

FUSS BRANDS CORP.

80 Broad Street
New York, New York

917-720-3366
www.cbpi-inc.com
info@cbpi-inc.com
6770

Annual Report

For the period ending October 31, 2024 (the “Reporting Period”)

Outstanding Shares

The number of shares outstanding of our Common Stock was:

19,090,078 as of October 31, 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:

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

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.

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.

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.

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:

None

Address 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	<u>as of date: 10/31/2024</u>
Total shares outstanding:	19,090,078	<u>as of date: 10/31/2024</u>
Number of shares in the Public Float	718,850	<u>as of date: 10/31/2024</u>
Total Number of shareholders of record:	190	<u>as of date: 10/31/2024</u>

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

None

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: 10/31/2024</u>
Total shares outstanding:	824,254	<u>as of date: 10/31/2024</u>
Total number of shareholders of record:	9	<u>as of date: 10/31/2024</u>

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

None

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:

1. **For common equity, describe any dividend, voting and preemption rights.** No dividends are issuable on common stock. Each share has one vote. There are no preemption rights

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:

1. 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.
2. 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> Date 11/1/22 Common: 14,883,665 Preferred: 837,399			*Right-click the rows below and select "Insert" to add rows as needed.						
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.
11/29/2022	New Issuance	14,424	Common	\$0.0104	Yes	Abraham Orzel	Private Placement	Restricted	Reg D 506(b)
11/29/22	New Issuance	134,616	Common	\$0.0104	Yes	Mordechai Glick	Private Placement	Restricted	Reg D 506(b)
11/20/22	New Issuance	8,498	Common	\$0.0104	Yes	Isaac Moses Rosenberg	Private Placement	Restricted	Reg D 506(b)
11/29/2022	New Issuance	3,277	Common	\$0.0104	Yes	Pinchas Tondowski	Private Placement	Restricted	Reg D 506(b)
9/15/2022	New Issuance	6,058	Common	\$0.0104	Yes	Chana Bluma Bertman (Mandis)	Private Placement	Restricted	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	Rafal 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	Reg D 506(b)
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	Reg D 506(b)
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	Reg D 506(b)
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	Reg D 506(b)
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	Reg D 506(b)
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	Reg D 506(b)
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	Reg D 506(b)
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	Reg D 506(b)
2/20/2024	Return shares to treasury	(190,000)	Preferred Shares	\$0.001	N/A	Issamar Ginzberg	Voluntary return of shares	Restricted	N/A
2/20/2024	Return shares to treasury	(190,000)	Preferred Shares	\$0.001	N/A	Benjamin Levine	Voluntary return of shares	Restricted	N/A
2/20/2024	Return shares to treasury	(190,000)	Preferred Shares	\$0.001	N/A	Israel Moshe Levy	Voluntary return of shares	Restricted	N/A
2/20/2024	Return shares to treasury	(190,000)	Preferred Shares	\$0.001	N/A	Shmuel Rotbard	Voluntary return of shares	Restricted	N/A

Shares Outstanding on Date of This Report:	
<u>Ending Balance:</u>	
Date 10/31/2024 Common: 19,090,078	
Preferred: 824,254	

Example: A company with a fiscal year end of December 31st 2024, 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, 2023 through December 31, 2024 pursuant to the tabular format above.

Any additional material details, including footnotes to the table are below:

B. Convertible Debt

The following is a complete list of the Company's Convertible Debt which includes all promissory notes, convertible notes, convertible debentures, or any other debt instruments convertible into a class of the issuer's equity securities. The table includes all issued or outstanding convertible debt at any time during the last complete fiscal year and any interim period between the last fiscal year end and the date of this Certification.

Check this box to confirm the Company had no Convertible Debt issued or outstanding at any point during this period.

Date of Note Issuance	Principal Amount at Issuance (\$)	Outstanding Balance (\$) (include accrued interest)	Maturity Date	Conversion Terms (e.g., pricing mechanism for determining conversion of instrument to shares)	# Shares Converted to Date	# of Potential Shares to be Issued Upon Conversion ⁵	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g., Loan, Services, etc.)
5/23/2023	\$35,000	\$40,053	5/23/2023	Convertible to common at a fixed price of \$1.04	none	38,513	Moshe Derli	Working Capital
5/17/2023	\$15,000	\$17,190	5/17/2023	Convertible to common at a fixed price of \$1.04	none	16,529	Joseph Levy	Working capital
Total Outstanding Balance:		\$57,243		Total Shares:	<u>none</u>	<u>54,772</u>		

Any additional material details, including footnotes to the table are below:

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")

⁵ The total number of shares that can be issued upon full conversion of the Outstanding Balance. The number should not factor any "blockers" or limitations on the percentage of outstanding shares that can be owned by the Noteholder at a particular time. For purposes of this calculation, please use the current market pricing (e.g. most recent closing price, bid, etc.) of the security if conversion is based on a variable market rate.

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 ad 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.

Individual Name (First, Last) or Entity Name (Include names of control person(s) if a corporate entity)	Position/Company Affiliation (ex: CEO, 5% Control person)	City and State (Include Country if outside U.S.)	Number of Shares Owned (List common, preferred, warrants and options separately)	Class of Shares Owned	Percentage of Class of Shares Owned (undiluted)
Cheskel Meisels	CEO	New York, New York	750,000	A-1 Preferred Stock	90.1%
Issamar Ginzberg	Former CEO -owner of more than 5%	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%
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%
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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.

None

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

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: OLAYINKA OYEBOLA & CO (Chartered Accountants)
Firm: PC 43, Nurses House, 2nd Floor
Churchgate Street, Victoria Island
Lagos, Nigeria
+234 8117947982
www.olayinkaoyebolaandco.com

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:⁶ 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.

⁶ 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.

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

FORM 10-K

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

For the fiscal year ended October 31, 2024

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

For the transition period from _____ to _____

COMMISSION FILE NO. 001-34808

FUSS BRANDS CORP.

(Exact name of registrant as specified in its charter)

Nevada

(State or other jurisdiction of incorporation)

6770

(Primary Standard Industrial Classification Code Number)

87-3143424

(IRS Employer Identification No.)

80 Broad Street

New York, New York 10004

917-720-3366

(Address and telephone number of registrant's executive office)

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

<u>Title of each class</u>	<u>Trading Symbol</u>	<u>Name of each exchange on which registered</u>
None	N/A	N/A

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

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

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

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 shorter period that the registrant as 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 (§ 232.405 of this chapter) 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 if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant’s knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an 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 checkmark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

As of February 11, 2025 the Registrant had 19,090,078 shares of common stock issued and outstanding.

