller Secretary of State State of Nevada	Document Number <b>20110471344-77</b> Filing Date and Time <b>06/27/2011 8:00 AM</b> Entity Number <b>E0588702007-4</b>
---	--

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

**Certificate of Amendment to Articles of Incorporation**  
**For Nevada Profit Corporations**  
(Pursuant to NRS 78.385 and 78.390 - After Issuance of Stock)

1. Name of corporation:

Wave Technology Group Inc.

2. The articles have been amended as follows: (provide article numbers, if available)

Article 1.1 is amended by deleting in its entirety and stating the following:

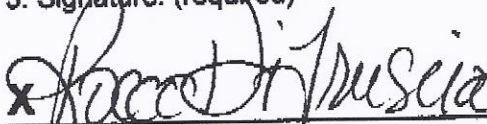
1.1 The name of the corporation shall be eMamba International Corporation.

3. The vote by which the stockholders holding shares in the corporation entitling them to exercise at least a majority of the voting power, or such greater proportion of the voting power as may be required in the case of a vote by classes or series, or as may be required by the provisions of the articles of incorporation\* have voted in favor of the amendment is: 90,000,001 (majority)

4. Effective date of filing: (optional)

(must not be later than 90 days after the certificate is filed)

5. Signature: (required)



Signature of Officer

\*If any proposed amendment would alter or change any preference or any relative or other right given to any class or series of outstanding shares, then the amendment must be approved by the vote, in addition to the affirmative vote otherwise required, of the holders of shares representing a majority of the voting power of each class or series affected by the amendment regardless of limitations or restrictions on the voting power thereof.

**IMPORTANT:** Failure to include any of the above information and submit with the proper fees may cause this filing to be rejected.

This form must be accompanied by appropriate fees.

Nevada Secretary of State Amend Profit-After  
Revised: 3-6-09



STATE OF NEVADA

**ROSS MILLER**

Secretary of State

**SCOTT W. ANDERSON**

Deputy Secretary  
for Commercial Recordings



OFFICE OF THE  
SECRETARY OF STATE

**Commercial Recordings Division**

202 N. Carson Street  
Carson City, NV 89701-4069  
Telephone (775) 684-5708  
Fax (775) 684-7138

WAVE TECHNOLOGY GROUP INC.

**Job: C20091221-1861**

December 21, 2009

NV

**Special Handling Instructions:**  
email out 12-21-2009 amendment

**Charges**

Description	Document Number	Filing Date/Time	Qty	Price	Amount
Amendment	20090873322-86	12/21/2009 9:30:57 AM	1	\$925.00	\$925.00
24 Hour Expedite	20090873322-86	12/21/2009 9:30:57 AM	1	\$125.00	\$125.00
Total					\$1,050.00

**Payments**

Type	Description	Amount
Credit	018768 09122127414573	\$1,050.00
Total		\$1,050.00

**Credit Balance: \$0.00**

**Job Contents:**

File Stamped Copy(s):

1

WAVE TECHNOLOGY GROUP INC.

NV






**ROSS MILLER**  
Secretary of State  
204 North Carson Street, Suite 1  
Carson City, Nevada 89701-4520  
(775) 684 5708  
Website: [www.nvsos.gov](http://www.nvsos.gov)



\*090201\*

**Certificate of Amendment**  
(PURSUANT TO NRS 78.385 AND 78.390)

Filed in the office of  Ross Miller Secretary of State State of Nevada	Document Number <b>20090873322-86</b> Filing Date and Time <b>12/21/2009 9:30 AM</b> Entity Number <b>E0588702007-4</b>
--	--

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ABOVE SPACE IS FOR OFFICE USE ONLY

**Certificate of Amendment to Articles of Incorporation**  
**For Nevada Profit Corporations**  
**(Pursuant to NRS 78.385 and 78.390 - After Issuance of Stock)**

1. Name of corporation:

BOUNDARY BAY RESOURCES INC.

2. The articles have been amended as follows: (provide article numbers, if available)

ARTICLE 1. Company Name has been amended in accordance with the attached Exhibit relating to the change in corporate name.

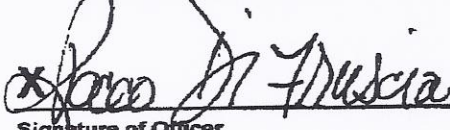
ARTICLE 6. Capital Stock has been amended in accordance with the attached Exhibit relating to the increase in authorized capital.

3. The vote by which the stockholders holding shares in the corporation entitling them to exercise a least a majority of the voting power, or such greater proportion of the voting power as may be required in the case of a vote by classes or series, or as may be required by the provisions of the articles of incorporation\* have voted in favor of the amendment is: 23,800,000

4. Effective date of filing: (optional)

(must not be later than 90 days after the certificate is filed)

5. Signature: (required)

  
\_\_\_\_\_  
Signature of Officer

\*If any proposed amendment would alter or change any preference or any relative or other right given to any class or series of outstanding shares, then the amendment must be approved by the vote, in addition to the affirmative vote otherwise required, of the holders of shares representing a majority of the voting power of each class or series affected by the amendment regardless to limitations or restrictions on the voting power thereof.

