

FUSS BRANDS CORP.

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New York, New York 10004

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info@cbpi-inc.com
6770

Quarterly Report

For the period ending July 31, 2024 (the "Reporting Period")

Outstanding Shares

The number of shares outstanding of our Common Stock was:

19,090,078 as of September 6, 2024

19,090,078 as of October 31, 2023

Shell Status

Indicate by check mark whether the company is a shell company (as defined in Rule 405 of the Securities Act of 1933, Rule 12b-2 of the Exchange Act of 1934 and Rule 15c2-11 of the Exchange Act of 1934):

Yes: No:

Indicate by check mark whether the company's shell status has changed since the previous reporting period:

Yes: No:

Change in Control

Indicate by check mark whether a Change in Control⁴ of the company has occurred during this reporting period:

Yes: No:

⁴ "Change in Control" shall mean any events resulting in:

- (i) Any "person" (as such term is used in Sections 13(d) and 14(d) of the Exchange Act) becoming the "beneficial owner" (as defined in Rule 13d-3 of the Exchange Act), directly or indirectly, of securities of the Company representing fifty percent (50%) or more of the total voting power represented by the Company's then outstanding voting securities;
- (ii) The consummation of the sale or disposition by the Company of all or substantially all of the Company's assets;
- (iii) A change in the composition of the Board occurring within a two (2)-year period, as a result of which fewer than a majority of the directors are directors immediately prior to such change; or
- (iv) The consummation of a merger or consolidation of the Company with any other corporation, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or its parent) at least fifty percent (50%) of the total voting power represented by the voting securities of the Company or such surviving entity or its parent outstanding immediately after such merger or consolidation.

On February 4, 2021, as a result of a custodianship in Clark County, Nevada, Case Number: A-20-827231-B Custodian Ventures LLC (“Custodian”) was appointed custodian of China Botanic Pharmaceutical, Inc. (the “Company”). On the same date, Custodian appointed David Lazar as the Company’s Chief Executive Officer, President, Secretary, Chief Financial Officer, Chief Executive Officer, and Chairman of the Board of Directors.

On August 24, 2021, as a result of a private transactions, 1,000,000 shares of Series A-1 Preferred Stock, \$0.001 par value per share (the “Shares”) of the Company, were transferred from Custodian Ventures, LLC to Issamar Ginzberg, Israel Moshe Levy, Shmuel Rotbard, and Benjamin Levin (collectively, the “Purchasers”). As a result, the Purchasers became holders of approximately 96% of the voting rights of the issued and outstanding share capital of the Company on a fully-diluted basis of the Company, and became the controlling shareholder. The consideration paid for the Shares was \$250,000. The source of the cash consideration for the Shares was personal funds. In connection with the transaction, David Lazar released the Company from all debts owed to him and/or Custodian Ventures, LLC.

On January 26, 2023 the Company received a purchase order from a leading luggage retailer for two types of luggage amounting to a total of \$925,000. The Company is in the process of working with a manufacturer to produce the luggage. As a result of this purchase order, as of January 26, 2023 the Company is no longer in shell status.

1) Name and address(es) of the issuer and its predecessors (if any)

In answering this item, provide the current name of the issuer and names used by predecessor entities, along with the dates of the name changes.

June 1997	ComTech Consolidation Group, Inc
February 1999	E-Net Corporation
May 1999	E-Net Financial Corporation
January 2000	E-Net.Com Corporation
February 2000	E-Net Financial.Com Corporation
January 2002	Anza Capital, Inc (“Anza”)
June 2006	Renhuang Pharmaceuticals, Inc.
October 2010	China Botanic Pharmaceutical Inc

Current State and Date of Incorporation or Registration: Nevada
Standing in this jurisdiction: (e.g. active, default, inactive): Active

Prior Incorporation Information for the issuer and any predecessors during the past five years:
Noted above

Describe any trading suspension or halt orders issued by the SEC or FINRA concerning the issuer or its predecessors since inception:

None

List any stock split, dividend, recapitalization, merger, acquisition, spin-off, or reorganization either currently anticipated or that occurred within the past 12 months:

On July 14, 2022, China Botanic Pharmaceuticals Inc. amended its articles of incorporation change its name to Fuss Brands Corp. (the “Name Change”). The change was made in anticipation of entering into a new line of business operations.

On July 13, 2022, the Company amended its articles of incorporation to reverse split its common stock at a rate of 1 for 26 (the “Reverse”).

On July 22, 2022, FINRA declared the Name Change and the Reverse effective. Also on July 28, 2022, the Company was informed by FINRA that the Company’s ticker symbol would be changed to FBDS in twenty business days.

The address(es) of the issuer's principal executive office:

80 Broad Street
New York, New York 10004

Address of the issuer's principal place of business:

Check if principal executive office and principal place of business are the same address:

80 Broad Street
New York, New York 10004

Has the issuer or any of its predecessors been in bankruptcy, receivership, or any similar proceeding in the past five years?

No: Yes: If Yes, provide additional details below:

On February 4, 2021, as a result of a custodianship in Clark County, Nevada, Case Number: A-20-827231-B Custodian Ventures LLC ("Custodian") was appointed custodian of China Botanic Pharmaceutical, Inc. (the "Company"). On the same date, Custodian appointed David Lazar as the Company's Chief Executive Officer, President, Secretary, Chief Financial Officer, Chief Executive Officer, and Chairman of the Board of Directors.

2) Security Information

Transfer Agent

Name: Securities Transfer Corporation
Phone: (469) 666-0101
Email: Inobel@stcttransfer.com
Address 2901 N. Dallas Parkway, Suite 380, Plano, Texas 75093

Publicly Quoted or Traded Securities:

The goal of this section is to provide a clear understanding of the share information for its publicly quoted or traded equity securities. Use the fields below to provide the information, as applicable, for all outstanding classes of securities that are publicly traded/quoted.

Trading symbol:	FBDS	
Exact title and class of securities outstanding:	Common Stock	
CUSIP:	16890Y104	
Par or stated value:	\$0.001	
Total shares authorized:	1,000,000,000	as of date: 7/31/2024
Total shares outstanding:	19,090,078	as of date: 7/31/2024
Number of shares in the Public Float	718,850	as of date: 7/31/2024
Total number of shareholders of record:	189	as of date: 7/31/2024

Please provide the above-referenced information for all other publicly quoted or traded securities of the issuer.

Other classes of authorized or outstanding equity securities that do not have a trading symbol:

The goal of this section is to provide a clear understanding of the share information for its other classes of authorized or outstanding equity securities (e.g., preferred shares that do not have a trading symbol). Use the fields below to provide the information, as applicable, for all other authorized or outstanding equity securities.

Exact title and class of the security:	_____ Preferred Stock Series A
Par or stated value:	_____ \$0.001
Total shares authorized:	_____ 2,500,000 <u>as of date: 7/31/2024</u>
Total shares outstanding:	_____ 1,564,254 <u>as of date: 7/31/2024</u>
Total number of shareholders of record:	_____ 8 <u>as of date: 7/31/2024</u>

Please provide the above-referenced information for all other classes of authorized or outstanding equity securities.

Security Description:

The goal of this section is to provide a clear understanding of the material rights and privileges of the securities issued by the company. Please provide the below information for each class of the company's equity securities, as applicable:

Subject to the rights of any existing series of Preferred Stock or to the rights of any series of Preferred Stock which may from time to time hereafter come into existence, the holders of shares of Series A-1 Preferred Stock shall be entitled to receive dividends, out of any assets legally available therefor, upon any payment of any dividend (payable other than in Common Stock or other securities and rights convertible into or entitling the holder thereof to receive, directly or indirectly, additional shares of Common Stock of the Corporation) on the Common Stock of the Corporation, as and if declared by the Board of Directors, as if the Series A-1 Preferred Stock had been converted into Common Stock.

Liquidation Preference.

In the event of any liquidation, dissolution, or winding up of the Corporation, either voluntary or involuntary, the holders of the Series A-1 Preferred Stock shall be entitled to receive, prior and in preference to any distribution of any of the assets of the Corporation to the holders of Common Stock, or any other series or class of common stock of the Corporation, whether now in existence or hereafter created by amendment to the articles of incorporation of the Corporation or by a certificate of designation, by reason of their ownership thereof, and senior, prior, and in preference to any other series or class of preferred stock of the Corporation, whether now in existence or hereafter created by amendment to the articles of incorporation of the Corporation or by a certificate of designation, an amount per share equal to the price per share actually paid to the Corporation upon the initial issuance of the Series A-1 Preferred Stock (each, the "the Original Issue Price") for each share of Series A-1 Preferred Stock then held by them, plus declared but unpaid dividends. Unless the Corporation can establish a different Original Issue Price in connection with a particular sale of Series A-1 Preferred Stock, the Original Issue Price shall be \$0.001 per share for the Series A-1 Preferred Stock. If, upon the occurrence of any liquidation, dissolution, or winding up of the Corporation, the assets and funds thus distributed among the holders of the Series A-1 Preferred Stock shall be insufficient to permit the payment to such holders of the full aforesaid preferential amounts, then, the entire assets and funds of the corporation legally available for distribution shall be distributed first to the Series A-1 Preferred Stock, and then ratably among the holders of each other series of Preferred Stock in proportion to the preferential amount each such holder is otherwise entitled to receive.

The Series A-1 Preferred Stock shares are non-redeemable other than upon the mutual agreement of the Corporation and the holder of shares to be redeemed and even in such case only to the extent permitted by this Certificate of Designation, the Corporation's Articles of Incorporation, and applicable law.

Conversion.

The holders of the Series A-1 Preferred Stock, shall have conversion rights as follows (the "Conversion Rights"):

Right to Convert.

Subject to Section 4(c), each share of Series A-1 Preferred Stock shall be convertible, at the option of the holder(s) thereof only, at any time after the date of issuance of such share, at the office of the Corporation or any transfer agent for such stock, into one thousand (1,000) fully paid and nonassessable shares of Common Stock (the "Series A-1 Conversion Ratio").

3. Describe any other material rights of common or preferred stockholders.

All terms are noted above

4. Describe any material modifications to rights of holders of the company's securities that have occurred over the reporting period covered by this report.

None

3) Issuance History

The goal of this section is to provide disclosure with respect to each event that resulted in any changes to the total shares outstanding of any class of the issuer's securities in the past two completed fiscal years and any subsequent interim period.

Disclosure under this item shall include, in chronological order, all offerings and issuances of securities, including debt convertible into equity securities, whether private or public, and all shares, or any other securities or options to acquire such securities, issued for services. Using the tabular format below, please describe these events.

A. Changes to the Number of Outstanding Shares for the two most recently completed fiscal years and any subsequent period.