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PART I

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PART I

ITEM 1. DESCRIPTION OF BUSINESS

As used in this annual report, the terms, “we”, “our”, “us” and the “Company” refer to Fuss Brands Corp. a Nevada corporation unless the context requires otherwise.

Cautionary Note Regarding Forward-Looking Statements

This report contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, including statements regarding our ability to locate and acquire an operating business and the resources and efforts we intend to dedicate to such an endeavor, our development of a viable business plan and commencement of operations, and our ability to locate sources of capital necessary to commence operations or otherwise meet our business needs and objectives. All statements other than statements of historical facts contained in this report, including statements regarding our future financial position, liquidity, business strategy, and plans and objectives of management for future operations, are forward-looking statements. The words “believe,” “may,” “estimate,” “continue,” “anticipate,” “intend,” “should,” “plan,” “could,” “target,” “potential,” “is likely,” “will,” “expect” and similar expressions, as they relate to us, are intended to identify forward-looking statements. We have based these forward-looking statements largely on our current expectations and projections about future events and financial trends that we believe may affect our financial condition, results of operations, business strategy, and financial needs.

The results anticipated by any or all of these forward-looking statements might not occur. Important factors, uncertainties, and risks that may cause actual results to differ materially from these forward-looking statements include those described in Item 1A. – Risk Factors. We undertake no obligation to publicly update or revise any forward-looking statements, whether as the result of new information, future events, or otherwise.

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
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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.

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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.

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 January 10, 2024, Issamar Ginzberg tendered his resignation from the Board of Directors. Accordingly, Issamar Ginzberg ceased to be the Company’s Chief Executive Officer and Director. Also on January 10, 2024, the shareholders of the Company elected Cheskel Meisels to act as the new Chairman of the Board of Directors and CEO of the Company.

The Company’s year-end is October 31.

Competition and Market Conditions

We will face substantial competition in our efforts to identify and pursue a business venture. The primary source of competition is expected to be from other companies organized and funded for similar purposes, including small venture capital firms, blank check companies, and wealthy investors, many of which may have substantially greater financial and other resources than we do. In light of our limited financial and human resources, we are at a competitive disadvantage compared to many of our competitors in our efforts to obtain an operating business or assets necessary to commence our operations in a new field. Additionally, with the economic downturn caused by the coronavirus pandemic, many venture capital firms and similar firms and individuals have been seeking to acquire

businesses at discounted rates, and we therefore currently face additional competition and resultant difficulty obtaining a business. We expect these conditions to persist at least until the economy recovers. Further, even if we are successful in obtaining a business or assets for new operations, we expect there to be enhanced barriers to entry in the marketplace in which we decide to operate as a result of reduced demand and/or increased raw material costs caused by the pandemic and other economic forces that are beyond our control.

Regulation

As of the date of this Report, we are required to file reports with the Securities and Exchange Commission (the “SEC”) by Section 13 of the Securities Exchange Act of 1934 (the “Exchange Act”).

Depending on the direction management decides to take and a business or businesses we may acquire in the future, we may become subject to other laws or regulations that require us to make material expenditures on compliance including the increasing state-level regulation of privacy. Any such requirements could require us to divert significant human and capital resources on compliance, which could have an adverse effect on our future operating results.

Employees

As of the date of this Report, we have one employee, our Chief Executive Officer.

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ITEM 1A. RISK FACTORS

Risks Relating to Our Business and Financial Condition

We currently have no operations, and investors, therefore, have no basis on which to evaluate the Company’s future prospects.

We currently have no operations and will be reliant upon a merger with or acquisition of an operating business to commence operations and generate revenue. Because we have no operations and have not generated revenues, investors have no basis upon which to evaluate our ability to achieve our business objective of locating and completing a business combination with a target business. We have no current arrangements or understandings with any prospective target business concerning a business combination and may be unable to complete a business combination in a reasonable timeframe, on reasonable terms, or at all. If we fail to complete a business combination as planned, we will never generate any operating revenues.

We may face difficulties or delays in our search for a business combination, and we may not have access to sufficient capital to consummate a business combination.

We may face difficulty identifying a viable business opportunity or negotiating or paying for any resulting business combination. Economic factors that are beyond our control, including the COVID-19 pandemic and consequent economic downturn, as well as increased competition for acquisitions of operating entities that we expect to encounter as a result thereof, may hinder our efforts to locate and/or obtain a business that is suitable for our business goals at a price we can afford and on terms that will enable us to sufficiently grow our business to generate value to our shareholders. We have limited capital, and we may not be able to take advantage of any available business opportunities on favorable terms or at all due to the limited availability of capital. There can be no assurance that we will have sufficient capital to provide us with the necessary funds to successfully develop and implement our plan of operation or acquire a business we deem to be appropriate or necessary to accomplish our objectives, in which case we may be forced to terminate our business plan and your investment in the Company could become worthless.

If we are not successful in acquiring a new business and generating material revenues, investors will likely lose their investment.

If we are not successful in developing a viable business plan and acquiring a new business through which to implement it, our investors’ entire investment in the Company could become worthless. Even if we are successful in combining with or acquiring the assets of an operating entity, we can provide no assurances that the Company will be able to generate significant revenue therefrom in the short-term or at all or that investors will derive a profit from their investment. If we are not successful, our investors will likely lose their entire investment.

If we cannot manage our growth effectively, we may not become profitable.

Businesses, including development-stage companies such as ours and/or any operating business or businesses we may acquire, often grow rapidly and tend to have difficulty managing their growth. If we are able to acquire an operating business, we will likely need to expand our management team and other key personnel by recruiting and employing experienced executives and key employees and/or consultants capable of providing the necessary support.

We cannot assure you that our management will be able to manage our growth effectively or successfully. Our failure to meet these challenges could cause us to lose money, and your investment could be lost.

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Because we have limited capital, we may need to raise additional capital in the future by issuing debt or equity securities, the terms of which may dilute our current investors and/or reduce or limit their liquidation or other rights.

We may require additional capital to acquire a business. We may not be able to obtain additional capital when required. Future business development activities, as well as administrative expenses such as salaries, insurance, general overhead, legal and compliance expenses, and accounting expenses, will require a substantial amount of additional capital. The terms of securities we issue in future capital raising transactions may be more favorable to new investors and may include liquidation preferences, superior voting rights, or the issuance of other derivative securities, which could have a further dilutive effect on or subordinate the rights of our current investors. Any additional capital raised through the sale of equity securities will likely dilute the ownership percentage of our shareholders. Additionally, any debt securities we issue would likely create a liquidation preference superior to that of our current investors and, if convertible into shares of Common Stock, would also pose the risk of dilution.