**IMPORTANT:** Failure to include any of the above information and submit with the proper fees may cause this filing to be rejected.

This form must be accompanied by appropriate fees.

Nevada Secretary of State Amend Profit-After  
Revised: 3-6-09



- 1 -

AMENDMENT TO  
ARTICLES OF INCORPORATION  
OF  
BOUNDARY BAY RESOURCES INC.

Pursuant to the provisions of the Nevada Revised Statutes, as amended, the undersigned corporation enacts the following Amendment to the Articles of Incorporation:

1. The name of the corporation is:

BOUNDARY BAY RESOURCES INC.

2. The following amendment to the Articles of Incorporation was approved by the directors on the 27<sup>th</sup> day of October, 2009, and thereafter duly adopted by the shareholders of the Corporation on the 27<sup>th</sup> day of October, 2009. There were 45,158,400 shares of common stock issued and outstanding as of October 27, 2009.

- Section 1.1 Company Name under ARTICLE 1 of the Articles of Incorporation shall be deleted in its entirety and Section 1.1 Company Name under Article 1 shall be as follows:

"The name of the Corporation is Wave Technology Group Inc.

- Section 6.1 through 6.3 Capital Stock under ARTICLE 3 of the Articles of Incorporation shall be deleted in its entirety and Section 6.1 Capital Stock under ARTICLE 6 shall be as follows:

"(A) The aggregate number of share of all classes of shares which the Corporation shall have authority to issue is 2,000,000,000 shares of common stock, \$0.001 par value, and 10,000,000 shares of preferred stock, \$0.001 par value.

(B) Each share of common stock shall have for all purposes one vote per share. Subject to the preferences applicable to preferred stock outstanding at any time, the holders of shares of common stock shall be entitled to receive such dividends and other distributions in cash, property or shares of stock of the Corporation as may be declared thereon by the Board of Directors from time to time out of assets or funds of the Corporation legally available therefore. The holders of common stock issued and outstanding have and possess the right to receive notice of shareholders' meetings and to vote upon the election of directors or upon any other matter as to which approval of the outstanding shares of common stock or approval of the common shareholders is required or requested.

(C) The Board of Directors is authorized to divide the 50,000,000 shares of preferred stock from time to time into one or more series, and to determine or change by resolution for each such series its designation, the number of shares of such series, the powers, preferences and rights and the qualifications, limitations or restrictions for the shares of such series. The resolution or resolutions of the Board of Directors providing for the division of such preferred stock into series may include the following provisions:



- 2 -

(1) The distinctive designation of each series and the maximum number of shares of each such series which may be issued, which number may be increased (except where otherwise provided by the Board of Directors in creating the series) or decreased (but not below the number of shares of the series then outstanding) from time to time by action of the Board of Directors;

(2) Whether the holders of the shares of each such series are entitled to vote and, if so, the matters on which they are entitled to vote, the number of votes to which the holder of each such share is entitled, and whether the shares of such series are to be voted separately or together with shares of other series;



- 3 -

3) The dividends to which holders of shares of each such series will be entitled; any restrictions, conditions or limitations upon the payment of those dividends; whether the dividends will be cumulative and, if cumulative, the date or dates from which the dividends will be cumulative;

(4) Whether the shares of one or more of such series will be subject to redemption and, if so, whether redemption will be mandatory or optional and if optional, at whose option, the manner of selecting shares for redemption, the redemption price and the manner of redemption;

(5) The amount payable on shares of each such series if there is a liquidation, dissolution or winding up of the Corporation which amount may vary at different dates and depending upon whether the liquidation, dissolution or winding up is voluntary or involuntary;

(6) The obligation, if any, of the Corporation to maintain a purchase, retirement or sinking fund for shares of each such series;

(7) Whether the shares of one or more of such series will be convertible into, or exchangeable for, any other types or securities, either at the option of the holder or of the Corporation and, if so, the terms of the conversions or exchanges;

(8) Any other provisions regarding the powers preferences and rights, and the qualifications, limitations or restrictions, for each such series which are not inconsistent with applicable law.

All shares of such series of preferred stock will be identical with each other in all respects, except that shares of any one such series issued at different times may differ as to the dates from which dividends on those shares, if cumulative, shall cumulate."

3. The number of shares outstanding at the time of the adoption of the amendment was 45,158,400. The total number of shares voting in favor of such amendment was 23,800,000 shares of common stock.