Indicate by check mark whether there were any changes to the number of outstanding shares within the past two completed fiscal years:

No: Yes: (If yes, you must complete the table below)

Shares Outstanding <u>Opening Balance</u> :			*Right-click the rows below and select "Insert" to add rows as needed.						
Date	Transaction	Balance							
Date 10/31/2021	Common: 1,432,290 Preferred: 1,000,000								
Date of Transaction	Transaction type (e.g., new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to. ***You must disclose the control person(s) for any entities listed.	Reason for share issuance (e.g. for cash or debt conversion) - OR- Nature of Services Provided	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
04/11/2022	Conversion of (53,413) shares of preferred stock to common stock	2,054,347	Common	\$0.001	No	Issamar Ginzberg	Conversion of preferred stock to common stock	Restricted	4(a)(2)

04/11/2022	Conversion of (53,413) shares of preferred stock to common stock	2,054,347	Common	\$0.001	No	Shmuel Rotbard	Conversion of preferred stock to common stock	Restricted	4(a)(2)
04/11/2022	Conversion of (53,413) shares of preferred stock to common stock	2,054,347	Common	\$0.001	No	Israel Levy	Conversion of preferred stock to common stock	Restricted	4(a)(2)
04/11/2022	Conversion of (1,862) shares of preferred stock to common stock	71,616	Common	\$0.001	No	Benjamin Levin	Conversion of preferred stock to common stock	Restricted	4(a)(2)
6/21/2022	New Issuance	72,837	Common	\$0.0004	Yes	Mordechai Altman	Private Placement	Restricted	Reg D 506(b)
6/22/2022	New Issuance	84,976	Common	\$0.0004	Yes	Abraham Barr	Private Placement	Restricted	Reg D 506(b)
7/18/2022	New Issuance	75,990	Common	\$0.0004	Yes	Tsvi Brody	Private Placement	Restricted	Reg D 506(b)
7/5/2022	New Issuance	<u>18,202</u>	<u>Common</u>	<u>\$0.0004</u>	<u>Yes</u>	<u>Itamar Cohen</u>	<u>Private Placement</u>	<u>Restricted</u>	Reg D 506(b)
7/14/2022	New Issuance	<u>70,481</u>	<u>Common</u>	<u>\$0.0004</u>	<u>Yes</u>	<u>Moshe Derli</u>	<u>Private Placement</u>	<u>Restricted</u>	Reg D 506(b)
7/7/2022	New Issuance	<u>48,077</u>	<u>Common</u>	<u>\$0.0004</u>	<u>Yes</u>	<u>Arie Dinkel</u>	<u>Private Placement</u>	<u>Restricted</u>	Reg D 506(b)
7/11/2022	<u>New Issuance</u>	<u>43,269</u>	<u>Common</u>	<u>\$0.0004</u>	<u>Yes</u>	<u>Netanel Frankenthal</u>	<u>Private Placement</u>	<u>Restricted</u>	Reg D 506(b)
7/15/2022	<u>New Issuance</u>	<u>236,010</u>	<u>Common</u>	<u>\$0.0004</u>	<u>Yes</u>	<u>Gravity Capital Partners Ltd. - Brian Sand has voting control</u>	<u>Private Placement</u>	<u>Restricted</u>	Reg D 506(b)
6/21/2022	<u>New Issuance</u>	<u>182,091</u>	<u>Common</u>	<u>\$0.0004</u>	<u>Yes</u>	<u>Yehoshua Hirschman</u>	<u>Private Placement</u>	<u>Restricted</u>	Reg D 506(b)
7/13/2022	<u>New Issuance</u>	<u>24,231</u>	<u>Common</u>	<u>\$0.0004</u>	<u>Yes</u>	<u>Ezra Kaufman</u>	<u>Private Placement</u>	<u>Restricted</u>	Reg D 506(b)
7/7/2022	<u>New Issuance</u>	<u>48,462</u>	<u>Common</u>	<u>\$0.0004</u>	<u>Yes</u>	<u>Yitzchak Kaufman</u>	<u>Private Placement</u>	<u>Restricted</u>	Reg D 506(b)
7/5/2022	<u>New Issuance</u>	<u>48,462</u>	<u>Common</u>	<u>\$0.0004</u>	<u>Yes</u>	<u>Ben Khasid</u>	<u>Private Placement</u>	<u>Restricted</u>	Reg D 506(b)
7/5/2022	<u>New Issuance</u>	<u>208,750</u>	<u>Common</u>	<u>\$0.0004</u>	<u>Yes</u>	<u>Shimon Levenberg</u>	<u>Private Placement</u>	<u>Restricted</u>	Reg D 506(b)
7/14/2022	<u>New Issuance</u>	<u>381,178</u>	<u>Common</u>	<u>\$0.0004</u>	<u>Yes</u>	<u>Joseph Levy</u>	<u>Private Placement</u>	<u>Restricted</u>	Reg D 506(b)
7/19/2022	<u>New Issuance</u>	<u>288,462</u>	<u>Common</u>	<u>\$0.0004</u>	<u>Yes</u>	<u>David Lifshitz</u>	<u>Private Placement</u>	<u>Restricted</u>	Reg D 506(b)
7/19/2022	<u>New Issuance</u>	<u>48,269</u>	<u>Common</u>	<u>\$0.0004</u>	<u>Yes</u>	<u>David Nadav</u>	<u>Private Placement</u>	<u>Restricted</u>	Reg D 506(b)

7/5/2022	<u>New Issuance</u>	<u>9,615</u>	<u>Common</u>	<u>\$0.0004</u>	<u>Yes</u>	<u>Moshe Ofek</u>	<u>Private Placement</u>	<u>Restricted</u>	<u>Reg D 506(b)</u>
7/5/2022	<u>New Issuance</u>	<u>46,731</u>	<u>Common</u>	<u>\$0.0004</u>	<u>Yes</u>	<u>Simcha Povarski</u>	<u>Private Placement</u>	<u>Restricted</u>	<u>Reg D 506(b)</u>
7/17/2022	<u>New Issuance</u>	<u>96,154</u>	<u>Common</u>	<u>\$0.0004</u>	<u>Yes</u>	<u>Yosef Raybi</u>	<u>Private Placement</u>	<u>Restricted</u>	<u>Reg D 506(b)</u>
7/14/2022	<u>New Issuance</u>	<u>233,846</u>	<u>Common</u>	<u>\$0.0004</u>	<u>Yes</u>	<u>Shlomo Shinkar</u>	<u>Private Placement</u>	<u>Restricted</u>	<u>Reg D 506(b)</u>
7/11/2022	<u>New Issuance</u>	<u>38,846</u>	<u>Common</u>	<u>\$0.0004</u>	<u>Yes</u>	<u>Ezra Shtayat</u>	<u>Private Placement</u>	<u>Restricted</u>	<u>Reg D 506(b)</u>
7/6/2022	<u>New Issuance</u>	<u>18,998</u>	<u>Common</u>	<u>\$0.0004</u>	<u>Yes</u>	<u>YaakovStarck</u>	<u>Private Placement</u>	<u>Restricted</u>	<u>Reg D 506(b)</u>
6/23/2022	<u>New Issuance</u>	<u>42,500</u>	<u>Common</u>	<u>\$0.0004</u>	<u>Yes</u>	<u>Yosef Wasserman</u>	<u>Private Placement</u>	<u>Restricted</u>	<u>Reg D 506(b)</u>
7/6/2022	<u>New Issuance</u>	<u>42,481</u>	<u>Common</u>	<u>\$0.0004</u>	<u>Yes</u>	<u>Judah Weiner</u>	<u>Private Placement</u>	<u>Restricted</u>	<u>Reg D 506(b)</u>
7/20/2022	<u>New Issuance</u>	<u>91,038</u>	<u>Common</u>	<u>\$0.0004</u>	<u>Yes</u>	<u>Joseph Wexler</u>	<u>Private Placement</u>	<u>Restricted</u>	<u>Reg D 506(b)</u>
6/29/2022	<u>New Issuance</u>	<u>1,152,543</u>	<u>Common</u>	<u>\$0.0004</u>	<u>Yes</u>	<u>ATTI LLC - Phillip Goodman has voting control</u>	<u>Private Placement</u>	<u>Restricted</u>	<u>Reg D 506(b)</u>
7/27/2022	<u>New Issuance</u>	<u>30,351</u>	<u>Common</u>	<u>\$0.0004</u>	<u>Yes</u>	<u>EFRAT INVESTMENT -Pinny Rotter has investment control</u>	<u>Private Placement</u>	<u>Restricted</u>	<u>Reg D 506(b)</u>
6/17/2022	<u>New Issuance</u>	<u>24,231</u>	<u>Common</u>	<u>\$0.0004</u>	<u>Yes</u>	<u>Aaron Furst</u>	<u>Private Placement</u>	<u>Restricted</u>	<u>Reg D 506(b)</u>
6/14/2022	<u>New Issuance</u>	<u>3,606</u>	<u>Common</u>	<u>\$0.0004</u>	<u>Yes</u>	<u>Abraham Lerner</u>	<u>Private Placement</u>	<u>Restricted</u>	<u>Reg D 506(b)</u>
7/14/2022	<u>New Issuance</u>	<u>6,070</u>	<u>Common</u>	<u>\$0.0004</u>	<u>Yes</u>	<u>Baruch Bindiger</u>	<u>Private Placement</u>	<u>Restricted</u>	<u>Reg D 506(b)</u>
6/10/2022	<u>New Issuance</u>	<u>2,423</u>	<u>Common</u>	<u>\$0.0004</u>	<u>Yes</u>	<u>Amrom Frankel</u>	<u>Private Placement</u>	<u>Restricted</u>	<u>Reg D 506(b)</u>
7/21/2022	<u>New Issuance</u>	<u>12,115</u>	<u>Common</u>	<u>\$0.0004</u>	<u>Yes</u>	<u>Aron Gottenger</u>	<u>Private Placement</u>	<u>Restricted</u>	<u>Reg D 506(b)</u>
6/16/2022	<u>New Issuance</u>	<u>90,865</u>	<u>Common</u>	<u>\$0.0004</u>	<u>Yes</u>	<u>Avrohom Perlstein</u>	<u>Private Placement</u>	<u>Restricted</u>	<u>Reg D 506(b)</u>
7/7/2022	<u>New Issuance</u>	<u>6,069</u>	<u>Common</u>	<u>\$0.0004</u>	<u>Yes</u>	<u>Abe Keys and Co.Corp.-Avrom Schussel has voting control</u>	<u>Private Placement</u>	<u>Restricted</u>	<u>Reg D 506(b)</u>
6/2/2022	<u>New Issuance</u>	<u>18,166</u>	<u>Common</u>	<u>\$0.0004</u>	<u>Yes</u>	<u>Chevrah Lomdei Mishnah</u>	<u>Private Placement</u>	<u>Restricted</u>	<u>Reg D 506(b)</u>
7/8/2022	<u>New Issuance</u>	<u>19,231</u>	<u>Common</u>	<u>\$0.0004</u>	<u>Yes</u>	<u>Dov Klepner</u>	<u>Private Placement</u>	<u>Restricted</u>	<u>Reg D 506(b)</u>