We may be unable to obtain necessary financing if and when required.

Our ability to obtain financing, if and when necessary, may be impaired by such factors as the capital markets (both in general and in the particular industry or industries in which we may choose to operate), our limited operating history, and current lack of operations, the national and global economies, and the condition of the market for microcap securities. Further, economic downturns such as the current global depression caused by the COVID-19 pandemic may increase our requirements for capital, particularly if such economic downturn persists for an extended period of time or after we have acquired an operating entity, and may limit or hinder our ability to obtain the funding we require. If the amount of capital we are able to raise from financing activities, together with any revenues we may generate from future operations, is not sufficient to satisfy our capital needs, we may be required to discontinue our development or implementation of a business plan, cancel our search for business opportunities, cease our operations, divest our assets at unattractive prices or obtain financing on unattractive terms. If any of the foregoing should happen, our shareholders could lose some or all of their investment.

Because we are still developing our business plan, we do not have any agreement for a business combination.

We have no current arrangement, agreement or understanding with respect to engaging in a business combination with any specific entity. We may not be successful in identifying and evaluating a suitable acquisition candidate or in consummating a business combination. We are neutral as to what industry or segment for any target company. We have not established specific metrics and criteria we will look for in a target company, and if and when we do we may face difficulty reaching a mutual agreement with any such entity, including in light of market trends and forces beyond our control. Given our early-stage status, there is considerable uncertainty and therefore inherent risk to investors that we will not succeed in developing and implementing a viable business plan.

Because we are dependent upon Cheskel Meisels, our Chief Executive Officer and sole director to manage and oversee our Company, the loss of his services could adversely affect our plan and results of operations.

We currently have a sole director and officer, Cheskel Meisels, who manages the Company and is presently evaluating a viable plan for our future operations. We will rely solely on his judgment in connection with selecting a target company and the terms and structure of any resulting business combination. The loss of our Chief Executive Officer could delay or prevent the achievement of our business objectives, which could have a material adverse effect upon our results of operations and financial position. Further, because Mr. Meisels serves as Chief Executive Officer and sole director and also holds a controlling interest in the Company's Common Stock, our other shareholders will have limited ability to influence the Company's direction or management.

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In addition, although not likely, the officers and directors of an acquisition candidate may resign upon completion of a combination with their business. The departure of a target's key personnel could negatively impact the operations and prospects of our post-combination business. The role of a target's key personnel upon the completion of the transaction cannot be ascertained at this time. Although we contemplate that certain or all members of a target's management team may remain associated with the target following a change of control thereof, there can be no assurance that all of such target's management team will decide to remain in place. The loss of key personnel, either before or after a business combination and including management of either us or a combined entity could negatively impact the operations and profitability of our business.

Risks Related to a Potential Business Acquisition

We may encounter difficulty locating and consummating a business combination, including as a result of the competitive disadvantages we have.

We expect to face intense competition in our search for a revenue-producing business to combine with or acquire. Given the current economic climate, venture capital firms, larger companies, blank check companies such as special purpose acquisition companies and other investors are purchasing operating entities or the assets thereof in high volumes and at relatively discounted prices. These parties may have greater capital or human resources than we do and/or more experience in a particular industry within which we choose to search. Most of these competitors have a certain amount of liquid cash available to take advantage of favorable market conditions for prospective business purchaser such as those caused by the recent pandemic. Any delay or inability to locate, negotiate and enter into a business combination as a result of the relative illiquidity of our current asset or other disadvantages we have relative to our competitors could cause us to lose valuable business opportunities to our competitors, which would have a material adverse effect on our business.

We may expend significant time and capital on a prospective business combination that is not ultimately consummated.

The investigation of each specific target business and any subsequent negotiation and drafting of related agreements, SEC disclosure and other documents will require substantial amounts of management's time and attention and material additional costs in connection with outsourced services from accountants, attorneys, and other professionals. We will likely expend significant time and resources searching for, conducting due diligence on, and negotiating transaction terms in connection with a proposed business combination that may not ultimately come to fruition. In such event, all of the time and capital resources expended by the Company in such a pursuit may be lost and unrecoverable by the Company or its shareholders. Unanticipated issues which may be beyond our control or that of the seller of the applicable business may arise that force us to terminate discussions with a target company, such as the target's failure or inability to provide adequate documentation to assist in our investigation, a party's failure to obtain required waivers or consents to consummate the transaction as required by the inability to obtain the required audits, applicable laws, charter documents and agreements, the appearance of a competitive bid from another prospective purchaser, or the seller's inability to maintain its operations for a sufficient time to allow the transaction to close. Such risks are inherent in any search for a new business and investors should be aware of them before investing in an enterprise such as ours.

Conflicts of interest may arise between us and our shareholders, directors, or management, which may have a negative impact on our ability to consummate a business combination or favorable terms or generate revenue.

Our Chief Executive Officer, Mr. Meisels is not required to commit his full time to our affairs, which may result in a conflict of interest in allocating his time between managing the Company and other businesses in which he is or may be involved. We do not intend to have any employees prior to the consummation of a business combination. Mr. Meisels is not obligated to contribute any specific number of hours to our affairs, and he may engage in other business endeavors while he provides consulting services to the Company. If any of his other business affairs require him to devote substantial amounts of time to such matters, it could materially limit his ability to devote his time and attention to our business which could have a negative impact on our ability to consummate a business combination or generate revenue.

It is possible that we obtain an operating company in which a director or officer of the Company has an ownership interest in or that he or she is an officer, director, or employee of. If we do obtain any business affiliated with an officer or director, such business combination may be on terms other than what would be arrived at in an arms-length transaction. If any conflict of interest arises, it could adversely

affect a business combination or subsequent operations of the Company, in which case our shareholders may see diminished value relative to what would have been available through a transaction with an independent third party.

We may engage in a business combination that causes tax consequences to us and our shareholders.

Federal and state tax consequences will, in all likelihood, be a significant factor in considering any business combination that we may undertake. Under current federal law, such transactions may be subject to significant taxation to the buyer and its shareholders under applicable federal and state tax laws. While we intend to structure any business combination so as to minimize the federal and state tax consequences to the extent practicable in accordance with our business objectives, there can be no assurance that any business combination we undertake will meet the statutory or regulatory requirements of a tax-free reorganization or similar favorable treatment or that the parties to such a transaction will obtain the tax treatment intended or expected upon a transfer of equity interests or assets. A non-qualifying reorganization, combination or similar transaction could result in the imposition of significant taxation, both at the federal and state levels, which may have an adverse effect on both parties to the transaction, including our shareholders.