4. The effective date of this Amendment to the Articles of Incorporation shall be upon filing.

---

(III)

*Financial Statements*

*Annual 2010 & 2009 Financials*

*Q2 2011 Financials*

*Shareholders' Statement of Equity*

*Notes to Financial Statements*

*(pdf)*

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**Wave Technology Group Inc.**  
**(Formerly Boundry Bay Resources , Inc.)**  
**CONSOLIDATED INTERIM FINANCIAL STATEMENTS**  
**(Unaudited)**  
**Year ended September 30, 2010 and 2009**

***Responsibilities for Financial Statements***

***The consolidated financial statements for Wave Technology Group, Inc. have been prepared by management in accordance with accounting principles generally accepted in the United States of America. These consolidated financial statements, which are the responsibility of management, are unaudited and have not been reviewed by the Company's auditors. Management believes the financial statements are free of material misstatement and present fairly, in all material respects, the financial position of the Company as at September 30, 2010 and the period from inception of development stage to September 30, 2010 and the results of its operations and its cash flows for the periods then ended.***

**Wave Technology Group Inc.**  
**(Formerly Boundary Bay Resources, Inc.)**  
**(A Development Stage Company)**

**BALANCE SHEET**

For the Year Ended September 30, 2010 and 2009  
**(Unaudited)**

	2010 <b>USD FUNDS</b>	2010 CAD FUNDS	2009 <b>USD FUNDS</b>	2009 CAD FUNDS
<b>ASSETS</b>				
Current assets				
Cash	\$ 16,197	\$ 16,732	\$ -	\$ -
Taxes Receivables	\$ 5,854	\$ 6,048	\$ -	\$ -
<b>Total Assets</b>	<b>\$ 22,051</b>	<b>\$ 22,780</b>	<b>\$ -</b>	<b>\$ -</b>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>				
Current liabilities				
Accounts payable	\$ -			
Shareholders Loans	\$ -			
Long Term Debt Related Party * ( See Note 5)	\$ 280,994	\$ 290,291	\$ 84,111	\$ 90,988
<b>Total Liabilities</b>	<b>\$ 280,994</b>	<b>\$ 290,291</b>	<b>\$ 84,111</b>	<b>\$ 90,988</b>
Capital Stock * ( See Note 6)	\$ 45,158	\$ 46,652	\$ 45,158	\$ 48,850
Retained earnings (Deficit)	-\$ 304,102	-\$ 314,163	-\$ 129,269	-\$ 139,838
<b>Total stockholders' equity ( Deficit)</b>	<b>-\$ 258,944</b>	<b>-\$ 267,511</b>	<b>-\$ 84,111</b>	<b>-\$ 90,988</b>
<b>Total Liabilities &amp; Equity</b>	<b>\$ 22,051</b>	<b>\$ 22,780</b>	<b>\$ 0</b>	<b>\$ 0</b>

*The accompanying notes are an integral part of these financial statement*



**Wave Technology Group Inc.**  
**(Formerly Boundary Bay Resources, Inc.)**  
**(A Development Stage Company)**

**STATEMENT OF OPERATIONS**  
For the Year Ended September 30, 2010 and 2009  
**(Unaudited)**

	2010 <b>USD FUNDS</b>	2010 CAD FUNDS	2009 <b>USD FUNDS</b>	2009 CAD FUNDS
<b>REVENUE</b>	<b>\$ 48,399</b>	<b>\$ 50,000</b>	<b>\$ -</b>	<b>\$ -</b>
<b>EXPENSES</b>				
Office and administration	\$ 57,967	\$ 59,885	\$ 21,262	\$ 23,000
Professional fees				
Eng(R&D, Test, Patents)	\$ 127,091	\$ 131,296	\$ 62,849	\$ 67,988
Travel	\$ 33,426	\$ 34,532		
Others	\$ 784	\$ 810		
Exchange loss on long term debt	\$ 3,963	\$ 4,094		
<b>Total Expenses</b>	<b>\$ 223,230</b>	<b>\$ 230,617</b>	<b>\$ 84,111</b>	<b>\$ 90,988</b>
<b>Net Profit &amp;(Loss)</b>	<b>-\$ 174,832</b>	<b>-\$ 180,617</b>	<b>-\$ 84,111</b>	<b>-\$ 90,988</b>
 Net Loss per Shares:				
Basic and Diluted	-\$ 3.87	-\$ 4.00	-\$ 0.002	-\$ 0.002
 Weighted Average Shares Outstanding:				
Basic and Diluted	45,174	45,174	45,158,400	45,158,400

*The accompanying notes are an integral part of these financial statement*

**Wave Technology Group Inc.**  
**(Formerly Boundary Bay Resources, Inc.)**  
**(A Development Stage Company)**

**STATEMENT OF CASH FLOWS**  
For the Year Ended September 30, 2010 and 2009  
**(Unaudited)**

	2010 USD FUNDS	2010 CAD FUNDS	2009 USD FUNDS	2009 CAD FUNDS
<b>Cash Flow from Operating Activities</b>	-\$ 174,832	-\$ 176,523	-\$ 84,111	-\$ 90,988
<b>Change in working Capital</b>				
Taxes Receivable	-\$ 5,854	-\$ 6,048		
<b>Item not affecting cash</b>				
Exchange loss on long term debt	\$ 3,963	\$ 4,094		
<b>Net Cash Used in Operating Activities</b>	<u>-\$ 176,723</u>	<u>-\$ 178,477</u>	<u>-\$ 84,111</u>	<u>-\$ 90,988</u>
 Long Term Debt . Related Party	 \$ 192,920	 \$ 199,303	 \$ 84,111	 \$ 90,988
	<u>\$ -</u>			
<b>Cash Flow From Financing Activities</b>	<u>\$ 192,920</u>	<u>\$ 199,303</u>	<u>\$ 84,111</u>	<u>\$ 90,988</u>
 Cash - Beginning Of Year		<u>\$ -</u>		
<b>Cash - End Of Year</b>	<u><b>\$ 16,197</b></u>	<u>\$ 16,732</u>	<u>\$ -</u>	<u>\$ -</u>