6/21/2022	<u>New Issuance</u>	<u>8,413</u>	<u>Common</u>	<u>\$0.0004</u>	<u>Yes</u>	<u>Ketov Ltd.</u>	<u>Private Placement</u>	<u>Restricted</u>	Reg D 506(b)
7/6/2022	<u>New Issuance</u>	<u>3,635</u>	<u>Common</u>	<u>\$0.0004</u>	<u>Yes</u>	<u>Jonathan Goldstein</u>	<u>Private Placement</u>	<u>Restricted</u>	Reg D 506(b)
6/2/2022	<u>New Issuance</u>	<u>3,635</u>	<u>Common</u>	<u>\$0.0004</u>	<u>Yes</u>	<u>Joseph Schwartz</u>	<u>Private Placement</u>	<u>Restricted</u>	Reg D 506(b)
6/20/2022	<u>New Issuance</u>	<u>120,288</u>	<u>Common</u>	<u>\$0.0004</u>	<u>Yes</u>	<u>Joseph Gelbfish</u>	<u>Private Placement</u>	<u>Restricted</u>	Reg D 506(b)
6/8/2022	<u>New Issuance</u>	<u>48,462</u>	<u>Common</u>	<u>\$0.0004</u>	<u>Yes</u>	<u>Juda Grosz</u>	<u>Private Placement</u>	<u>Restricted</u>	Reg D 506(b)
6/15/2022	<u>New Issuance</u>	<u>6,010</u>	<u>Common</u>	<u>\$0.0004</u>	<u>Yes</u>	<u>Leah Krausz</u>	<u>Private Placement</u>	<u>Restricted</u>	Reg D 506(b)
7/6/2022	<u>New Issuance</u>	<u>4,846</u>	<u>Common</u>	<u>\$0.0004</u>	<u>Yes</u>	<u>Menachem Brecher</u>	<u>Private Placement</u>	<u>Restricted</u>	Reg D 506(b)
7/4/2022	<u>New Issuance</u>	<u>2,404</u>	<u>Common</u>	<u>\$0.0004</u>	<u>Yes</u>	<u>Moshe Banda</u>	<u>Private Placement</u>	<u>Restricted</u>	Reg D 506(b)
7/6/2022	<u>New Issuance</u>	<u>12,139</u>	<u>Common</u>	<u>\$0.0004</u>	<u>Yes</u>	<u>Shimon Silver</u>	<u>Private Placement</u>	<u>Restricted</u>	Reg D 506(b)
7/4/2022	<u>New Issuance</u>	<u>9,615</u>	<u>Common</u>	<u>\$0.0004</u>	<u>Yes</u>	<u>Shlomo Reichman</u>	<u>Private Placement</u>	<u>Restricted</u>	Reg D 506(b)
7/7/2022	<u>New Issuance</u>	<u>4,856</u>	<u>Common</u>	<u>\$0.0004</u>	<u>Yes</u>	<u>Yehuda Reichman</u>	<u>Private Placement</u>	<u>Restricted</u>	Reg D 506(b)
6/21/2022	<u>New Issuance</u>	<u>12,620</u>	<u>Common</u>	<u>\$0.0004</u>	<u>Yes</u>	<u>Yermia Rochlitz</u>	<u>Private Placement</u>	<u>Restricted</u>	Reg D 506(b)
7/5/2022	<u>New Issuance</u>	<u>12,187</u>	<u>Common</u>	<u>\$0.0004</u>	<u>Yes</u>	<u>Yitzchok Orzel</u>	<u>Private Placement</u>	<u>Restricted</u>	Reg D 506(b)
7/14/2022	<u>New Issuance</u>	<u>6,070</u>	<u>Common</u>	<u>\$0.0004</u>	<u>Yes</u>	<u>Yoel Bindiger</u>	<u>Private Placement</u>	<u>Restricted</u>	Reg D 506(b)
7/14/2022	<u>New Issuance</u>	<u>240,385</u>	<u>Common</u>	<u>\$0.0004</u>	<u>Yes</u>	<u>Lazar Schwimmer</u>	<u>Private Placement</u>	<u>Restricted</u>	Reg D 506(b)
7/31/2022	<u>New Issuance</u>	<u>28,846</u>	<u>Common</u>	<u>\$0.0004</u>	<u>Yes</u>	<u>Elimelech Sandel</u>	<u>Private Placement</u>	<u>Restricted</u>	Reg D 506(b)
7/20/2022	<u>New Issuance</u>	<u>192,308</u>	<u>Common</u>	<u>\$0.0004</u>	<u>Yes</u>	<u>Yanky Grunwald</u>	<u>Private Placement</u>	<u>Restricted</u>	Reg D 506(b)
7/31/2022	<u>New Issuance</u>	<u>180,288</u>	<u>Common</u>	<u>\$0.0004</u>	<u>Yes</u>	<u>Shifra Gestetner</u>	<u>Private Placement</u>	<u>Restricted</u>	Reg D 506(b)
7/10/2022	<u>New Issuance</u>	<u>25,000</u>	<u>Common</u>	<u>\$0.0004</u>	<u>Yes</u>	<u>Simcha Orlinsky</u>	<u>Private Placement</u>	<u>Restricted</u>	Reg D 506(b)
7/7/2022	<u>New Issuance</u>	<u>6,069</u>	<u>Common</u>	<u>\$0.0004</u>	<u>Yes</u>	<u>Amr Baskets - Moshe Rennert has voting control</u>	<u>Private Placement</u>	<u>Restricted</u>	Reg D 506(b)
7/20/2022	<u>New Issuance</u>	<u>12,139</u>	<u>Common</u>	<u>\$0.0004</u>	<u>Yes</u>	<u>Yoel Silver</u>	<u>Private Placement</u>	<u>Restricted</u>	Reg D 506(b)

7/4/2022	<u>New Issuance</u>	<u>4,846</u>	<u>Common</u>	<u>\$0.0004</u>	<u>Yes</u>	<u>Abraham Orzel</u>	<u>Private Placement</u>	<u>Restricted</u>	<u>Reg D 506(b)</u>
7/13/2022	<u>New Issuance</u>	<u>2,885</u>	<u>Common</u>	<u>\$0.0004</u>	<u>Yes</u>	<u>Moshe Kupferstein</u>	<u>Private Placement</u>	<u>Restricted</u>	<u>Reg D 506(b)</u>
6/21/2022	<u>New Issuance</u>	<u>24,038</u>	<u>Common</u>	<u>\$0.0004</u>	<u>Yes</u>	<u>WEBSIGHT INC-Emilelech Wieder has voting control</u>	<u>Private Placement</u>	<u>Restricted</u>	<u>Reg D 506(b)</u>
7/14/2022	<u>New Issuance</u>	<u>12,019</u>	<u>Common</u>	<u>\$0.0004</u>	<u>Yes</u>	<u>Go Drive NY Inc. -Israel Lundner has voting control</u>	<u>Private Placement</u>	<u>Restricted</u>	<u>Reg D 506(b)</u>
7/20/2022	<u>New Issuance</u>	<u>9,712</u>	<u>Common</u>	<u>\$0.0004</u>	<u>Yes</u>	<u>Ron Gilboa</u>	<u>Private Placement</u>	<u>Restricted</u>	<u>Reg D 506(b)</u>
6/20/2022	<u>New Issuance</u>	<u>12,019</u>	<u>Common</u>	<u>\$0.0004</u>	<u>Yes</u>	<u>Moshe Mayer</u>	<u>Private Placement</u>	<u>Restricted</u>	<u>Reg D 506(b)</u>
6/7/2022	<u>New Issuance</u>	<u>11,510</u>	<u>Common</u>	<u>\$0.0004</u>	<u>Yes</u>	<u>Moishe Kahan</u>	<u>Private Placement</u>	<u>Restricted</u>	<u>Reg D 506(b)</u>
8/9/2022	<u>New Issuance</u>	<u>28,846</u>	<u>Common</u>	<u>\$0.0104</u>	<u>Yes</u>	<u>Joel Schlesinger</u>	<u>Private Placement</u>	<u>Restricted</u>	<u>Reg D 506(b)</u>
8/16/2022	<u>New Issuance</u>	<u>121,154</u>	<u>Common</u>	<u>\$0.0104</u>	<u>Yes</u>	<u>Yosef Kaufman</u>	<u>Private Placement</u>	<u>Restricted</u>	<u>Reg D 506(b)</u>
8/25/2022	<u>New Issuance</u>	<u>12,019</u>	<u>Common</u>	<u>\$0.0104</u>	<u>Yes</u>	<u>Joel Banda</u>	<u>Private Placement</u>	<u>Restricted</u>	<u>Reg D 506(b)</u>
8/29/2022	<u>New Issuance</u>	<u>18,221</u>	<u>Common</u>	<u>\$0.0104</u>	<u>Yes</u>	<u>Ronald Pasternak</u>	<u>Private Placement</u>	<u>Restricted</u>	<u>Reg D 506(b)</u>
8/31/2022	<u>New Issuance</u>	<u>120,192</u>	<u>Common</u>	<u>\$0.0104</u>	<u>Yes</u>	<u>David Ginzberg</u>	<u>Private Placement</u>	<u>Restricted</u>	<u>Reg D 506(b)</u>
9/06/2022	<u>New Issuance</u>	<u>18,202</u>	<u>Common</u>	<u>\$0.0104</u>	<u>Yes</u>	<u>Itamar Cohen</u>	<u>Private Placement</u>	<u>Restricted</u>	<u>Reg D 506(b)</u>
9/07/2022	<u>New Issuance</u>	<u>76,010</u>	<u>Common</u>	<u>\$0.0104</u>	<u>Yes</u>	<u>Hannya Yosef Rabinowitz</u>	<u>Private Placement</u>	<u>Restricted</u>	<u>Reg D 506(b)</u>
9/07/2022	<u>New Issuance</u>	<u>415,385</u>	<u>Common</u>	<u>\$0.0104</u>	<u>Yes</u>	<u>Itzchak Zeev Solowitzik</u>	<u>Private Placement</u>	<u>Restricted</u>	<u>Reg D 506(b)</u>
9/08/2022	<u>New Issuance</u>	<u>9,615</u>	<u>Common</u>	<u>\$0.0104</u>	<u>Yes</u>	<u>Aharon Cohen</u>	<u>Private Placement</u>	<u>Restricted</u>	<u>Reg D 506(b)</u>
9/08/2022	<u>New Issuance</u>	<u>96,154</u>	<u>Common</u>	<u>\$0.0104</u>	<u>Yes</u>	<u>Dina Hemed</u>	<u>Private Placement</u>	<u>Restricted</u>	<u>Reg D 506(b)</u>
9/08/2022	<u>New Issuance</u>	<u>48,077</u>	<u>Common</u>	<u>\$0.0104</u>	<u>Yes</u>	<u>Raphael Kook</u>	<u>Private Placement</u>	<u>Restricted</u>	<u>Reg D 506(b)</u>
9/08/2022	<u>New Issuance</u>	<u>60,697</u>	<u>Common</u>	<u>\$0.0104</u>	<u>Yes</u>	<u>Aharon Yaffe</u>	<u>Private Placement</u>	<u>Restricted</u>	<u>Reg D 506(b)</u>
9/09/2022	<u>New Issuance</u>	<u>48,077</u>	<u>Common</u>	<u>\$0.0104</u>	<u>Yes</u>	<u>Chaim Ginzberg</u>	<u>Private Placement</u>	<u>Restricted</u>	<u>Reg D 506(b)</u>
9/12/2022	<u>New Issuance</u>	<u>48,077</u>	<u>Common</u>	<u>\$0.0104</u>	<u>Yes</u>	<u>Rahamim Mordechai Arie</u>	<u>Private Placement</u>	<u>Restricted</u>	<u>Reg D 506(b)</u>

