

# FELLAZO CORP

## FORM 10-Q (Quarterly Report)

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

**Form 10-Q**

(Mark One)

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

For the quarterly period ended **November 30, 2021**

or

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number **333-208237**

**FELLAZO CORP.**

(Exact name of registrant as specified in its charter)

**Nevada**

(State or other jurisdiction of  
incorporation or organization)

**30-0840869**

(IRS Employer  
Identification No.)

**T2-L8-3, Level 8, IOI City Tower Two, Lebuh IRC,  
IOI Resort City, 62502 Putrajaya, Malaysia**

(Address of principal executive offices)

**43300**

(Zip Code)

**+6017 998 9889**

**<http://fellazo.com>**

(Registrant's telephone number, including area code)

**N/A**

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

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
<b>None</b>	<b>None</b>	<b>None</b>

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

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§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 whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a 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

Non-accelerated filer

Accelerated filer

Smaller reporting company

Emerging growth company

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

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

Fellazo Corp has 86,264,000 common shares issued and outstanding as of January 14, 2022.



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PART I - FINANCIAL INFORMATION

Item 1. Financial Statements

FELLAZO CORP.  
Consolidated Balance Sheets  
(Unaudited)

	November 30, 2021	August 31, 2020
<b>ASSETS</b>		
Current Assets		
Cash	\$ 5,853	\$ 7,361
Total Current Assets	5,853	7,361
<b>TOTAL ASSETS</b>	<b>\$ 5,853</b>	<b>\$ 7,361</b>
<b>LIABILITIES AND STOCKHOLDERS' DEFICIT</b>		
Current Liabilities		
Accounts payable and accrued liabilities	\$ 15,974	\$ 13,721
Due to related party	1,487,597	1,409,229
Total Current Liabilities	1,503,571	1,422,950
<b>TOTAL LIABILITIES</b>	<b>1,503,571</b>	<b>1,422,950</b>
Stockholders' Deficit		
Common stock, \$0.001 par value, 1,000,000,000 shares authorized; 86,264,000 shares issued and outstanding	86,264	86,264
Additional paid-in capital	36,122	36,122
Accumulated deficit	(1,469,410)	(1,403,624)
Accumulated other comprehensive loss	1,869	(981)
Total Fellazo Corp. Stockholders' Deficit	(1,345,155)	(1,282,219)
Non-controlling interest	(152,563)	(133,370)
Total Stockholders' Deficit	(1,497,718)	(1,415,589)
<b>TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT</b>	<b>\$ 5,853</b>	<b>\$ 7,361</b>

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

**FELLAZO CORP.**  
**Consolidated Statements of Operations and Comprehensive Loss**  
**(Unaudited)**

	<b>Three Months Ended</b>	
	<b>November 30,</b>	
	<b>2021</b>	<b>2020</b>
Revenues	\$ 3,357	\$ -
Revenues from related parties	8,669	17,016
Revenues total	<u>12,026</u>	<u>17,016</u>
Cost of Goods Sold	5,036	9,558
Cost of Goods Sold from related party	2,638	-
Cost of Goods Sold total	<u>7,674</u>	<u>9,558</u>
<b>Gross profit</b>	<u>4,352</u>	<u>7,458</u>
Operating Expenses		
General and administrative expenses	\$ 92,297	\$ 91,426
Total operating expenses	<u>92,297</u>	<u>91,426</u>
Loss from operations	<u>(87,945)</u>	<u>(83,968)</u>
Loss before taxes	(87,945)	(83,968)
Provision for income tax	-	-
Net loss	<u>(87,945)</u>	<u>(83,968)</u>
Net loss attributable to the non-controlling interest	<u>(22,159)</u>	<u>(20,085)</u>
<b>Net Loss Attributable to The Shareholders of Fellazo Corp.</b>	<u><u>\$ (65,786)</u></u>	<u><u>\$ (63,883)</u></u>
Other comprehensive loss		
Foreign currency translation gain (loss)	5,816	(3,704)
Total comprehensive loss	(82,129)	(87,672)
Comprehensive Loss attributable to the non-controlling interest	<u>(19,193)</u>	<u>(21,974)</u>
<b>Comprehensive Loss Attributable to The Shareholders of Fellazo Corp.</b>	<u><u>\$ (62,936)</u></u>	<u><u>\$ (65,698)</u></u>
Basic and dilutive net loss per common share	<u>\$ (0.00)</u>	<u>\$ (0.00)</u>
Weighted average number of common shares outstanding - basic and diluted	<u>86,264,000</u>	<u>86,264,000</u>

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

**FELLAZO CORP.**  
**Consolidated Statements of Changes in Stockholders' Deficit**  
**(Unaudited)**

For the three months ended November 30, 2021

	Common Stock		Additional paid in Capital	Accumulated Deficit	Accumulated other comprehensive loss	Non controlling Interest	Total
	Shares	Amount					
Balance, August 31, 2021	86,264,000	\$ 86,264	\$ 36,122	\$ (1,403,624)	\$ (981)	\$ (133,370)	\$ (1,415,589)
Net loss	-	-	-	(65,786)	-	(22,159)	(87,945)
Foreign currency translation gain	-	-	-	-	2,850	2,966	5,816
Balance, November 30, 2021	<u>86,264,000</u>	<u>\$ 86,264</u>	<u>\$ 36,122</u>	<u>\$ (1,469,410)</u>	<u>\$ 1,869</u>	<u>\$ (152,563)</u>	<u>\$ (1,497,718)</u>