*The accompanying notes are an integral part of these financial statement*



Wave Technology Group Inc.  
(Formerly Boundary Bay Resources, Inc.)  
(A Development Stage Company)

STATEMENT OF STOCKHOLDERS EQUITY  
Year ended September 30, 2010 and 2009  
(Unaudited)

	Common Stock Shares	Common Stock Amount	Additional Paid-In Capital
Balances , September 30, 2008	45,158,400	\$ 45,158	\$ -
Balance , September 30. 2009	45,158,400	\$ 45,158	\$ -
(Reverse Split 1:1000) * <b>see Note 6</b>	-45,113,226		
<b>Balance - September 30, 2010</b>	<b>45,174</b>	<b>\$ 45,158</b>	<b>\$ -</b>

*The accompanying notes are an integral part of these financial statement*

**Wave Technology Group Inc.**  
**(Formerly Boundry Bay Resources , Inc.)**  
**(A Development Stage Company)**  
**Notes to Consolidated Financial Statements**  
Year Ending September 30, 2010 and 2009

**NOTE 1 – NATURE OF BUSINESS**

The Issuer was incorporated in the State of Michigan on April 18, 1934 as "Detroit Mortgage & Realty Co.". On August 21, 2007, the Issuer filed Articles of Conversion pursuant to which it was the constituent and remaining entity changing its name to "Boundary Bay Resources Inc." Articles of Incorporation were filed under the name "Boundary Bay Resources Inc.". On September 28, 2009, that certain agreement for the purchase of common stock was entered into between Harry Lappa, the shareholder of record holding a majority of the total issued and outstanding shares of common stock of the Issuer and 7233604 Canada Inc., a private company organized under the laws of the Province of Quebec ("7233604 Canada").

Subsequently, on September 29, 2009, the Issuer acquired the total issued and outstanding shares of 7233604 Canada in exchange for 23,800,000 shares of common stock of the Issuer. Thus, majority control of the Issuer changed and 7233604 Canada became the wholly-owned subsidiary of the Issuer. Since the acquisition of 7233604 Canada, the business operations of the Issuer were to develop and finance technologies in various sectors and development stages.

The Issuer underwent a reorganization of its share structure in December of 2009. Effective December 29, 2009, the Issuer effected a one for one thousand (1:1,000) reverse stock split with all fractional shareholders being rounded up to 1 whole share. The net effect of the restructuring was that reduction in total issued and outstanding shares of approximately 45,158,400 shares to 45,174 shares.

On December 21, 2009, the Issuer filed an amendment to its Articles of Incorporation changing its name to "Wave Technology Group Inc."

**NOTE 2 – GOING CONCERN**

These interim consolidated financial statements have been prepared in accordance with United States generally accepted accounting principles, on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities and commitments in the normal course of business. The Company has incurred losses since inception of development stage of \$129,269 to September 30, 2009 and of \$304,102 to September 30, 2010. The Company has a working capital deficit of \$84,111 to September 30, 2009 and \$258,943 to September 30, 2010. Further losses are anticipated in the development of its business and there can be no assurance that the Company will be able to achieve or maintain profitability.

The continuing operations of the Company and the recoverability of the carrying value of assets is dependent upon the ability of the Company to obtain necessary financing to fund its working capital requirements, and upon future profitable operations. The accompanying financial statements do not



include any adjustments relative to the recoverability and classification of asset carrying amounts or the amount and classification of liabilities that might result from the outcome of this uncertainty.

There can be no assurance that capital will be available as necessary to meet the Company's working capital requirements or, if the capital is available, that it will be on terms acceptable to the Company. The issuances of additional equity securities by the Company may result in dilution in the equity interests of its current stockholders. Obtaining commercial loans, assuming those loans would be available, will increase the Company's liabilities and future cash commitments. If the Company is unable to obtain financing in the amounts and on terms deemed acceptable, the business and future success may be adversely affected.

### **NOTE 3 – SIGNIFICANT ACCOUNTING POLICIES**

#### ***Basis of Presentation***

These interim consolidated financial statements are prepared in conformity with accounting principles generally accepted in the United States

#### ***Development Stage Company***

The Company complies with Financial Accounting Standards Board Statement No. 7 and Securities and Exchange Commission Act Guide 7 for its characterization of the Company as development stage.

#### ***Principles of consolidation***

The accompanying consolidated financial statements include all of the accounts of the Company and its wholly-owned subsidiary 7233604 Canada Inc. All intercompany balances and transactions have been eliminated.

#### ***Reclassifications***

Certain prior period amounts have been reclassified to conform to the current period presentation.

#### ***Cash and Cash Equivalents***

Cash and cash equivalents are defined as cash on hand, demand deposits and short-term, highly liquid investments with an original maturity of ninety days or less.