9/12/2022	<u>New Issuance</u>	<u>56,250</u>	<u>Common</u>	<u>\$0.0104</u>	<u>Yes</u>	<u>Zalman Eisenberger</u>	<u>Private Placement</u>	<u>Restricted</u>	Reg D 506(b)
9/12/2022	<u>New Issuance</u>	<u>206,370</u>	<u>Common</u>	<u>\$0.0104</u>	<u>Yes</u>	<u>Yehoshua Asher Rabinovitz</u>	<u>Private Placement</u>	<u>Restricted</u>	Reg D 506(b)
9/13/2022	<u>New Issuance</u>	<u>379,808</u>	<u>Common</u>	<u>\$0.0104</u>	<u>Yes</u>	<u>Sholom N Gottdiener</u>	<u>Private Placement</u>	<u>Restricted</u>	Reg D 506(b)
9/13/2022	<u>New Issuance</u>	<u>2,981</u>	<u>Common</u>	<u>\$0.0104</u>	<u>Yes</u>	<u>Prime Selection Inc. -Maurice Rosenberg has voting control</u>	<u>Private Placement</u>	<u>Restricted</u>	Reg D 506(b)
9/14/2022	<u>New Issuance</u>	<u>32,500</u>	<u>Common</u>	<u>\$0.0104</u>	<u>Yes</u>	<u>Binyomin Fishman</u>	<u>Private Placement</u>	<u>Restricted</u>	Reg D 506(b)
9/14/2022	<u>New Issuance</u>	<u>121,394</u>	<u>Common</u>	<u>\$0.0104</u>	<u>Yes</u>	<u>Yaacov Aharon Kaizer</u>	<u>Private Placement</u>	<u>Restricted</u>	Reg D 506(b)
9/15/2022	<u>New Issuance</u>	<u>31,500</u>	<u>Common</u>	<u>\$0.0104</u>	<u>Yes</u>	<u>Morton Fishman</u>	<u>Private Placement</u>	<u>Restricted</u>	Reg D 506(b)
9/15/2022	<u>New Issuance</u>	<u>31,500</u>	<u>Common</u>	<u>\$0.0104</u>	<u>Yes</u>	<u>MNHF 12-11 TRUST -Morton Mordechai Fishman has voting control</u>	<u>Private Placement</u>	<u>Restricted</u>	Reg D 506(b)
9/16/2022	<u>New Issuance</u>	<u>18,030</u>	<u>Common</u>	<u>\$0.0104</u>	<u>Yes</u>	<u>DINI WIGS LLC -Eitzik Weinberg has voting control</u>	<u>Private Placement</u>	<u>Restricted</u>	Reg D 506(b)
9/19/2022	<u>New Issuance</u>	<u>24,539</u>	<u>Common</u>	<u>\$0.0104</u>	<u>Yes</u>	<u>David Nahari</u>	<u>Private Placement</u>	<u>Restricted</u>	Reg D 506(b)
9/20/2022	<u>New Issuance</u>	<u>4,856</u>	<u>Common</u>	<u>\$0.0104</u>	<u>Yes</u>	<u>Menashe Szegedin</u>	<u>Private Placement</u>	<u>Restricted</u>	Reg D 506(b)
10/03/2022	<u>New Issuance</u>	<u>242,308</u>	<u>Common</u>	<u>\$0.0104</u>	<u>Yes</u>	<u>Daniel Simon Black</u>	<u>Private Placement</u>	<u>Restricted</u>	Reg D 506(b)
10/07/2022	<u>New Issuance</u>	<u>2,424</u>	<u>Common</u>	<u>\$0.0104</u>	<u>Yes</u>	<u>Dovid Perlstein</u>	<u>Private Placement</u>	<u>Restricted</u>	Reg D 506(b)
10/24/2022	<u>New Issuance</u>	<u>67,308</u>	<u>Common</u>	<u>\$0.0104</u>	<u>Yes</u>	<u>Meir Moshe Kirshenbaum</u>	<u>Private Placement</u>	<u>Restricted</u>	Reg D 506(b)
11/29/2022	<u>New Issuance</u>	<u>14,424</u>	<u>Common</u>	<u>\$0.0104</u>	<u>Yes</u>	<u>Abraham Orzel</u>	<u>Private Placement</u>	<u>Restricted</u>	Reg D 506(b)
11/29/22	<u>New Issuance</u>	<u>134,616</u>	<u>Common</u>	<u>\$0.0104</u>	<u>Yes</u>	<u>Mordechai Glick</u>	<u>Private Placement</u>	<u>Restricted</u>	Reg D 506(b)
11/20/22	<u>New Issuance</u>	<u>8,498</u>	<u>Common</u>	<u>\$0.0104</u>	<u>Yes</u>	<u>Isaac Moses Rosenberg</u>	<u>Private Placement</u>	<u>Restricted</u>	Reg D 506(b)
11/29/2022	<u>New Issuance</u>	<u>3,277</u>	<u>Common</u>	<u>\$0.0104</u>	<u>Yes</u>	<u>Pinchas Tondowski</u>	<u>Private Placement</u>	<u>Restricted</u>	Reg D 506(b)
9/15/2022	<u>New Issuance</u>	<u>6,058</u>	<u>Common</u>	<u>\$0.0104</u>	<u>Yes</u>	<u>Chana Bluma Bertman (Mandis)</u>	<u>Private Placement</u>	<u>Restricted</u>	Reg D 506(b)

11/20/2022	New Issuance	4,808	Common	\$0.0104	Yes	Eliyahu Zweibel	Private Placement	Restricted	Reg D 506(b)
11/29/2022	New Issuance	100,097	Common	\$0.0104	Yes	Yehoishiah Rubin	Private Placement	Restricted	Reg D 506(b)
11/29/2022	New Issuance	100,097	Common	\$0.0104	Yes	Sholomtzi M Rubin	Private Placement	Restricted	Reg D 506(b)
12/01/2022	New Issuance	8,414	Common	\$0.0104	Yes	Moshe Fried	Private Placement	Restricted	Reg D 506(b)
12/13/2022	New Issuance	19,231*	Common	\$1.04	Yes	Raful Tehila	Private Placement	Restricted	Reg D 506(b)
4/24/2023	New Issuance	170,000	Common	\$0.5701	No	Inter Mutagim Shivuk Vehafatsa - Moshe Kugman has voting control	For services	Restricted	Reg D 506(b)
9/21/2023	Conversion of 1,321 shares of preferred stock to common stock	1,321,000	Common	\$0.001	No	Menachim Bromberg	Conversion of preferred stock to common stock	Restricted	4(a)2
9/21/2023	Conversion of 1,722 shares of preferred stock to common stock	1,722,000	Common	\$0.001	No	Menachim Bromberg	Conversion of preferred stock to common stock	Restricted	4(a)2
9/21/2023	Conversion of 122 shares of preferred stock to common stock	122,000	Common	\$0.001	No	Amazing Deals USA -Ami Katz has voting control	Conversion of preferred stock to common stock	Restricted	4(a)2
9/21/2023	Conversion of 142 shares of preferred stock to common stock	142,000	Common	\$0.001	No	Amazing Deals USA -Ami Katz has voting control	Conversion of preferred stock to common stock	Restricted	4(a)2
9/21/2023	Conversion of 121 shares of preferred stock to common stock	121,000	Common	\$0.001	No	Zichron Yoel DBA Zichron Leah Rifka - Shlomo Wolpin has voting control	Conversion of preferred stock to common stock	Restricted	4(a)2
9/21/2023	Conversion of 208 shares of preferred stock to common stock	208,000	Common	\$0.001	No	Congregation Bais Medrash Inc.-David Speigel has voting control	Conversion of preferred stock to common stock	Restricted	4(a)2
9/21/2023	Conversion of 9 shares of preferred stock to common stock	9,000	Common	\$0.001	No	Moshe Levi	Conversion of preferred stock to common stock	Restricted	4(a)2
1/10/2024	New issuance	750,000	Preferred Shares	\$0.001	Yes	Cheskel Meisels	Issuance of preferred shares to the Company's new CEO.	Restricted	4(a)2

Shares Outstanding on Date of This Report:		
	<u>Ending Balance:</u>	
Date 7/31/2024	Common: 19,090,078	
	Preferred: 1,584,254	

Example: A company with a fiscal year end of December 31st 2023, in addressing this item for its Annual Report, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2022 through December 31, 2023 pursuant to the tabular format above.

*****Control persons for any entities in the table above must be disclosed in the table or in a footnote here.**

Use the space below to provide any additional details, including footnotes to the table above:

B. Promissory and Convertible Notes

Indicate by check mark whether there are any outstanding promissory, convertible notes, convertible debentures, or any other debt instruments that may be converted into a class of the issuer's equity securities:

No: Yes: (If yes, you must complete the table below)

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder. *** You must disclose the control person(s) for any entities listed.	Reason for Issuance (e.g. Loan, Services, etc.)
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____

*****Control persons for any entities in the table above must be disclosed in the table or in a footnote here.**

Use the space below to provide any additional details, including footnotes to the table above:

4) Issuer's Business, Products and Services

The purpose of this section is to provide a clear description of the issuer's current operations. Ensure that these descriptions are updated on the Company's Profile on www.OTCMarkets.com.

A. Summarize the issuer's business operations (If the issuer does not have current operations, state "no operations")

The Company is a distributor of Rollux and elevator luggage

B. List any subsidiaries, parent company, or affiliated companies.

None

C. Describe the issuers' principal products or services.

Rollux and elevator luggage

5) Issuer's Facilities

The goal of this section is to provide investors with a clear understanding of all assets, properties or facilities owned, used or leased by the issuer and the extent in which the facilities are utilized.

In responding to this item, please clearly describe the assets, properties or facilities of the issuer. Describe the location of office space, data centers, principal plants, and other property of the issuer and describe the condition of the properties. Specify if the assets, properties, or facilities are owned or leased and the terms of their leases. If the issuer does not have complete ownership or control of the property, describe the limitations on the ownership.

If the issuer leases any assets, properties or facilities, clearly describe them as above and the terms of their leases.

The Company leases office space on demand at 80 Broad St. New York, New York

6) All Officers, Directors, and Control Persons of the Company

Using the table below, please provide information, as of the period end date of this report, regarding all officers and directors of the company, or any person that performs a similar function, regardless of the number of shares they own.