It is unlikely that our shareholders will be afforded any opportunity to evaluate or approve a business combination.

It is unlikely that our shareholders will be afforded the opportunity to evaluate and approve a proposed business combination. In most cases, business combinations do not require shareholder approval under applicable law, and our Articles of Incorporation and Bylaws do not afford our shareholders with the right to approve such a transaction. Accordingly, our shareholders will be relying almost exclusively on the judgement of our board of directors (“Board”) and Chief Executive Officer and any persons on whom they may rely with respect to a potential business combination. In order to develop and implement our business plan, may in the future hire lawyers, accountants, technical experts, appraisers, or other consultants to assist with determining the Company’s direction and consummating any transactions contemplated thereby. We may rely on such persons in making difficult decisions in connection with the Company’s future business and prospects. The selection of any such persons will be made by our Board, and any expenses incurred or decisions made based on any of the foregoing could prove to be adverse to the Company in hindsight, the result of which could be diminished value to our shareholders.

Because our search for a business combination is not presently limited to a particular industry, sector or any specific target businesses, prospective investors will be unable to evaluate the merits or risks of any particular target business’s operations until such time as they are identified and disclosed.

We are still determining the Company’s business plan, and we may seek to complete a business combination with an operating entity in any number of industries or sectors. Because we have not yet entered into any letter of intent or agreement to acquire a particular business, prospective investors currently have no basis to evaluate the possible merits or risks of any particular target business’s operations, results of operations, cash flows, liquidity, financial condition, prospects or other metrics or qualities they deem appropriate in considering to invest in the Company. Further, if we complete a business combination, we may be affected by numerous risks inherent in the operations of the business we acquire. For example, if we acquire a financially unstable business or an entity lacking an established operating history, we may be affected by the risks inherent in the business and operations of a new business or a development stage entity. Although our management intends to evaluate and weigh the merits and risks inherent in a particular target business and make a decision based on the Company and its shareholders’ interests, there can be no assurance that we will properly ascertain or assess all the significant risks inherent in a target business, that we will have adequate time to complete due diligence or that we will ultimately acquire a viable business and generate material revenue therefrom. Furthermore, some of these risks may be outside of our control and leave us with no ability to reduce the likelihood that those risks will adversely impact a target business or mitigate any harm to the Company caused thereby. Should we select a course of action, or fail to select a course of action, that ultimately exposes us to unknown or unidentified risks, our business will be harmed and you could lose some or all of your investment.

Past performance by our management and their affiliates may not be indicative of future performance of an investment in us.

While our Chief Executive Officer has prior experience in advising businesses, his past performance, the performance of other entities or persons with which he is involved, or the performance of any other personnel we may retain in the future will not necessarily be an indication of either (i) that we will be able to locate a suitable candidate for our initial business combination or (ii) the future operating results of the Company including with respect to any business combination we may consummate. You should not rely on the historical record of him or any other of our personnel or their affiliates’ performance as indicative of our future performance or that an investment in us will be profitable. In addition, an investment in the Company is not an investment in any entities affiliated with our management

or other personnel. While management intends to endeavor to locate a viable business opportunity and generate shareholder value, there can be no assurance that we will succeed in this endeavor.

We may seek business combination opportunities in industries or sectors that are outside of our management’s area of expertise.

We will consider a business combination outside of our management’s area of expertise if a business combination candidate is presented to us and we determine that such candidate offers an attractive opportunity for the Company. Although management intends to endeavor to evaluate the risks inherent in any particular business combination candidate, we cannot assure you that we will adequately ascertain or assess all the significant risks, or that we will accurately determine the actual value of a prospective operating entity to acquire. In the event we elect to pursue an acquisition outside of the areas of our management’s expertise, our management’s ability to evaluate and make decisions on behalf of the Company may be limited, or we may make material expenditures on additional personnel or consultants to assist management in the Company’s operations. Investors should be aware that the information contained herein regarding the areas of our management’s expertise will not necessarily be relevant to an understanding of the business that we ultimately elect to acquire. As a result, our management may not be able to adequately ascertain or assess all the significant risks or strategic opportunities that may arise. Accordingly, any shareholders in the Company following a business combination could suffer a reduction in the value of their shares, and any resulting loss will likely not be recoverable.

We may attempt to complete a business combination with a private target company about which little information is available, and such target entity may not generate revenue as expected or otherwise by compatible with us as expected.

In pursuing our search for a business to acquire, we will likely seek to complete a business combination with a privately held company. Very little public information generally exists about private companies, and the only information available to us prior to making a decision may be from documents and information provided directly to us by the target company in connection with the transaction. Such documents or information or the conclusions we draw therefrom could prove to be inaccurate or misleading. As such, we may be required to make our decision on whether to pursue a potential business combination based on limited, incomplete, or faulty information, which may result in our subsequent operations generating less revenue than expected, which could materially harm our financial condition and results of operations.

Our ability to assess the management of a prospective target business may be limited and, as a result, we may acquire a target business whose management does not have the skills, qualifications, or abilities to enable a seamless transition, which could, in turn, negatively impact our results of operations.

When evaluating the desirability of a potential business combination, our ability to assess the target business’s management may be limited due to a lack of time, resources, or information. Our management’s assessment of the capabilities of the target’s management, therefore, may prove to be incorrect and such management may lack the skills, qualifications or abilities expected. Further, in most cases the target’s management may be expected to want to manage us and replace our Chief Executive Officer. Should the target’s management not possess the skills, qualifications, or abilities necessary to manage a public company or assist with their former entity’s merger or combination into ours, the operations and profitability of the post-acquisition business may be negatively impacted and our shareholders could suffer a reduction in the value of their shares.

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Any business we acquire will likely lack diversity of operations or geographical reach, and in such case we will be subject to risks associated with dependence on a single industry or region.

Our search for a business will likely be focused on entities with a single or limited business activity and/or that operate in a limited geographic area. While larger companies have the ability to manage their risk by diversifying their operations among different industries and regions, smaller companies such as ours and the entities we anticipate reviewing for a potential business combination generally lack diversification, in terms of both the nature and geographic scope of their business. As a result, we will likely be impacted more acutely by risks affecting the industry or the region in which we operate than we would if our business were more diversified. In addition to general economic risks, we could be exposed to natural disasters, civil unrest, technological advances, and other uncontrollable developments that will threaten our viability if and to the extent our future operations are limited to a single industry or region. If we do not diversify our operations, our financial condition and results of operations will be at risk.