#### ***Financial instruments***

As of September 30, 2010, the Company's financial instruments consist of cash and receivable accounts payable, due to related party and shareholder advances. 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. Because of the short maturity of such liabilities the fair value of the financial instruments approximates their carrying value, unless otherwise noted.

#### ***Technology***

*n/a*

### ***Revenue Recognition***

The Company recognizes revenue when persuasive evidence of an arrangement exists, delivery has occurred, the sales price is fixed or determinable and collectability is probable. These criteria are generally met at the time product is shipped or services are performed.

All sales are final and returns are not accepted. All sales are paid at the time the products are delivered.

### ***Basic and diluted net loss per share***

The Company computes net loss per share in accordance with SFAS No. 128, "*Earnings per Share*". SFAS No. 128 requires presentation of both basic and diluted earnings per share ("EPS") on the face of the income statement. Basic EPS is computed by dividing net loss available to common shareholders (numerator) by the weighted average number of shares outstanding (denominator) during the period. Diluted EPS gives effect to all potentially dilutive common shares outstanding during the period using the treasury stock method and convertible preferred stock using the if-converted method. Diluted EPS excludes all potentially dilutive shares if their effect is anti-dilutive. For the Year ended September 30, 2010 and 2009, potential dilutive securities had an anti-dilutive effect and were not included in the calculation of diluted net loss per common share.

### ***Income taxes***

The asset and liability approach is used to account for income taxes by recognizing deferred tax assets and liabilities for the expected future tax consequences of temporary differences between the carrying amounts and the tax basis of assets and liabilities. The Company records a valuation allowance to reduce the deferred tax assets to the amount that is more likely than not to be realized.

### ***Use of estimates***

The preparation of financial statements in conformity with generally accepted accounting principles in the United States requires management to make estimates and assumptions that affect the reported amount of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amount of revenue and expenses during the period. Actual results may differ from those estimates.

### ***Recent accounting pronouncements***

During the year ended March 31, 2009 and subsequently, the Financial Accounting Standards Board ("FASB") has issued a number of financial accounting standards, none of which did or are expected to have a material impact on the Company's results of operations, financial position, or cash flows.



#### **NOTE 4 – ACQUISITION**

none

#### **NOTE 5 – SHAREHOLDER ADVANCES– RELATED PARTY TRANSACTIONS**

During the Year ended September 30, 2010 and 2009 the Company is financed through its subsidiary company 7233604 Canada Inc.. The terms of the loan as not been determined. The loan could be either reimbursed or exchanged into share equity. The Company had net advances of \$84,111 as to September 30, 2009 and of \$280,994 as to September 30, 2010 from Subsidiary, which was outstanding at September 30, 2009 and September 30 , 2010 respectively. The balance owed is unsecured, non-interest bearing.

#### **NOTE 6 - STOCKHOLDERS' EQUITY**

##### ***Preferred Stock***

August, 2007 the stockholders of the Company approved the creation of a class of 10,000,000 shares of preferred stock at a par value of \$0.001. As at September 30, 2010, there are no issued and outstanding preferred shares.

##### ***Common Stock***

As at September 30, 2009 the Company's common stocks are:

- 200,000,000 shares authorized at par value of \$0.001;
- 45,158,400 issued and outstanding.

As at September 30, 2010 the Company's common stocks are:

- 2,000,000,000 shares authorized at par value of \$0.001;
- 45,174 issued and outstanding.

The Issuer underwent a reorganization of its share structure in December of 2009. Effective December 29, 2009, the Issuer effected a one for one thousand (1:1,000) reverse stock split with all fractional shareholders being rounded up to 1 whole share. The net effect of the restructuring was that reduction in total issued and outstanding shares of approximately 45,158,400 shares to 45,174 shares.

#### **NOTE 7 – SUBSEQUENT EVENTS**

none

**Wave Technology Group Inc.  
(Formerly Boundry Bay Resources , Inc.)  
CONSOLIDATED INTERIM FINANCIAL STATEMENTS  
(Unaudited)  
Six Months ended March 31,2011**

**Responsibilities for Financial Statements**

The consolidated financial statements for Wave Technology Group, Inc. have been prepared by management in accordance with accounting principles generally accepted in the United States of America. These consolidated financial statements, which are the responsibility of management, are unaudited and have not been reviewed by the Company's auditors. Management believes the financial statements are free of material misstatement and present fairly, in all material respects, the financial position of the Company as at March 31, 2011 and the period from inception of development stage to March 31, 2011 and the results of its operations and its cash flows for the periods then ended.