In addition, list all individuals or entities controlling 5% or more of any class of the issuer's securities.

If any insiders listed are corporate shareholders or entities, provide the name and address of the person(s) beneficially owning or controlling such corporate shareholders, or the name and contact information (City, State) of an individual representing the corporation or entity. Include Company Insiders who own any outstanding units or shares of any class of any equity security of the issuer.

The goal of this section is to provide investors with a clear understanding of the identity of all the persons or entities that are involved in managing, controlling or advising the operations, business development and disclosure of the issuer, as well as the identity of any significant or beneficial owners.

Names of All Officers, Directors, and Control Persons	Affiliation with Company (e.g. Officer Title /Director/Owner of 5% or more)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Names of control person(s) if a corporate entity
Cheskel Meisels	CEO	New York, New York	750,000	A-1 Preferred Stock	47.3%	Each share of preferred stock is convertible into 1,000

						shares of common stock
Issamar Ginzberg	Former CEO	New York, New York	193,756	A-1 Preferred Stock	23.2%	Each share of preferred stock is convertible into 1,000 shares of common stock
Israel Moshe Levy	Owner of more than 5%	Jerusalem, Israel	199,406	A-1 Preferred Stock	23.9%	Each share of preferred stock is convertible into 1,000 shares of common stock
Shmuel Rotbard	Owner of more than 5%	Jerusalem, Israel	199,406	A-1 Preferred Stock	23.9%	Each share of Preferred stock is convertible into 1,000 shares of common stock
Benz Elevation Benjamin Levine has voting control	Owner of more than 5%	Suffern, New York	199,407	A-1 Preferred Stock	23.9%	Benjamin Levine has voting control. Each share of Preferred stock is convertible into 1,000 shares of common stock
First Line Capital Daniel; Hirsch has voting control	Owner of more than 5%	Teaneck, New Jersey	41,687	A-1 Preferred Stock	5.0%	Daniel Hirsch has voting control. Each share of Preferred stock is convertible into 1,000 shares of common stock
Issamar Ginzberg	Former CEO	New York, New York	2,054,347	Common	10.8%	
Atti LLC	Owner of more than 5%	New York, New York	1,152,543	Common	6.0%	Raid Atti has voting control
Menachim Mendel Bromberg	Owner of more than 5%	New York, New York	3,043,000	Common	15.9%	
Israel Moshe Levy	Owner of more than 5%	New York, New York	2,054,347	Common	10.8%	
Shmuel Rotbard	Owner of more than 5%	Jerusalem, Israel	2,054,347	Common	10.8%	

Confirm that the information in this table matches your public company profile on www.OTCMarkets.com. If any updates are needed to your public company profile, log in to www.OTCIQ.com to update your company profile.

7) Legal/Disciplinary History

A. Identify and provide a brief explanation as to whether any of the persons or entities listed above in Section 6 have, in the past 10 years:

1. Been the subject of an indictment or conviction in a criminal proceeding or plea agreement or named as a defendant in a pending criminal proceeding (excluding minor traffic violations);

No

2. Been the subject of 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, financial- or investment-related, insurance or banking activities;

No

3. Been the subject of a finding, disciplinary order or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, a state securities regulator of a violation of federal or state securities or commodities law, or a foreign regulatory body or court, which finding or judgment has not been reversed, suspended, or vacated;

No

4. Named as a defendant or a respondent in a regulatory complaint or proceeding that could result in a "yes" answer to part 3 above; or

No

5. Been the subject 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.

No

6. Been the subject of a U.S Postal Service false representation order, or a temporary restraining order, or preliminary injunction with respect to conduct alleged to have violated the false representation statute that applies to U.S mail.

No

- B. Describe briefly any material pending legal proceedings, other than ordinary routine litigation incidental to the business, to which the issuer or any of its subsidiaries is a party to or of which any of their property is the subject. Include the name of the court or agency in which the proceedings are pending, the date instituted, the principal parties thereto, a description of the factual basis alleged to underlie the proceeding and the relief sought. Include similar information as to any such proceedings known to be contemplated by governmental authorities.

No

8) Third Party Service Providers

Provide the name, address, telephone number and email address of each of the following outside providers. You may add additional space as needed.

Confirm that the information in this table matches your public company profile on www.OTCMarkets.com. If any updates are needed to your public company profile, update your company profile.

Securities Counsel (must include Counsel preparing Attorney Letters).

Name:	Gary Blum
Address 1:	3278 Wilshire Boulevard, Suite 603
Address 2:	Los Angeles, California 90010
Phone:	213-369-8112
Email:	gblum@blumlaw.com

Accountant or Auditor

Name: BF Borgers CPA PC
Firm:
Address 1: 5400 West Cedar Avenue
Address 2: Lakewood, CO 80226
Phone: 303.953.1454
Email: contact@bfbcpa.us
www.bfbcpa.us

Investor Relations

Name: _____
Firm: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

All other means of Investor Communication:

X (Twitter): _____
Discord: _____
LinkedIn: _____
Facebook: _____
[Other] _____

Other Service Providers

Provide the name of any other service provider(s) that **that assisted, advised, prepared, or provided information with respect to this disclosure statement**. This includes counsel, broker-dealer(s), advisor(s), consultant(s) or any entity/individual that provided assistance or services to the issuer during the reporting period.

Name: David Natan
Firm: Natan & Associates, LLC
Nature of Services: Outsourced CFO Services
Address 1: 6720 NW 74th Court
Address 2: Parkland, FL. 33067
Phone: 786-412-6085
Email: dn474747@aol.com

9) Disclosure & Financial Information

A. This Disclosure Statement was prepared by (name of individual):

Name: **David Natan**
Title: **Outsourced CFO**
Relationship to Issuer: **None**

B. The following financial statements were prepared in accordance with:

IFRS

U.S. GAAP

C. The following financial statements were prepared by (name of individual):

Name: David Natan

Title: Consultant

Relationship to Issuer: None

Describe the qualifications of the person or persons who prepared the financial statements:⁵ Mr. Natan has served as Chief Financial Officer of five listed Nasdaq and AMEX companies during his career and works with numerous OTC clients.

Provide the following qualifying financial statements:

- Audit letter, if audited;
- Balance Sheet;
- Statement of Income;
- Statement of Cash Flows;
- Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)
- Financial Notes

Financial Statement Requirements:

- Financial statements must be published together with this disclosure statement as one document.
- Financial statements must be “machine readable”. Do not publish images/scans of financial statements.
- Financial statements must be presented with comparative financials against the prior FYE or period, as applicable.
- Financial statements must be prepared in accordance with U.S. GAAP or International Financial Reporting Standards (IFRS) but are not required to be audited.

10) Issuer Certification

Principal Executive Officer:

The issuer shall include certifications by the chief executive officer and chief financial officer of the issuer (or any other persons with different titles but having the same responsibilities) in each Quarterly Report or Annual Report.

The certifications shall follow the format below:

I, Cheskel Meisels certify that:

⁵ The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS and by persons with sufficient financial skills.

1. I have reviewed this Quarterly Disclosure Statement for Fuss Brands;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this 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]

/s/ Cheskel Meisels [CEO's Signature]

(Digital Signatures should appear as "/s/ [OFFICER NAME]")

Principal Financial Officer:

I, Cheskel Meisels certify that:

1. I have reviewed this Disclosure Statement for Fuss Brands ;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this 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]

/s/[CFO's Signature]

(Digital Signatures should appear as "/s/ [OFFICER NAME]")

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

FORM 10-Q

(Mark One)

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

For the quarterly period ended July 31, 2024

Or

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

For the transition period from _____ to _____

Commission file number 001-34808

FUSS BRANDS CORP.

(Exact name of registrant as specified in its charter)

Nevada

(State or other jurisdiction of
incorporation or organization)

87-1343424

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

5399

(Primary Standard Industrial Classification Code Number)

**80 Broad Street
New York, New York 10004**

(Address of principal executive offices)

10036

(Zip Code)

Registrant's telephone number, including area code **(917)-720-3366**

(Former Name or former address if changed from last report.)

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

Title of each class	Trading Symbol(s)	Name of exchange on which registered
N/A	N/A	N/A

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or emerging growth company. See the definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company,” and “emerging growth company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated Filer	<input checked="" type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

The number of shares outstanding of the registrant’s common stock as of September 6, 2024 was 19,090,078 shares.

DOCUMENTS INCORPORATED BY REFERENCE — NONE

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PART I FINANCIAL INFORMATION

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

Information contained in this quarterly report on Form 10-Q contains “forward-looking statements.” These forward-looking statements are contained principally in the section titled “Management’s Discussion and Analysis of Financial Condition and Results of Operations,” and are generally identifiable by use of the words “may,” “will,” “should,” “expect,” “anticipate,” “estimate,” “believe,” “intend” or “project” or the negative of these words or other variations on these words or comparable terminology. The forward-looking statements herein represent our expectations, beliefs, plans, intentions or strategies concerning future events, including, but not limited to: our ability to consummate the Merger, as such term is defined below; the continued services of the Custodian as such term is defined below; our future financial performance; the continuation of historical trends; the sufficiency of our resources in funding our operations; our intention to engage in mergers and acquisitions; and our liquidity and capital needs. Our forward-looking statements are based on assumptions that may be incorrect, and there can be no assurance that any projections or other expectations included in any forward-looking statements will come to pass. Moreover, our forward-looking statements are subject to various known and unknown risks, uncertainties and other factors that may cause our actual results, performance, or achievements to be materially different from future results, performance or achievements expressed or implied by any forward-looking statements. These risks, uncertainties and other factors include but are not limited to the risks of limited management, labor, and financial resources; our ability to establish and maintain adequate internal controls; our ability to develop and maintain a market in our securities; and our ability obtain financing, if and when needed, on terms that are acceptable. Except as required by applicable laws, we undertake no obligation to update publicly any forward-looking statements for any reason, even if new information becomes available or other events occur in the future.

As used in this quarterly report on Form 10-Q, “we”, “our”, “us” and the “Company” refer to Fuss Brands Corp. a Nevada corporation unless the context requires otherwise.

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Item 1. Financial Statements.