Changes in laws or regulations, or a failure to comply with the laws and regulations applicable to us, may adversely affect our business, ability to negotiate and complete a business combination, and results of operations.

We are subject to laws and regulations enacted by federal, state, and local governments. In addition to SEC regulations, any business we acquire in the future may be subject to substantial legal or regulatory oversight and restrictions, which could hinder our growth and expend material amounts on compliance. Compliance with, and monitoring of, applicable laws and regulations may be difficult, time consuming and costly. Those laws and regulations and their interpretation and application by courts and administrative judges may also change from time to time, and any such changes could be unfavorable to us and could have a material adverse effect on our business, investments, and results of operations. In addition, a failure to comply with applicable laws or regulations, as interpreted and applied, could result in material defense or remedial costs and/or damages have a material adverse effect on our financial condition.

Risks Related to Our Common Stock

Due to factors beyond our control, our stock price may be volatile.

There is currently a limited market for our Common Stock, and there can be no guarantee that an active market for our Common Stock will develop, even if we are successful in consummating a business combination. Recently, the price of our Common Stock has been volatile for no reason. Further, even if an active market for our Common Stock develops, it will likely be subject to by significant price volatility when compared to more seasoned issuers. We expect that the price of our Common Stock will continue to be more volatile than more seasoned issuers for the foreseeable future. Fluctuations in the price of our Common Stock can be based on various factors in addition to those otherwise described in this Report, including:

- General speculative fever;
- A prospective business combination and the terms and conditions thereof;
- The operating performance of any business we acquire, including any failure to achieve material revenues therefrom;
- The performance of our competitors in the marketplace, both pre- and post-combination;
- The public's reaction to our press releases, SEC filings, website content and other public announcements and information;

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- Changes in earnings estimates of any business that we acquire or recommendations by any research analysts who may follow us or other companies in the industry of a business that we acquire;
- Variations in general economic conditions, including as may be caused by uncontrollable events such as the COVID-19 pandemic and the resulting decline in the economy;
- The public disclosure of the terms of any financing we disclose in the future;
- The number of shares of our Common Stock that are publicly traded in the future;
- Actions of our existing shareholders, including sales of Common Stock by our then directors and then executive officers or by significant investors; and
- The employment or termination of key personnel.

Many of these factors are beyond our control and may decrease the market price of our Common Stock, regardless of whether we can consummate a business combination and of our current or subsequent operating performance and financial condition. In the past, following periods of volatility in the market price of a company's securities, securities class action litigation has often been instituted. A securities class action suit against us could result in substantial costs and divert our management's time and attention, which would otherwise be used to benefit our business.

Because trading in our Common Stock is so limited, investors who purchase our Common Stock may depress the market if they sell Common Stock.

Our Common Stock trades on the OTC Pink Market, the successor to the pink sheets. The OTC Pink Market generally is illiquid and most stocks traded there are of companies that are not required to file reports with the SEC under the Exchange Act. Our Common Stock itself infrequently trades.

The market price of our Common Stock may decline if a substantial number of shares of our Common Stock are sold at once or in large blocks.

Presently the market for our Common Stock is limited. If an active market for our shares develops in the future, some or all of our shareholders may sell their shares of our Common Stock which may depress the market price. Any sale of a substantial number of these shares in the public market, or the perception that such a sale could occur, could cause the market price of our Common Stock to decline, which could reduce the value of the shares held by our other shareholders.

Future issuance of our Common Stock could dilute the interests of our existing shareholders, particularly in connection with an acquisition and any resulting financing.

We may issue additional shares of our Common Stock in the future. The issuance of a substantial amount of our Common Stock could substantially dilute the interests of our shareholders. In addition, the sale of a substantial amount of Common Stock in the public market, either in the initial issuance or in a subsequent resale by the target company in a business combination which received our Common Stock as consideration or by investors who has previously acquired such Common Stock could have an adverse effect on the market price of our Common Stock.

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Due to recent changes to Rule 15c2-11 under the Securities Exchange Act of 1934, our Common Stock may become subject to limitations or reductions on stock price, liquidity, or volume.

On September 16, 2020, the SEC adopted amendments to Rule 15c2-11 under the Securities Exchange Act of 1934 (the “Exchange Act”). This Rule applies to broker-dealers who quote securities listed on over-the-counter markets such as our Common Stock. The Rule as amended prohibits broker-dealers from publishing quotations on OTC markets for an issuer’s securities unless they are based on current publicly available information about the issuer. When it becomes effective, the amended Rule will also limit the Rule’s “piggyback” exception, which allows broker-dealers to publish quotations for a security in reliance on the quotations of a broker-dealer that initially performed the information review required by the Rule, to issuers with current publicly available information or issuers that are up-to-date in their Exchange Act reports. As of this date, we are uncertain as what actual effect the Rule may have on us.

The Rule changes could harm the liquidity and/or market price of our Common Stock by either preventing our shares from being quoted or driving up our costs of compliance. Because we are a voluntary filer under Section 15(d) of the Exchange Act and not a public reporting company, the practical impact of these changes is to require us to maintain a level of periodic disclosure we are not presently required to maintain, which would cause us to incur material additional expenses. Further, if we cannot or do not provide or maintain current public information about our company, our stockholders may face difficulties in selling their shares of our Common Stock at desired prices, quantities, or times, or at all, as a result of the amendments to the Rule.

ITEM 1B. UNRESOLVED STAFF COMMENTS.

Not applicable.

ITEM 2. PROPERTIES

The Company’s principal business and corporate address is 80 Broad Street New York, New York 10004.

ITEM 3. LEGAL PROCEEDINGS

We are not currently involved in any legal proceedings and we are not aware of any pending or potential legal actions.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

PART II**ITEM 5. MARKET FOR COMMON EQUITY AND RELATED STOCKHOLDER MATTERS****Market Information**

Our Common Stock is not listed on any securities exchange and is quoted on the OTC Pink Market under the symbol “FBDS” because our Common Stock is not listed on a securities exchange and its quotations on OTC Pink are limited and sporadic. There is currently no established public trading market for our Common Stock.

Holders

As of January 29, 2024 there were 82 shareholders of record of the Company’s Common Stock based upon the records of the shareholders provided by the Company’s transfer agent. The Company’s transfer agent is Securities Transfer Corporation, 2901 Dallas Parkway Suite 380, Plano Texas, 469-633-0101.

Dividends

We have never paid or declared any dividends on our Common Stock and do not anticipate paying cash dividends in the foreseeable future.

Securities Authorized For Issuance Under Equity Compensation Plans

We currently do not have any equity compensation plans.