**Wave Technology Group Inc.**  
**(Formerly Boundary Bay Resources, Inc.)**  
**(A Development Stage Company)**

**BALANCE SHEET**

October 1, 2010 through March 31, 2011

(Unaudited)

	6 months up to March 31, 2011 <b>US FUNDS</b>	6 months up to March 31, 2011 <b>CND FUNDS</b>
<b>ASSETS</b>		
Current assets		
Cash	\$ 35,023	\$ 35,862
Taxes Receivables	\$ 3,507	\$ 3,591
Total Current Assets	<u>\$ 38,530</u>	<u>\$ 39,453</u>
Goodwill( Patent)	\$ 90,000	\$ 87,894
<b>Total Assets</b>	<u><u>\$ 128,530</u></u>	<u><u>\$ 127,347</u></u>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Current liabilities		
Accounts payable		
Shareholders Loans		
Long Term Debt Related Party <i>(*See Note 5)</i>	\$ 356,474	\$ 348,129
<b>Total Liabilities</b>	<u>\$ 356,474</u>	<u>\$ 348,129</u>
Capital Stock <i>(* See Note 6)</i>	\$ 135,158	\$ 134,546
Retained Earnings (Deficit)	-\$ 363,101	-\$ 355,328
<b>Total stockholders' Equity (Deficit)</b>	<u><u>-\$ 227,943</u></u>	<u><u>-\$ 220,782</u></u>
<b>Total Liabilities &amp; Equity</b>	<u><u>\$ 128,530</u></u>	<u><u>\$ 127,347</u></u>

*The accompanying notes are an integral part of these financial statement*

**Wave Technology Group Inc.**  
**(Formerly Boundary Bay Resources, Inc.)**  
**(A Development Stage Company)**

**STATEMENT OF OPERATIONS**  
October 1, 2010 through March 31, 2011  
**(Unaudited)**

	Mar-31 2011 <b>USD FUNDS</b>	Mar-31 2011 <b>CAD FUNDS</b>
REVENUE	\$ 30,719	\$ 30,000
<b>EXPENSES</b>		
Office and administration		
Professional fees		
Eng(R&D, Test, Patents)	\$ 50,000	\$ 48,830
Travel	\$ 20,060	\$ 19,590
Others	\$ 3,405	\$ 2,745
Exchange loss on long term debt	\$ 16,256	\$ 15,875
<b>Total Expenses</b>	<b>\$ 89,721</b>	<b>\$ 87,040</b>
Net loss	<b>-\$ 59,002</b>	<b>-\$ 57,040</b>
Net Loss per Shares:		
Basic and Diluted	-\$ 0.001	-\$ 0.001
Weighted Average Shares Outstanding:		
Basic and Diluted	90,045,175	90,045,175



**Wave Technology Group Inc.**  
**(Formerly Boundary Bay Resources, Inc.)**  
**(A Development Stage Company)**

**STATEMENT OF CASH FLOWS**  
October 1, 2010 through March 31, 2011  
**(Unaudited)**

	31-Mar-11 <b>USD FUNDS</b>	31-Mar-11 <b>CAD FUNDS</b>
Cash Flow from Operating Activities	-\$ 59,002	-\$ 41,165
Change in working Capital		
Taxes Receivable	\$ 2,347	\$ 2,457
<b>Item not affecting cash</b>		
Exchange loss on long term debt	\$ 16,256	
<b>Net Cash Used in Operating Activities</b>	<b>-\$ 40,398</b>	<b>-\$ 38,708</b>
Long Term Debt . Related Party	\$ 59,224	\$ 57,838
Cash Flow From Financing Activities	\$ 59,224	\$ 57,838
Cash - Beginning Of Year	\$ 16,197	\$ 16,732
Cash - End Of Year	<b>\$ 35,023</b>	<b>\$ 35,862</b>

**Wave Technology Group Inc.**  
**(Formerly Boundary Bay Resources, Inc.)**  
**(A Development Stage Company)**

**STATEMENT OF STOCKHOLDERS EQUITY**  
October 1, 2010 through March 31, 2011  
**(Unaudited)**

	<b>Common Stock</b>		<b>Additional Paid-In Capital</b>
	<b>Shares</b>	<b>Amount</b>	
Balances , September 30, 2008	45,158,400	\$ 45,158	\$ -
Balance , September 30. 2009	45,158,400	\$ 45,158	\$ -
(Reverse Split 1:1000) <b>(* See note 6)</b>	- 45,113,226		
Balance , September 30. 2010	45,174	\$ 45,158	\$ -
Issuance of Common Shares <b>(* See Note 4)</b>	90,000,001	\$ 90,000	
<b>Balance , March 31. 2011</b>	<b>90,045,175</b>	<b>\$ 135,158</b>	<b>\$ -</b>

*The accompanying notes are an integral part of these financial statement*



**Wave Technology Group Inc.**  
**(Formerly Boundry Bay Resources , Inc.)**  
**(A Development Stage Company)**  
**Notes to Consolidated Financial Statements**  
6 months Ending March 31, 2011

**NOTE 1 – NATURE OF BUSINESS**

The Issuer was incorporated in the State of Michigan on April 18, 1934 as “Detroit Mortgage & Realty Co.”. On August 21, 2007, the Issuer filed Articles of Conversion pursuant to which it was the constituent and remaining entity changing its name to “Boundary Bay Resources Inc.” Articles of Incorporation were filed under the name “Boundary Bay Resources Inc.”. On September 28, 2009, that certain agreement for the purchase of common stock was entered into between Harry Lappa, the shareholder of record holding a majority of the total issued and outstanding shares of common stock of the Issuer and 7233604 Canada Inc., a private company organized under the laws of the Province of Quebec (“7233604 Canada”).