Index to Condensed Financial Statements

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FINANCIAL STATEMENTS:	
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FUSS BRANDS CORP. CONDENSED BALANCE SHEETS

July 31, October 31,

	2024 (Unaudited)	2023 (Audited)
ASSETS		
Cash	\$ 9,007	\$ 9,448
Prepaid expenses	227,655	129,917
Total Assets	<u>\$ 236,662</u>	<u>\$ 139,364</u>
LIABILITIES & STOCKHOLDERS' DEFICIT		
Accounts payable	\$ 24,008	\$ 105,991
Accrued liabilities	160,728	156,978
Deferred revenue-net	176,658	176,658
Convertible notes	50,000	50,000
Notes payable-related party	483,676	98,381
Total current liabilities	<u>895,069</u>	<u>588,007</u>
Total liabilities	895,070	588,007
Commitments and contingencies	-	-
Stockholders' (Deficit)		
Preferred stock Series A, \$0.001 par value, 5,000,000 shares authorized, 1,584,254 and 837,899 shares issued and outstanding as of July 31, 2024 and October 31, 2023	1,584	834
Common stock, \$0.001 par value 1,000,000,000, shares authorized, 19,090,078 and 19,090,078 shares issued and outstanding as of July 31, 2024 and October 31, 2023	19,090	19,090
Additional paid-in capital	14,803,143	12,287,167
Discount on common stock	(75,889)	(75,889)
Accumulated deficit	<u>(15,406,336)</u>	<u>(12,679,846)</u>
Total Stockholders' (Deficit)	<u>(658,408)</u>	<u>(448,643)</u>
Total Liabilities and Stockholders' (Deficit)	<u>\$ 236,662</u>	<u>\$ 139,364</u>

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

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FUSS BRANDS CORP.
CONDENSED STATEMENTS OF OPERATIONS
(Unaudited)

	Three Months Ended July 31, 2024	Three Months Ended July 31, 2023	Nine Months Ended July 31, 2024	Nine Months Ended July 31, 2023
Revenue	\$ -	\$ -	\$ -	\$ -
Operating Expenses:				
Administrative expenses	45,089	114,968	2,722,695	361,825
Total operating expenses	<u>45,089</u>	<u>114,968</u>	<u>2,722,695</u>	<u>361,825</u>
(Loss) from operations	(45,089)	(114,968)	(2,722,695)	(361,825)
Other expense				
Interest expense	(1,295)	(859)	(3,795)	(859)
Income (loss) before provision for income taxes	<u>(46,384)</u>	<u>(115,827)</u>	<u>(2,726,490)</u>	<u>(362,684)</u>

Tax Provision	-	-	-	-
Net (Loss)	<u>\$ (46,384)</u>	<u>\$ (115,827)</u>	<u>\$ (2,726,490)</u>	<u>\$ (362,684)</u>
Basic and diluted (loss) per common share	<u>\$ (0.00)</u>	<u>\$ (0.01)</u>	<u>\$ (0.14)</u>	<u>\$ (0.02)</u>
Weighted average number of shares outstanding	<u>19,090,078</u>	<u>15,445,078</u>	<u>19,090,078</u>	<u>15,445,078</u>

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

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FUSS BRANDS CORP.
CONDENSED STATEMENTS OF CHANGES IN STOCKHOLDERS' DEFICIT
(Unaudited)

	Preferred Stock-Series A		Common Stock		Discount on Common Stock	Paid in Capital	Accumulated Deficit	Total Stockholders' Equity
	Shares	Value	Shares	Value				
Balance, October 31, 2022	<u>837,899</u>	<u>\$ 838</u>	<u>14,883,665</u>	<u>\$ 14,884</u>	<u>\$ (75,889)</u>	<u>\$12,170,928</u>	<u>\$ (12,174,648)</u>	<u>\$ (63,887)</u>
Net loss							(68,325)	(68,325)
Private placement of common shares			391,412	391		23,134		23,525
Balance, January 31, 2023	<u>837,899</u>	<u>\$ 838</u>	<u>15,275,077</u>	<u>\$ 15,276</u>	<u>\$ (75,889)</u>	<u>\$12,194,062</u>	<u>\$ (12,242,974)</u>	<u>\$ (108,688)</u>
Stock based compensation for services			170,000	170		96,747		96,917
Net loss							(178,532)	(178,532)
Balance, April 30, 2023	<u>837,899</u>	<u>\$ 838</u>	<u>15,445,077</u>	<u>\$ 15,446</u>	<u>\$ (75,889)</u>	<u>\$12,290,809</u>	<u>\$ (12,421,505)</u>	<u>\$ (190,302)</u>
Net loss							(115,827)	(115,827)
Balance, July 31, 2023	<u>837,899</u>	<u>\$ 838</u>	<u>15,445,077</u>	<u>\$ 15,446</u>	<u>\$ (75,889)</u>	<u>\$12,290,809</u>	<u>\$ (12,290,808)</u>	<u>\$ (306,130)</u>
	Preferred Stock-Series A		Common Stock		Discount on Common Stock	Paid in Capital	Accumulated Deficit	Total Stockholders' Equity
	Shares	Value	Shares	Value				
Balance, October 31, 2023	<u>834,254</u>	<u>\$ 834</u>	<u>19,090,078</u>	<u>\$ 19,090</u>	<u>\$ (75,889)</u>	<u>\$12,287,167</u>	<u>\$ (12,679,846)</u>	<u>\$ (448,643)</u>
Net loss							(46,259)	(46,259)

Balance, January 31, 2024	<u>834,254</u>	<u>\$ 834</u>	<u>19,090,078</u>	<u>\$ 19,090</u>	<u>\$ (75,889)</u>	<u>\$12,287,167</u>	<u>\$ (12,726,105)</u>	<u>\$ (494,903)</u>
Issuance of Series A shares for services	750,000	750.00				2,515,977		2,516,727
Net loss							(2,633,846)	(2,633,846)
Balance, April 30, 2024	<u>1,584,254</u>	<u>\$ 1,584</u>	<u>19,090,078</u>	<u>\$ 19,090</u>	<u>\$ (75,889)</u>	<u>\$14,803,143</u>	<u>\$ (15,359,951)</u>	<u>\$ (612,021)</u>
Net loss							(46,384)	(46,384)
Balance, July 31, 2024	<u>1,584,254</u>	<u>\$ 1,584</u>	<u>19,090,078</u>	<u>\$ 19,090</u>	<u>\$ (75,889)</u>	<u>\$14,803,143</u>	<u>\$ (15,406,336)</u>	<u>\$ (658,408)</u>

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

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FUSS BRANDS CORP.
CONDENSED STATEMENTS OF CASH FLOWS
(Unaudited)

	Nine Months Ended July 31, 2024	Nine Months Ended July 31, 2023
Cash Flows From Operating Activities:		
Net (loss)	\$ (2,726,490)	\$ (362,684)
Stock based compensation	2,516,727	96,917
Changes in operating assets and liabilities		
Prepaid expenses	(97,739)	(128,087)
Accounts payable	(81,983)	59,944
Deferred revenue	-	135,018
Accrued liabilities	3,750	112,859
Net cash (used in) operating activities	<u>\$ (385,735)</u>	<u>\$ (86,033)</u>
Cash Flows From Financing Activities:		
Private placement of common shares	-	23,525
Convertible notes	-	50,000
Notes payable related party	385,295	-
Net cash provided by financing activities	<u>385,295</u>	<u>73,525</u>
Net (Decrease) In Cash	(441)	(12,508)
Cash At The Beginning Of The Period	9,448	35,539
Cash At The End Of The Period	<u>\$ 9,007</u>	<u>\$ 23,031</u>

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

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FUSS BRANDS CORP.
NOTES TO (UNAUDITED) CONDENSED FINANCIAL STATEMENTS

NOTE 1 – ORGANIZATION AND DESCRIPTION OF BUSINESS

Fuss Brands Corp, f/k/a China Botanic Pharmaceutical Inc. (“the Company,” “we” “us”) was incorporated in the State of Nevada on August 18, 1988, originally under the corporate name of Solutions, Incorporated. It was inactive until August 16, 1996, when it changed its corporate name to Suarro Communications, Inc, and engaged in the business of providing internet-based business services. This line of business was discontinued in 2006, and the Company became a non-operating public company. The Company underwent a number of corporate name changes as follows:

June 1997	ComTech Consolidation Group, Inc
February 1999	E-Net Corporation
May 1999	E-Net Financial Corporation
January 2000	E-Net.Com Corporation
February 2000	E-Net Financial.Com Corporation
January 2002	Anza Capital, Inc (“Anza”)
June 2006	Renhuang Pharmaceuticals, Inc.
October 2010	China Botanic Pharmaceutical Inc.

The Company had been inactive since September 2012.

On February 4, 2021, as a result of a custodianship in Clark County, Nevada, Case Number: A-20-827231-B Custodian Ventures LLC (“Custodian”) was appointed custodian of the Company. On the same date, Custodian appointed David Lazar as the Company’s Chief Executive Officer, President, Secretary, Chief Financial Officer, Chief Executive Officer, and Chairman of the Board of Directors.

On August 24, 2021, as a result of a private transaction, 1,000,000 shares of Series A-1 Preferred Stock, \$0.001 par value per share (the “Shares”) of the Company, were transferred from Custodian Ventures, LLC to Issamar Ginzberg, Israel Moshe Levy, Shmuel Rotbard, and Benjamin Levin (collectively, the “Purchasers”). As a result, the Purchasers became holders of approximately 96% of the voting rights of the issued and outstanding share capital of the Company on a fully diluted basis of the Company and became the controlling shareholder. The consideration paid for the Shares was \$250,000. The source of the cash consideration for the Shares was personal funds. In connection with the transaction, David Lazar released the Company from all debts owed to him and/or Custodian Ventures, LLC.

On August 24, 2021, the existing director and officer resigned immediately. Accordingly, David Lazar, serving as a director and an officer, ceased to be the Company’s Chief Executive Officer, Chief Financial Officer, President, Treasurer, Secretary, and Director. At the effective date of the transfer, Issamar Ginzberg consented to act as the new Chief Executive Officer, Chief Financial Officer, President, Treasurer, Secretary, and a Director of the Company,

On July 14, 2022, China Botanic Pharmaceuticals Inc. amended its articles of incorporation to change its name to Fuss Brands Corp. (the “Name Change”). The change was made in anticipation of entering into a new line of business operations.

On July 13, 2022, the Company amended its articles of incorporation to reverse split its common stock at a rate of 1 for 26 (the “Reverse”).

On July 22, 2022, FINRA declared the Name Change and the Reverse effective. Also on July 28, 2022, the Company was informed by FINRA that the Company’s ticker symbol would be changed to FBDS in twenty business days.

The Company’s year-end is October 31.

On January 26, 2023, the Company received a purchase order from a leading luggage retailer for two types of luggage amounting to a total of \$925,000. The Company is in the process of working with a manufacturer to produce the luggage. As a result of this purchase order, as of January 26, 2023, the Company is no longer in shell status. The Company is in the process of fulfilling that order.

On March 20, 2024 assumed the role of Chief Executive Officer from Issamar Ginzberg.

Effective May 9, 2024, the “Company dismissed BF Borgers CPA PC (“BF Borgers”) as its independent registered public accounting firm.

BF Borgers’ audit reports on the Company’s consolidated financial statements as of and for the fiscal years ended October 31, 2023 and October 31, 2022 contained a qualification that the Company’s significant operating losses raise substantial doubt as to the Company’s ability to continue as a going concern. The audit reports did not otherwise contain a disclaimer of opinion and were not qualified or modified as to audit scope or accounting principles.

During the fiscal years ended October 31, 2023 and 2022, and the subsequent interim period through the date of this report, there were no disagreements, as that term is defined in Item 304(a)(1)(iv) of Regulation S-K, between the Company and BF Borgers on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure, which disagreements, if not resolved to BF Borgers’ satisfaction, would have caused BF Borgers to make reference to such disagreements in its audit reports.