Unregistered Sales of Equity Securities

We have previously disclosed all sales of securities without registration under the Securities Act of 1933.

ITEM 6. SELECTED FINANCIAL DATA

Not Applicable.

ITEM 7. MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULT OF OPERATIONS

The Company has no operations or revenue as of the date of this Report. We are currently in the process of developing a business plan. Management intends to explore and identify viable business opportunities within the U.S. including seeking to acquire a business in a reverse merger. 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 Covid-19 on our business, see Item 1.A. - “Risk Factors”.

Plan of Operation

The Company has no operations from a continuing business other than the expenditures related to running the Company, and has no revenue from continuing operations as of the date of this Report.

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.”

We do not currently engage in any business activities that provide revenue or cash flow. During the next 12 month period we anticipate incurring costs in connection with investigating, evaluating, and negotiating potential business combinations, filing SEC reports, and consummating an acquisition of an operating business.

Given our limited capital resources, we may consider a business combination with an entity which 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 is in need of additional capital. Alternatively, a business combination may involve the acquisition of, or merger with, an entity which 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 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.

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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 upon our current operations, we do not have sufficient working capital to fund our operations over the next 12 months. If we are able to 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.

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 upon 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.

Off Balance Sheet Arrangements

As of the date of this Report, we do not have any off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that are material to investors.

Going Concern

The independent registered public accounting firm auditors' report accompanying our October 31, 2024 condensed financial statements contained an explanatory paragraph expressing substantial doubt about our ability to continue as a going concern. The condensed financial statements have been prepared "assuming that we will continue as a going concern," which contemplates that we will realize our assets and satisfy our liabilities and commitments in the ordinary course of business.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Not applicable.

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ITEM 8. CONDENSED FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

Report of Independent Registered Public Accounting Firm (PCOAB ID#5968)	F-2
Condensed Balance Sheets as of October 31, 2024 and October 31, 2023	F-3
Condensed Statements of Operations for the Year Ended October 31, 2024 and October 31, 2023	F-4
Condensed Statement of Changes in Stockholders' Deficit for the Year Ended October 31, 2024 and October 31, 2023	F-5
Condensed Statement of Cash Flows for the Year Ended October 31, 2024 and October 31, 2023	F-6
Notes to the Condensed Financial Statements	F-7

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Report of Independent Registered Public Accounting Firm
The Board of Directors and Stockholders of
Fuss Brands, Corp.

Opinion on the Financial Statements

We have audited the accompanying balance sheets of Fuss Brands, Corp. (the 'Company') as of October 31, 2024, and 2023, and the related statements of operations, changes in stockholders' equity / (deficit) and cash flows for each of the two years ended October 31, 2024, and 2023, and the related notes (collectively referred to as the "financial statements"). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of October 31, 2024, and 2023, and the results of its operations and its cash flows for each of the two years ended October 31, 2024 and 2023, in conformity with accounting principles generally accepted in the United States of America.

Going Concern

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 2, the Company suffered an accumulated deficit of \$(687,321), net loss of \$(2,755,404). These matters raise substantial doubt about the Company's ability to continue as a going concern. Management's plans with regards to these matters are also described in Note 2 to the financial statements. These financial statements do not include any adjustments that might result from the outcome of this uncertainty.

Basis for Opinion

These financial statements are the responsibility of the Company’s management. Our responsibility is to express an opinion on the Company’s financial statements based on our audit. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (“PCAOB”) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits, we are required to obtain an understanding of internal control over financial reporting but not for the purpose of expressing an opinion on the effectiveness of the Company’s internal control over financial reporting. Accordingly, we express no such opinion.

Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

Critical Audit Matters

Critical audit matters are matters arising from the current period audit of the financial statements that were communicated or required to be communicated to the audit committee and that: (1) relate to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective, or complex judgments. Communication of critical audit matters does not alter in any way our opinion on the financial statements taken as a whole and we are not, by communicating the critical audit matters, providing separate opinions on the critical audit matter or on the accounts or disclosures to which they relate.

/s/ Olayinka Oyebola

OLAYINKA OYEBOLA & CO.

(Chartered Accountants)

Lagos, Nigeria

We have served as the Company’s auditor since 2024.

February 11, 2025

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FUSS BRANDS CORP. CONDENSED BALANCE SHEETS

	October 31, 2024	October 31, 2023
ASSETS		
Cash	\$ 1,440	\$ 9,448
Prepaid expenses	226,740	129,917
Total Assets	<u>\$ 228,180</u>	<u>\$ 139,364</u>
LIABILITIES & STOCKHOLDERS’ DEFICIT		
Accounts payable	\$ 13,860	\$ 105,991
Accrued liabilities	161,244	156,978
Deferred revenue-net	176,658	176,658
Convertible notes	50,000	50,000
Notes payable-related parties	513,740	98,381
Total current liabilities	<u>915,501</u>	<u>588,007</u>
Total liabilities	915,502	588,007
Commitments and contingencies	-	-

Stockholders' (Deficit)		
Preferred stock Series A, \$0.001 par value, 5,000,000 shares authorized, 824,254 and 834,254 shares issued and outstanding as of October 31, 2024 and October 31, 2023	824	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 October 31, 2024 and October 31, 2023	19,090	19,090
Additional paid in capital		
Paid in capital	14,803,903	12,287,167
Discount on common stock	(75,889)	(75,889)
Accumulated deficit	(15,435,250)	(12,679,846)
Total Stockholders' (Deficit)	<u>(687,322)</u>	<u>(448,643)</u>
Total Liabilities and Stockholders' (Deficit)	<u>\$ 228,180</u>	<u>\$ 139,364</u>

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

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**FUSS BRANDS CORP.
CONDENSED STATEMENTS OF OPERATIONS**

	Year Ended October 31, 2024	Year Ended October 31, 2023
Revenue	\$ -	\$ -
Operating Expenses:		
Administrative expenses	2,750,359	503,078
Total operating expenses	<u>2,750,359</u>	<u>503,078</u>
(Loss) from operations	(2,750,359)	(503,078)
Other expense		
Interest expense	(5,045)	(2,119)
Loss before provision for income taxes	(2,755,404)	(505,197)
Tax Provision	-	-
Net (Loss)	<u>\$ (2,755,404)</u>	<u>\$ (505,197)</u>
Basic and diluted (loss) per common share	<u>\$ (0.14)</u>	<u>\$ (0.03)</u>
Weighted average number of shares outstanding	<u>19,090,078</u>	<u>16,356,328</u>

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

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**FUSS BRANDS CORP.
CONDENSED STATEMENTS OF CHANGES IN STOCKHOLDERS' DEFICIT**