Subsequently, on September 29, 2009, the Issuer acquired the total issued and outstanding shares of 7233604 Canada in exchange for 23,800,000 shares of common stock of the Issuer. Thus, majority control of the Issuer changed and 7233604 Canada became the wholly-owned subsidiary of the Issuer. Since the acquisition of 7233604 Canada, the business operations of the Issuer were to develop and finance technologies in various sectors and development stages.

The Issuer underwent a reorganization of its share structure in December of 2009. Effective December 29, 2009, the Issuer effected a one for one thousand (1:1,000) reverse stock split with all fractional shareholders being rounded up to 1 whole share. The net effect of the restructuring was that reduction in total issued and outstanding shares of approximately 45,158,400 shares to 45,174 shares.

On December 21, 2009, the Issuer filed an amendment to its Articles of Incorporation changing its name to “Wave Technology Group Inc.”.

On February 16, 2011, the Issuer entered into a share exchange agreement with eMamba, Inc., a private corporation organized under the laws of the State of California, and the shareholders of eMamba Inc. In accordance with the terms and provisions of the share exchange agreement, the Issuer acquired one hundred percent (100%) of the total issued and outstanding shares of common stock of eMamba Inc. in exchange for the issuance of 90,000,001 shares of its restricted common stock to the shareholders of eMamba Inc. Therefore, on June 27, 2011, the Issuer filed an amendment to its Articles of Incorporation changing its name to eMamba International Corporation.

The Issuer is in the business of offering manufacturers software which provides a complete customer service solution, which includes third party logistics, ecommerce web sales, a customer returns management policy and process, warrant and service repair and a B2B and a B2C searchable part source repair parts solution.

eMamba is a unique new e-commerce services business offering called the “Mamba Enterprise Software Suite” which lies at the core of its business model. eMamba is a “first to market” business entry which offers manufacturers a “completed customer service solution” for retail consumer sales and support.

The business service offering includes a e-commerce web sales front end, a customer returns management policy and process, and an “ISO Certified” warrants services and repair component.

## **NOTE 2 – GOING CONCERN**

These interim consolidated financial statements have been prepared in accordance with United States generally accepted accounting principles, on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities and commitments in the normal course of business. The Company has incurred losses since inception of development stage of \$361,103 and has a working capital deficit of \$317 944. Further losses are anticipated in the development of its business and there can be no assurance that the Company will be able to achieve or maintain profitability.

The continuing operations of the Company and the recoverability of the carrying value of assets is dependent upon the ability of the Company to obtain necessary financing to fund its working capital requirements, and upon future profitable operations. The accompanying financial statements do not include any adjustments relative to the recoverability and classification of asset carrying amounts or the amount and classification of liabilities that might result from the outcome of this uncertainty.

There can be no assurance that capital will be available as necessary to meet the Company's working capital requirements or, if the capital is available, that it will be on terms acceptable to the Company. The issuances of additional equity securities by the Company may result in dilution in the equity interests of its current stockholders. Obtaining commercial loans, assuming those loans would be available, will increase the Company's liabilities and future cash commitments. If the Company is unable to obtain financing in the amounts and on terms deemed acceptable, the business and future success may be adversely affected.

## **NOTE 3 – SIGNIFICANT ACCOUNTING POLICIES**

### ***Basis of Presentation***

These interim consolidated financial statements are prepared in conformity with accounting principles generally accepted in the United States

### ***Development Stage Company***

The Company complies with Financial Accounting Standards Board Statement No. 7 and Securities and Exchange Commission Act Guide 7 for its characterization of the Company as development stage.

### ***Principles of consolidation***

The accompanying consolidated financial statements include all of the accounts of the Company and its wholly-owned subsidiary 7233604 Canada Inc. All intercompany balances and transactions have been eliminated.

### ***Reclassifications***



Certain prior period amounts have been reclassified to conform to the current period presentation.

### ***Cash and Cash Equivalents***

Cash and cash equivalents are defined as cash on hand, demand deposits and short-term, highly liquid investments with an original maturity of ninety days or less.

### ***Financial instruments***

As of March 31, 2011, the Company's financial instruments consist of cash and receivable accounts payable, due to related party and shareholder advances. 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. Because of the short maturity of such liabilities the fair value of the financial instruments approximates their carrying value, unless otherwise noted.