During the fiscal years ended October 31, 2023 and 2022, and the subsequent interim period through the date of this report, there were no reportable events within the meaning of Item 304(a)(1)(v) of Regulation S-K.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The accompanying condensed financial statements have been prepared in accordance with the Financial Accounting Standards Board (“FASB”) “FASB Accounting Standard Codification™” (the “Codification”) which is the source of authoritative accounting principles recognized by the FASB to be applied by nongovernmental entities in the preparation of As of July 31, 2024, and October 31, 2023, there were 19,090,078 and 19,090,078 shares of common stock issued and outstanding, respectively. The condensed financial statements have been prepared in conformity with accepted accounting principles (“GAAP”) in the United States.

Management’s Representation of Interim Condensed Financial Statements

The accompanying unaudited condensed financial statements have been prepared by the Company without audit pursuant to the rules and regulations of the Securities and Exchange Commission (“SEC”). The Company uses the same accounting policies in preparing quarterly and annually. Certain information and footnote disclosures normally included in the condensed financial statements prepared in accordance with accounting principles generally accepted in the United States (“GAAP”) have been condensed or omitted as allowed by such rules and regulations, and management believes that the disclosures are adequate to make the information presented not misleading. These condensed financial statements include all of the adjustments, which in the opinion of management are necessary for a fair presentation of financial position and results of operations. All such adjustments are of a normal and recurring nature. Interim results are not necessarily indicative of results for a full year. These condensed financial statements should be read in conjunction with the condensed audited financial statements and notes thereto on October 31, 2023, as presented in the Company’s Annual Report on Form 10-K.

Going Concern

The accompanying condensed financial statements have been prepared assuming the Company will continue as a going concern, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business for the twelve months following the date of these condensed financial statements. As of July 31, 2024, the Company had negative working capital of \$658,407 and an accumulated deficit of \$15,406,336.

Because the Company does not expect that the existing operational cash flow will be sufficient to fund presently anticipated operations, this raises substantial doubt about the Company’s ability to continue as a going concern. Therefore, the Company will need to raise additional funds and is currently exploring alternative sources of financing. Recently the Company has been funded by related party shareholders and officers. Historically, the Company raised capital through private placements, to finance working capital needs and

may attempt to raise capital through the sale of common stock or other securities and obtaining some short-term loans. The Company will be required to continue to do so until its operations become profitable. Also, the Company has, in the past, paid for consulting services with its common stock to maximize working capital, and intends to continue this practice where feasible.

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Use of Estimates

The preparation of condensed financial statements in conformity with US GAAP requires management to make estimates and assumptions that affect the reported amounts of liabilities and disclosure of contingent assets and liabilities at the date of the condensed financial statements and the reported amounts of revenues and expenses during the reporting period. The most significant estimates relate to income taxes and contingencies. The Company bases its estimates on historical experience, known or expected trends, and various other assumptions that are believed to be reasonable given the quality of information available as of the date of these condensed financial statements. The results of these assumptions provide the basis for making estimates about the carrying amount of assets and liabilities that are not readily apparent from other sources. Actual results could differ from these estimates.

Reverse Stock Split

On July 26, 2022, the Company effected a 1 for 26 reverse stock split of its common stock. All common stock amounts and references have been retroactively adjusted for all figures present to reflect this split unless specifically stated otherwise.

Revenue recognition

The Company has not generated any revenue to date and is in the process of completing its first order to manufacture luggage. Revenue from sale of luggage will be recognized under the using the five-step approach required under the guidelines of ASC 606:

1. Identify the contract with the client,
2. Identify the performance obligations in the contract,
3. Determine the transaction price,
4. Allocate the transaction price to performance obligations in the contract
5. Recognize revenues when or as the Company satisfies a performance obligation

During the third quarter ended July 31, 2023, the Company billed its customer in advance for a portion of the luggage to be delivered, and received an initial payment against the order to be delivered. All revenue billed in advance of services being delivered is recorded in deferred revenue, net. As of July 31, 2024, and October 31, 2023, the balances of deferred revenue, net were \$176,658 and \$176,658 respectively. The components of deferred revenue net in the Company's unaudited balance sheet were deferred revenue of \$450,060 less accounts receivable of \$274,402 for unfulfilled obligations, netting to \$176,658.

Prepaid expenses

Prepaid expenses are amounts paid to secure the use of assets or the receipt of services at a future date or continuously over one or more future periods. When the prepaid expenses are eventually consumed, they are charged to expense. Prepaid expenses are recorded at fair market value.

As of July 31, 2024, and October 31, 2023, the balance of prepaid expenses was \$227,655 and \$129,917, respectively.

Cash and cash equivalents

The Company considers all highly liquid temporary cash investments with an original maturity of three months or less to be cash equivalents. As of July 31, 2024, and October 31, 2023, the Company had \$9,007 and \$9,448 in cash on hand, respectively.

Income taxes

The Company accounts for income taxes under FASB ASC 740, “Accounting for Income Taxes”. Under FASB ASC 740, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. Under FASB ASC 740, the effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. FASB ASC 740-10-05, “Accounting for Uncertainty in Income Taxes” prescribes a recognition threshold and a measurement attribute for the financial statement recognition and measurement of tax positions taken or expected to be taken in a tax return. For those benefits to be recognized, a tax position must be more-likely-than-not to be sustained upon examination by taxing authorities.

The amount recognized is measured as the largest amount of benefit that is greater than 50 percent likely of being realized upon ultimate settlement. The Company assesses the validity of its conclusions regarding uncertain tax positions quarterly to determine if facts or circumstances have arisen that might cause it to change its judgment regarding the likelihood of a tax position’s sustainability under audit.

Net Loss per Share

Net loss per common share is computed by dividing net loss by the weighted average common shares outstanding during the period as defined by Financial Accounting Standards, ASC Topic 260, “Earnings per Share.” Basic earnings per common share (“EPS”) calculations are determined by dividing net income by the weighted average number of shares of common stock outstanding during the year. Diluted earnings per common share calculations are determined by dividing net income by the weighted average number of common shares and dilutive common share equivalents outstanding.

Recent Accounting Pronouncements

There are no recent accounting pronouncements that has an impact on the Company’s operations.

NOTE 3 – RELATED PARTY TRANSACTIONS

Subsequent to August 24, 2021, the funding for the Company has been provided by Issamar Ginzberg, Shmuel Rotbard, and Israel Moshe Levy in the form of interest-free demand loans.

During the nine months ended July 31, 2024, all of the Company’s funding amounting to \$385,295 has been provided by Cheskel Meisels, the Company’s new CEO. As of July 31, 2024, and October 31, 2023, the balance of related party’s loans was \$483,676 and \$98,381 respectively.

NOTE 4 – EQUITYCommon Stock

The Company has authorized 1,000,000,000 shares of \$0.001 par value, common stock.

On July 26, 2022, the Company effected a 1 for 26 reverse stock split of its common stock. All common stock amounts and references have been retroactively adjusted for all figures present to reflect this split unless specifically stated otherwise.

During the three months ended July 31, 2022, the Company raised \$50,593 in gross proceeds from the sale of 4,864,668 shares of common stock. Since these shares were sold at \$0.0004 prior to the reverse split, which was below the par value of \$0.001, the Company recorded a discount on common stock of \$75,889, which reduced the Company’s equity.

During the three months ended January 31, 2023, the Company sold 391,412 shares in private placements and raised \$23,525 in gross proceeds. Additionally, during the three months ended April 30, 2023, the company issued 170,000 shares to a service provider. These shares were valued at \$0.5701 which was the Company's closing trading price on the date of issuance, or a total of \$96,917 which was categorized as stock-based compensation included in general and administrative expenses for the three months ended April 30, 2023.

As of July 31, 2024, and October 31, 2023, there were 19,090,078 and 19,090,078 shares of common stock issued and outstanding, respectively.

Preferred Stock

The Company has 2,500,000 shares of Series A Preferred Stock, \$0.001 par value, authorized.

The attributes of the Series A Preferred Stock are as follows:

Dividend Provisions.

Subject to the rights of any existing series of Preferred Stock or to the rights of any series of Preferred Stock which may from time to time hereafter come into existence, the holders of shares of Series A-1 Preferred Stock shall be entitled to receive dividends, out of any assets legally available therefor, upon any payment of any dividend (payable other than in Common Stock or other securities and rights convertible into or entitling the holder thereof to receive, directly or indirectly, additional shares of Common Stock of the Corporation) on the Common Stock of the Corporation, as and if declared by the Board of Directors, as if the Series A-1 Preferred Stock had been converted into Common Stock.

Liquidation Preference.

In the event of any liquidation, dissolution, or winding up of the Corporation, either voluntary or involuntary, the holders of the Series A-1 Preferred Stock shall be entitled to receive, prior and in preference to any distribution of any of the assets of the Corporation to the holders of Common Stock, or any other series or class of common stock of the Corporation, whether now in existence or hereafter created by amendment to the articles of incorporation of the Corporation or by a certificate of designation, by reason of their ownership thereof, and senior, prior, and in preference to any other series or class of preferred stock of the Corporation, whether now in existence or hereafter created by amendment to the articles of incorporation of the Corporation or by a certificate of designation, an amount per share equal to the price per share actually paid to the Corporation upon the initial issuance of the Series A-1 Preferred Stock (each, the "the Original Issue Price") for each share of Series A-1 Preferred Stock then held by them, plus declared but unpaid dividends. Unless the Corporation can establish a different Original Issue Price in connection with a particular sale of Series A-1 Preferred Stock, the Original Issue Price shall be \$0.001 per share for the Series A-1 Preferred Stock. If, upon the occurrence of any liquidation, dissolution, or winding up of the Corporation, the assets and funds thus distributed among the holders of the Series A-1 Preferred Stock shall be insufficient to permit the payment to such holders of the full aforesaid preferential amounts, then, the entire assets and funds of the corporation legally available for distribution shall be distributed first to the Series A-1 Preferred Stock, and then ratably among the holders of each other series of Preferred Stock in proportion to the preferential amount each such holder is otherwise entitled to receive.

Redemption.

The Series A-1 Preferred Stock shares are non-redeemable other than upon the mutual agreement of the Corporation and the holder of shares to be redeemed and even in such case only to the extent permitted by this Certificate of Designation, the Corporation's Articles of Incorporation, and applicable law.

Conversion.

The holders of the Series A-1 Preferred Stock, shall have conversion rights as follows (the "Conversion Rights"):

Right to Convert.

Subject to Section 4(c), each share of Series A-1 Preferred Stock shall be convertible, at the option of the holder(s) thereof only, at any time after the date of issuance of such share, at the office of the Corporation or any transfer agent for such stock, into one thousand (1,000) fully paid and nonassessable shares of Common Stock (the “Series A-1 Conversion Ratio”).