	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							(505,197)	(505,197)

Conversion of preferred stock to common stock	(3,645)	(4)	3,645,000	3,645		(3,641)		
Private placement of common stock			391,412	391		23,134		23,525
Stock based compensation for services			170,000	170		96,746		96,916
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>
	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>
Contributed capital – return of preferred shares by shareholders	(760,000)	(760)				760		
Issuance of Series A shares for services	750,000	750				2,515,977		2,516,727
Net loss							(2,755,404)	(2,755,404)
Balance, October 31, 2024	<u>824,254</u>	<u>\$ 824</u>	<u>19,090,078</u>	<u>\$ 19,090</u>	<u>\$ (75,889)</u>	<u>\$ 14,803,903</u>	<u>\$ (15,435,250)</u>	<u>\$ (687,322)</u>

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

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**FUSS BRANDS CORP.
CONDENSED STATEMENTS OF CASH FLOWS**

	Year Ended October 31, 2024	Year Ended October 31, 2023
Cash Flows From Operating Activities:		
Net (loss)	\$ (2,755,404)	\$ (505,197)
Stock based compensation	2,516,727	96,916
Changes in operating assets and liabilities		
Prepaid expenses	(96,824)	(129,917)
Accounts payable	(92,131)	104,946
Deferred revenue	-	176,658
Accrued liabilities	4,266	156,978
Net cash (used in) operating activities	<u>(423,366)</u>	<u>(99,615)</u>
Cash Flows From Financing Activities:		
Private placement of common shares	-	23,525
Convertible notes	-	50,000
Notes payable related party	415,359	-
Net cash provided by financing activities	<u>415,359</u>	<u>73,525</u>
Net (Decrease) In Cash	(8,008)	(26,091)
Cash At The Beginning Of The Period	9,448	35,539
Cash At The End Of The Period	<u>\$ 1,440</u>	<u>\$ 9,448</u>

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

**NOTES TO FINANCIALS STATEMENTS FOR THE
PERIOD ENDED October 31, 2024**

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, 2023, 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 January 10, 2024, Issamar Ginzberg tendered his resignation from the Board of Directors. Accordingly, Issamar Ginzberg ceased to be the Company's Chief Executive Officer and Director. Also on January 10, 2024, the shareholders of the Company elected Cheskel Meisels to act as the new Chairman of the Board of Directors and CEO of the Company.

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 condensed financial statements in conformity with accepted accounting principles (“GAAP”) in the United States.

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 October 31, 2024, the Company had negative working capital of \$687,321 and an accumulated deficit of \$15,435,250.

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.

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, 2023, 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.

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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 October 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 balance sheet were deferred revenue of \$450,060 less accounts receivable of \$273,402 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 October 31, 2024, and October 31, 2023, the balance of prepaid expenses was \$226,740 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 October 31, 2024, and October 31, 2023, the Company had \$1,440 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.

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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

During the past three years all of the companies funding has been provided by related party interest free loans. As of October 31, 2024 the balance of related party loans was \$513,740. These loan have been provided by Issamar Ginzberg, the former CEO, Shmuel Rotbard an investor and Cheskel Meisel, the new CEO who have each loaned \$108,445, \$7,500 and \$397,795, respectively.

Additionally as of October 31, 2024 the Company had accrued liabilities of \$161,544. Of this amount \$154,000 in compensation was accrued for Issamar Ginzberg for unpaid salary while he served as CEO.

NOTE 4 – CONVERTIBLE NOTES

As of October 31, 2024 and 2023 the Company had two 10% convertible notes of \$35,000 and \$15,000, outstanding amounting to \$50,000. The principal and interest is convertible to common stock at a fixed price of \$1.04. Both notes are past due their maturity dates of May 23, 2024 and May 17, 2024 and continue to accrue interest. The Company is in negotiation with these note holders to extend the maturity date.

NOTE 5 – EQUITY

Common 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 October 31, 2023, preferred shareholders converted 3,645 share of preferred stock into 3,645,000 common shares pursuant to the 1000 to 1 conversion rights described below.

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

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.

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Preferred Stock

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

During the three months ended April 30, 2022 split, 162,101 shares of Series A Preferred Stock were converted on a 1,000 to 1 ratio into 6,234,654 shares of common stock.

On June 23, 2021, the Company amended its Articles of Incorporation and designated 2,500,000 Preferred A-1 shares. On July 2, 2021, the Company awarded Custodian Ventures/David Lazar 1,000,000 Series A-1 Preferred Stock for services performed as Custodian. Each share of Series A-1 Preferred stock is convertible to 1,000 shares of common stock. Based on this conversion rate, the Custodian would control approximately 96% of the Company. As a result, since this share issuance represented substantially all of the Company's value, the shares were valued at the purchase price of the Preferred Shares of \$250,000 on August 24, 2021. The \$250,000 was

recognized as stock-based compensation, related party in the Company's Statement of Operations for the period ended October 31, 2021.

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.

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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, 2022, 162,101 shares of Series A Preferred Stock were converted on a 1,000 to 1 ratio into 162,101,000 shares of Common Stock

As of October 31, 2024, and October 31, 2023, there 824,254 and 834,254 shares of Series A Preferred Stock were issued and outstanding, respectively.

NOTE 6 – COMMITMENTS AND CONTINGENCIES

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

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

Not applicable

ITEM 9A. 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 principal financial officer or officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure.

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 October 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.
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- 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 have been no change in our internal control over financial reporting during the year October 31, 2024 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

ITEM 9B. OTHER INFORMATION.

None.

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

The following table sets forth the names and positions of our executive officers and directors. Directors will be elected at our annual meeting of stockholders and serve for one year or until their successors are elected and qualify. Officers are elected by the Board and their terms of office are, except to the extent governed by employment contract, at the discretion of the Board.

Name	Age	Positions
Cheskel Meisels	48	Director, Chief Executive Officer, Treasurer, and Secretary

Cheskel Meisels, Chairman/CEO –Mr. Meisels had a long and notable career in the business industry. Since 2018, he has held the position of CEO at Results Capital LLC. Throughout his career, Meisels has gained recognition for his expertise in advising clients in various sectors such as real estate, health care, insurance, and reinsurance. Over the past decade, Mr. Meisels has been actively involved in debt restructuring, capital reserves, and business development strategies. To date, Mr. Meisels efforts have contributed to the successful restructuring of over one billion dollars of debt, as well as the implementation of effective measures to increase revenues and reduce overhead costs. In June of 2023, Mr. Meisels was appointed CEO of NYS Edge Construction and Concrete LLC.