### ***Technology***

The Company periodically reviews the carrying value of intangible assets not subject to amortization, including Technology, to determine whether impairment may exist. Statement of Financial Accounting Standards No. 142, Technology and Other Intangible Assets ("FAS 142") requires that Technology and certain intangible assets be assessed annually, or when certain triggering events occur, for impairment using fair value measurement techniques. These events could include a significant change in the business climate, legal factors, a decline in operating performance, competition, sale or disposition of a significant portion of the business, or other factors. Specifically, Technology impairment is determined using a two-step process. The first step of the Technology impairment test is used to identify potential impairment by comparing the fair value of a reporting unit with its carrying amount, including Technology. The estimates of fair value of a reporting unit are determined using various valuation techniques with the primary technique being a discounted cash flow analysis. A discounted cash flow analysis requires one to make various judgmental assumptions including assumptions about future cash flows, growth rates, and discount rates. The assumptions about future cash flows and growth rates are based on the Company's budget and long-term plans. Discount rate assumptions are based on an assessment of the risk inherent in the respective reporting units. If the fair value of a reporting unit exceeds its carrying amount, Technology of the reporting unit is considered not impaired and the second step of the impairment test is unnecessary. If the carrying amount of a reporting unit exceeds its fair value, the second step of the Technology impairment test is performed to measure the amount of impairment loss, if any. The second step of the Technology impairment test compares the implied fair value of the reporting unit's Technology with the carrying amount of that Technology. If the carrying amount of the reporting unit's Technology exceeds the implied fair value of that Technology, an impairment loss is recognized in an amount equal to that excess. The implied fair value of Technology is determined in the same manner as the amount of Technology recognized in a business combination. That is, the fair value of the reporting unit is allocated to all of the assets and liabilities of that unit as if the reporting unit had been acquired in a business combination and the fair value of the reporting unit was the purchase price paid to acquire the reporting unit. The Company acquired the Technology February 16, 2011, therefore an evaluation of Technology will be completed by September 30, 2011.

### ***Revenue Recognition***

The Company recognizes revenue when persuasive evidence of an arrangement exists, delivery has occurred, the sales price is fixed or determinable and collectability is probable. These criteria are generally met at the time product is shipped or services are performed.

All sales are final and returns are not accepted. All sales are paid at the time the products are delivered.

### ***Basic and diluted net loss per share***

The Company computes net loss per share in accordance with SFAS No. 128, "*Earnings per Share*". SFAS No. 128 requires presentation of both basic and diluted earnings per share ("EPS") on the face of the income statement. Basic EPS is computed by dividing net loss available to common shareholders (numerator) by the weighted average number of shares outstanding (denominator) during the period. Diluted EPS gives effect to all potentially dilutive common shares outstanding during the period using the treasury stock method and convertible preferred stock using the if-converted method. Diluted EPS excludes all potentially dilutive shares if their effect is anti-dilutive. For the six months ended March 31, 2010, potential dilutive securities had an anti-dilutive effect and were not included in the calculation of diluted net loss per common share.

### ***Income taxes***

The asset and liability approach is used to account for income taxes by recognizing deferred tax assets and liabilities for the expected future tax consequences of temporary differences between the carrying amounts and the tax basis of assets and liabilities. The Company records a valuation allowance to reduce the deferred tax assets to the amount that is more likely than not to be realized.

### ***Use of estimates***

The preparation of financial statements in conformity with generally accepted accounting principles in the United States requires management to make estimates and assumptions that affect the reported amount of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amount of revenue and expenses during the period. Actual results may differ from those estimates.

### ***Recent accounting pronouncements***

During the year ended March 31, 2009 and subsequently, the Financial Accounting Standards Board ("FASB") has issued a number of financial accounting standards, none of which did or are expected to have a material impact on the Company's results of operations, financial position, or cash flows.



#### **NOTE 4 – ACQUISITION OF eMamba Inc**

February 16, 2011, the Issuer entered into a share exchange agreement with eMamba, Inc., a private corporation organized under the laws of the State of California, and the shareholders of eMamba Inc. In accordance with the terms and provisions of the share exchange agreement, the Issuer acquired one hundred percent (100%) of the total issued and outstanding shares of common stock of eMamba Inc. in exchange for the issuance of 90,000,001 shares of its restricted common stock to the shareholders of eMamba Inc.

#### **NOTE 5 – SHAREHOLDER ADVANCES– RELATED PARTY TRANSACTIONS**

During the six months ended March 31, 2011 the Company is financed through its subsidiary company 7313604 Canada Inc. The terms of the loan as not yet been determined. The loan could be either reimbursed or exchanged into share equity. The Company had net advances of \$ 356,474 from Subsidiary , which is outstanding at March 31, 2010. The balance owed is unsecured, non-interest bearing.

#### **NOTE 6 - STOCKHOLDERS' EQUITY**

##### ***Preferred Stock***

August, 2007 the stockholders of the Company approved the creation of a class of 10,000,000 shares of preferred stock at a par value of \$0.001. As at March 31, 2011, there are no issued and outstanding preferred shares.

##### ***Common Stock***

As at March 31, 2011 the Company's common stocks are:

- 2,000,000,000 shares authorized at par value of \$0.001;
- 90,045,175 issued and outstanding.

During the six months ended March 31, 2010 the Company issued 90,000,001 shares of the Company's common stock for acquisition of 100% ownership in eMamba Inc.

#### **NOTE 7 – SUBSEQUENT EVENTS**

Effective June 7, 2011 , the company issued a further 80,000,000 shares of its common stock to certain shareholders in accordance with the conversion of debt.

On June 27, 2011, the Company filed an amendment to its articles of incorporation and changed its name to eMamba International Corporation.