During the three months ended April 30, 2024 the company issued 750,000 to its CEO, Cheskel Meisels. These shares were valued at 2,516,727. The fair market value of these shares was determined using a market capitalization ratio analysis.

As of July 31, 2024, and October 31, 2023, there 1,584,254 and 834,254 shares of Series A Preferred Stock were issued and outstanding, respectively.

NOTE 5 – COMMITMENTS AND CONTINGENCIES

The Company did not have any contractual commitments as of July 31, 2024, and October 31, 2023.

NOTE 6 – SUBSEQUENT EVENTS

In accordance with FASB ASC 855-10, *Subsequent Events*, the Company has analyzed its operations subsequent to July 31, 2024, to the date these condensed financial statements were issued, and has determined that it does not have any material subsequent events to disclose in these condensed financial statements.

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Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations.

Organizational History of the Company and Overview

Plan of Operation

The Company has no revenue or cash flow from operations as of the date of this Report.

On January 26, 2023, the Company received a purchase order from a leading luggage retailer for two types of luggage amounting to a total of \$925,000. The Company is in the process of working with a manufacturer to produce the luggage. As a result of this purchase order, as of January 26, 2023, the Company is no longer in shell status. The Company is in the process of fulfilling that order.

In addition management intends to explore and identify business opportunities within the U.S., including a potential acquisition of an operating entity through a reverse merger, asset purchase, or similar transaction. Our Chief Executive Officer has experience in business consulting, although no assurances can be given that he can identify and implement a viable business strategy or that any such strategy will result in profits. Our ability to effectively identify, develop and implement a viable plan for our business may be hindered by risks and uncertainties which are beyond our control, including without limitation, the continued negative effects of the coronavirus pandemic on the U.S. and global economies. For more information about the risk of coronavirus on our business, see Item 1A “Risk Factors.”

Given our limited capital resources, we may consider a business combination with an entity that has recently commenced operations, is a developing company or is otherwise in need of additional funds for the development of new products or services or expansion into new markets, or is an established business experiencing financial or operating difficulties and requires additional capital. Alternatively, a business combination may involve the acquisition of, or a merger with, an entity that desires access to the U.S. capital markets.

As of the date of this Report, our management has not had any discussions with any representative of any other entity regarding a potential business combination. Any target business that is selected may be financially unstable or in the early stages of development. In such an event, we expect to be subject to numerous risks inherent in the business and operations of a financially unstable or early-

stage entity. In addition, we may effect a business combination with an entity in an industry characterized by a high level of risk or in which our management has limited experience, and, although our management will endeavor to evaluate the risks inherent in a particular target business, there can be no assurance that we will properly ascertain or assess all significant risks.

Our management anticipates that we will likely only be able to effect one business combination due to our limited capital. This lack of diversification will likely pose a substantial risk in investing in the Company for the indefinite future because it will not permit us to offset potential losses from one venture or operating territory against gains from another. The risks we face will likely be heightened to the extent we acquire a business operating in a single industry or geographical region.

We anticipate that the selection of a business combination will be a complex and risk-prone process. Because of general economic conditions, including unfavorable conditions caused by the coronavirus pandemic, rapid technological advances being made in some industries, and shortages of available capital, management believes that there are a number of firms seeking business opportunities at this time at discounted rates with which we will compete. We expect that any potentially available business combinations may appear in a variety of different industries or regions and at various stages of development, all of which will likely render the task of comparative investigation and analysis of such business opportunities extremely difficult and complicated. Once we have developed and begun to implement our business plan, management intends to fund our working capital requirements through a combination of our existing funds and future issuances of debt or equity securities. Our working capital requirements are expected to increase in line with the implementation of a business plan and commencement of operations.

Based on our current operations, we do not have sufficient working capital to fund our operations over the next 12 months. If we can close a reverse merger, it is likely we will need capital as a condition of closing that acquisition. Because of the uncertainties, we cannot be certain as to how much capital we need to raise or the type of securities we will be required to issue. In connection with a reverse merger, we will be required to issue a controlling block of our securities to the target's shareholders which will be very dilutive.

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Additional issuances of equity or convertible debt securities will result in dilution to our current shareholders. Further, such securities might have rights, preferences, or privileges senior to our Common Stock. Additional financing may not be available on acceptable terms, or at all. If adequate funds are not available or are not available on acceptable terms, we may not be able to take advantage of prospective new business endeavors or opportunities, which could significantly and materially restrict our business operations.

We anticipate that we will incur operating losses in the next 12 months, principally costs related to our being obligated to file reports with the SEC. Our prospects must be considered in light of the risks, expenses, and difficulties frequently encountered by companies in their early stage of development. Such risks for us include but are not limited to, an evolving and unpredictable business model, recognition of revenue sources, and the management of growth. To address these risks, we must, among other things, develop, implement, and successfully execute our business and marketing strategy, respond to competitive developments, and attract, retain, and motivate qualified personnel. There can be no assurance that we will be successful in addressing such risks, and the failure to do so could have a material adverse effect on our business prospects, financial condition, and results of operations.

Critical Accounting Policies and Estimates

Our management's discussion and analysis of our financial condition and results of operations are based on our condensed financial statements, which have been prepared in accordance with U.S. generally accepted accounting principles, or "GAAP." The preparation of these condensed financial statements requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the date of the condensed financial statements, and the reported amounts of revenue and expenses during the reported period. In accordance with GAAP, we base our estimates on historical experience and on various other assumptions that we believe are reasonable under the circumstances. Actual results may differ from these estimates under different assumptions or conditions.

Our significant accounting policies are fully described in **Note 2** to our condensed financial statements appearing elsewhere in this Quarterly Report, and we believe those accounting policies are critical to the process of making significant judgments and estimates in the preparation of our condensed financial statements.

Off-Balance Sheet Arrangements

None.

Item 3. Quantitative And Qualitative Disclosures About Market Risk.

As a smaller reporting company, we are not required to provide the information called for by this item.

Item 4. Controls and Procedures.

Evaluation of Disclosure Controls and Procedures.

Our management is responsible for establishing and maintaining a system of “disclosure controls and procedures” (as defined in Rule 13a-15(e) and 15d-15(e) under the Exchange Act) that is designed to ensure that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is recorded, processed, summarized, and reported, within the time periods specified in the Commission’s rules and forms. Disclosure controls and procedures include, without limitation, controls, and procedures designed to ensure that information required to be disclosed by an issuer in the reports that it files or submits under the Exchange Act is accumulated and communicated to the issuer’s management, including its principal executive officer or officers and the principal financial officer or officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure. Our disclosure controls and procedures were not effective as of July 31, 2024.

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Management’s Report on Internal Control over Financial Reporting.

Our management is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act. Our internal control over financial reporting is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of condensed financial statements for external purposes in accordance with generally accepted accounting principles. Our internal control over financial reporting includes those policies and procedures that:

- pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of our assets;
- provide reasonable assurance that transactions are recorded as necessary to permit preparation of condensed financial statements in accordance with generally accepted accounting principles, and that our receipts and expenditures are being made only in accordance with authorizations of our management and directors; and
- provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of our assets that could have a material effect on the condensed financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with policies or procedures may deteriorate.

Our management assessed the effectiveness of our internal control over financial reporting based on the parameters set forth above and has concluded that as of July 31, 2024 our internal control over financial reporting was not effective to provide reasonable assurance regarding the reliability of financial reporting and the preparation of condensed financial statements for external purposes in accordance with U.S. generally accepted accounting principles as a result of the following material weaknesses:

- The Company does not have sufficient segregation of duties within accounting functions due to only having one officer and limited resources.
- The Company does not have an independent board of directors or an audit committee.

- The Company does not have written documentation of our internal control policies and procedures.
- All of the Company’s financial reporting is carried out by a financial consultant.

We plan to rectify these weaknesses by implementing an independent board of directors, establishing written policies and procedures for our internal control of financial reporting, and hiring additional accounting personnel at such time as we complete a reverse merger or similar business acquisition.

Changes in Internal Control over Financial Reporting.

There has been no change in our internal control over financial reporting during the three months ended July 31, 2024, that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II OTHER INFORMATION

Item 1. Legal Proceedings.

The Company may be involved in certain legal proceedings that arise from time to time in the ordinary course of its business. Legal expenses associated with any contingency are expensed as incurred. The Company’s officers and directors are not aware of any threatened or pending litigation to which the Company is a party or which any of its property is the subject and which would have any material, adverse effect on the Company.

Item 1A. Risk Factors.

Reference is made to the risks and uncertainties disclosed in Item 1A (“Risk Factors”) of our Annual Report on Form 10-K for the period ended October 31, 2023, which sections are incorporated by reference into this report, as the same may be updated from time to time. Prospective investors are encouraged to consider the risks described in our 2022 Form 10-K, and our Management’s Discussion and Analysis of Financial Condition and Results of Operations contained in this Report, and other information publicly disclosed or contained in documents we file with the Securities and Exchange Commission before purchasing our securities.

As a smaller reporting company, the Company is not required to disclose material changes to the risk factors that were contained in the October 31, 2023, Form 10-K.

Item 2. Unregistered Sales of Equity Securities and Use Of Proceeds.

None.

Item 3. Defaults Upon Senior Securities.

None.

Item 4. Mine Safety Disclosures.

Not applicable.

Item 5. Other Information.

None.

Item 6. Exhibits.

The exhibits listed on the Exhibit Index below are provided as part of this report.

Exhibit No.	Description
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31.1*	Certification of principal executive and financial officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, as amended.
32.1*	Certification of principal executive officer and principal financial officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, as amended.
101.INS*	XBRL INSTANCE
101.SCH*	XBRL TAXONOMY EXTENSION SCHEMA
101.CAL*	XBRL TAXONOMY EXTENSION CALCULATION
101.DEF*	XBRL TAXONOMY EXTENSION DEFINITION
101.LAB*	XBRL TAXONOMY EXTENSION LABELS
101.PRE*	XBRL TAXONOMY EXTENSION PRESENTATION

* Filed herewith.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

FUSS BRANDS CORP.

Dated: September 6, 2024

By: /s/ Cheskel Meisels

Cheskel Meisels
Chief Executive Officer and
Chief Financial Officer
Principal Executive Officer,
Principal Financial Officer

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

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Exhibit 31.1

CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER AND PRINCIPAL FINANCIAL OFFICER

I, Cheskel Meisels, certify that:

1. I have reviewed this Quarterly report on Form 10-Q of Fuss Brands Corp;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of a quarter report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's Board of Directors (or persons performing the equivalent functions):
 - a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated: September 6, 2024

By: /s/ Cheskel Meisels

Cheskel Meisels
Chief Executive Officer
(Principal Executive Officer and
Principal Financial Officer)

Exhibit 32.1

**CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350
AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of Fuss Brands Corp. on Form 10-Q for the period ended July 31, 2024, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Cheskel Meisels, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

Dated: September 6, 2024

By: /s/ Cheskel Meisels

Cheskel Meisels
Chief Executive Officer
(Principal Executive Officer and
Principal Financial Officer)