Election of Directors and Officers

Directors are elected to serve until the next annual meeting of stockholders and until their successors have been elected and qualified. Officers are appointed to serve until the meeting of the Board following the next annual meeting of stockholders and until their successors have been elected and qualified.

Directors are elected to serve until the next annual meeting of stockholders and until their successors have been elected and qualified. Officers are appointed to serve until the meeting of the Board following the next annual meeting of stockholders and until their successors have been elected and qualified.

Audit Committee

We do not have any committees of the Board as we only have one director.

Director Independence

We do not currently have any independent directors. We evaluate independence by the standards for director independence established by Marketplace Rule 5605(a)(2) of the Nasdaq Stock Market, Inc.

Board Leadership Structure

We have chosen to combine the Chief Executive Officer and Board Chairman positions since one person is our sole officer and director.

Code of Ethics

Our Board has not adopted a Code of Ethics due to the Company's size and lack of employees. As of the date of this Report, our sole director is also our Chief Executive Officer.

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Delinquent Section 16(a) Reports

Section 16(a) of the Exchange Act requires the Company's directors, executive officers, and persons who own more than 10% of the Company's Common Stock to file initial reports of ownership and changes in ownership of the Company's Common Stock with the SEC. These individuals are required by the regulations of the SEC to furnish us with copies of all Section 16(a) forms they file. Based solely on a review of the copies of the forms furnished to us none of Company's directors, executive officers, and persons who own more than 10% of the Company's Common Stock failed to comply with Section 16(a) filing requirements.

ITEM 11. EXECUTIVE COMPENSATION

The following information is related to the compensation paid, distributed, or accrued by us for the fiscal year ended October 31, 2024 to our Chief Executive Officer (principal executive officer) during the last fiscal year and the two other most highly compensated executive officers serving as of the end of the last fiscal year whose compensation exceeded \$100,000 (the "Named Executive Officers"):

We did not pay any compensation to our Chief Executive Officer (the "Named Executive Officers") during the last two fiscal years.

Named Executive Officer Employment Agreements

None.

Termination Provisions

As of the date of this Report, we have no contract, agreement, plan, or arrangement, whether written or unwritten, that provides for payments to a Named Executive Officer at, following, or in connection with any termination, including without limitation resignation, severance, retirement or a constructive termination of a Named Executive Officer, or a change in control of the Company or a change in the Named Executive Officer's responsibilities, with respect to each Named Executive Officer.

Outstanding Equity Awards at Fiscal Year End

As of October 31, 2024 none of our Named Executive Officers held any unexercised options, stock that have not vested, or other equity incentive plan awards.

Director Compensation

To date, we have not paid our director any compensation for services on our Board.

Equity Compensation Plan Information

The Company does not have any securities authorized for issuance or outstanding under an equity compensation plan or equity compensation grants made outside of such a plan.

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

The following table sets forth certain information regarding beneficial ownership of the Company's Common Stock as of October 31, 2024 by (i) each person who is known by the Company to own beneficially more than 5% of any classes of outstanding Common Stock, (ii) each director of the Company, (iii) each of the Chief Executive Officers and the executive officers (collectively, the "Named Executive Officers") and (iv) all directors and executive officers of the Company as a group based upon 19,090,078 shares outstanding.

<u>Name and Address of Beneficial Owners of Common Stock</u>	<u>Title of Class</u>	<u>Amount and Nature of Beneficial Ownership</u>	<u>% of Common Stock</u>
Rollux Investors LLC 100A Broadway #162 Brooklyn, NY 11249 (b)	Preferred Common	750,000 ^(a) -0-	90.1% ^(a)
DIRECTORS AND OFFICERS – TOTAL (One Officer and Director)	Preferred Common	750,000 ^(a) -0-	90.1%

5% Shareholders

ATTI, LLC 2475 Stuart Street Brooklyn, NY 11229 Raed Atti has voting control	Common	1,152,543	6.0% ^(c)
IssaIssamar Ginzberg 80 Broad Street New York, New York 10004	Common	2,054,347	10.8% ^(c)
Shmuel Rotbard 80 Broad Street New York, New York 10004	Common	2,054,347	10.8% ^(c)
Israel Moshe Levy 80 Broad Street New York, New York 10004	Common	2,054,347	10.8% ^(c)
Menachim Mendel Bromberg 80 Broad Street New York, New York 10036	Common	3,043,000	15.9% ^(c)

(a) The preferred stock has a 1000 to 1 conversion rights for each preferred share held. The ownership percentage for the preferred shareholders of common stock was calculated "as if" all of the 824,254 shares of preferred stock was converted to common stock.

(b) Cheskel Meisels, the Company's Chairman and CEO has voting control

(c) Represents percentage ownership of common stock currently outstanding and does not include the as "as if" conversion of preferred stock to common

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

Not applicable.

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

The following table shows the fees paid or accrued for the audit and other services provided by our independent auditors for the years ended:

	October 31, 2024	October 31, 2023
Audit fees	\$ 40,000	\$ 44,000
Total fees paid or accrued to our principal accountant	<u>\$ 40,000</u>	<u>\$ 44,000</u>

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PART IV

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

31.1	Certification of Chief Executive Officer pursuant to Section 302(a) of the Sarbanes-Oxley Act
32.1	Certification of Chief Executive Officer and Chief Financial Officer Under Section 1350 as Adopted Pursuant Section 906 of the Sarbanes-Oxley Act
101.INS	XBRL Instance Document (furnished herewith)*
101.SCH	XBRL Taxonomy Extension Schema Document (furnished herewith)*
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document (furnished herewith)*
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document (furnished herewith)*
101.LAB	XBRL Taxonomy Extension Label Linkbase Document (furnished herewith)*
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document (furnished herewith)*

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SIGNATURES

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

FUSS BRANDS CORP.

Dated: February 11, 2025

By: /s/ Cheskel Meisels
Cheskel Meisels
Chief Executive Officer and
Chief Financial Officer
Principal Executive Officer,
Principal Financial Officer

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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 annual report on Form 10-K 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, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer 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: February 11, 2025

By: /s/ Cheskel Meisels

Cheskel Meisels
Chief Executive Officer and
Chief Financial Officer
Principal Executive Officer,
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 Annual Report of Fuss Brands Corp. (the "Company") on Form 10-K for the year ended October 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: February 11, 2025

By: /s/ Cheskel Meisels

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

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:

1. I have reviewed this Disclosure Statement for FUSS BRANDS CORP.
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.

February 12, 2025

/Cheskel Meisels/ CEO

(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 CORP.
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.

February 12, 2025

/s/ Cheskel Meisels CFO's

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