For the three months ended November 30, 2020

	Common Stock		Additional Paid in Capital	Accumulated Deficit	Accumulated other comprehensive loss	Non controlling Interest	Total
	Shares	Amount					
Balance, August 31, 2020	86,264,000	\$ 86,264	\$ 36,122	\$ (1,143,619)	\$ (1,094)	\$ (66,669)	\$ (1,088,996)
Net loss	-	-	-	(63,883)	-	(20,085)	(83,968)
Foreign currency translation gain	-	-	-	-	(1,815)	(1,889)	(3,704)
Balance, November 30, 2020	<u>86,264,000</u>	<u>\$ 86,264</u>	<u>\$ 36,122</u>	<u>\$ (1,207,502)</u>	<u>\$ (2,909)</u>	<u>\$ (88,643)</u>	<u>\$ (1,176,668)</u>

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

**FELLAZO CORP.**  
**Consolidated Statements of Cash Flows**  
**(Unaudited)**

	<b>Three Months Ended</b>	
	<b>November 30,</b>	
	<b>2021</b>	<b>2020</b>
<b>Cash Flows from Operating Activities:</b>		
Net loss	\$ (87,945)	\$ (83,968)
Adjustments to reconcile net loss to net cash used in operations:		
Expenses paid by related party	89,941	103,786
Changes in operating assets and liabilities:		
Prepaid	-	(87)
Deposit	-	6,639
Accounts payable and accrued liabilities	2,264	(12,881)
Net Cash Provided by Operating Activities	<u>4,260</u>	<u>13,489</u>
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>		
Acquisition of property, plant and equipment	-	-
Net Cash Used in Investing Activities	-	-
<b>Cash Flows from Financing Activities:</b>		
Advances from related party	40,732	8,235
Repayment to related party	(46,471)	(21,104)
Net Cash Used in Financing Activities	<u>(5,739)</u>	<u>(12,869)</u>
Effects on changes in foreign exchange rate	(29)	612
Net change in cash	(1,508)	1,232
Cash, beginning of period	7,361	54,467
Cash, end of period	<u>\$ 5,853</u>	<u>\$ 55,699</u>
<b>Supplemental cash flow information</b>		
Interest paid	\$ -	\$ -
Income taxes paid	\$ -	\$ -

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



**FELLAZO CORP.**  
**Notes to the Consolidated Financial Statements**  
**November 30, 2021**  
**(Unaudited)**

**NOTE 1 – ORGANIZATION, DESCRIPTION OF BUSINESS AND GOING CONCERN**

Fellazo Corp. (“the Company”, “we”, “us” or “our”) was incorporated in the State of Nevada on May 28, 2014.

The Company had commenced to be engaged in the industry of “Healthcare and Personal Wellness” products and related products. Activities include but not limited to sourcing raw materials or partly or fully finished products, manufacturing, wholesale and trading of these products.

Our office has relocated to T2-L8-3, Level 8, IOI City Tower Two, Lebuhraya, IOI Resort City, 62502 Putrajaya, Malaysia since March 2021.

***Going Concern Uncertainties***

The accompanying consolidated financial statements have been prepared assuming that the Company will continue as a going concern, which contemplates the realization of assets and the discharge of liabilities in the normal course of business for the foreseeable future.

As of November 30, 2021, the Company had an accumulated deficit of \$1,469,410, and net loss of \$87,945 for the three months ended November 30, 2021. Losses have principally occurred as a result of the substantial resources required for general and administrative expenses associated with our operations. The continuation of the Company as a going concern is dependent upon the continued financial support from its stockholders or external financing. Management believes the existing stockholders will provide the additional cash to meet with the Company’s obligations as they become due. However, there is no assurance that the Company will be successful in securing sufficient funds to sustain the operations.

These conditions raise substantial doubt about the Company’s ability to continue as a going concern. These financial statements do not include any adjustments to reflect the possible future effect on the recoverability and classification of assets or the amounts and classifications of liabilities that may result from the outcome of these uncertainties. Management believes that the actions presently being taken to obtain additional funding and implement its strategic plan provides the opportunity for the Company to continue as a going concern.

**NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

***Basis of Presentation***

The accompanying unaudited financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (“GAAP”) for interim financial statements and Article 8 of Regulation S-X of the United States Securities and Exchange Commission (“SEC”). Accordingly, they do not contain all information and footnotes required by U.S. GAAP for complete financial statements. However, except as disclosed herein, there has been no material change in the information disclosed in the Notes to Consolidated Financial Statements included in the Annual Report on Form 10-K for the year ended August 31, 2020.

***Principles of Consolidation***

The accompanying consolidated financial statements include the financial statements of the Company and its 49% owned subsidiary Fellazo Berhad, an entity under common control. All significant inter-company balances and transactions within the Company have been eliminated upon consolidation.

### **Variable Interest Entities**

The Company holds both the power to direct the most significant activities of FB, as well as an economic interest in FB and, as such, is deemed to be the primary beneficiary or consolidator of FB. The determination of the VIE's primary beneficiary requires an evaluation of the contractual and implied rights and obligations associated with each party's relationship with or involvement in the entity, an estimate of the entity's expected losses and expected residual returns and the allocation of such estimates to each party involved in the entity.

### **Revenue recognition**

The Company commenced its operation in mid-October 2019. At this initial stage revenue is earned from the trading of raw bird-nest only.

The Company's revenue recognition procedures consist of the following five steps in order to determine the appropriate amount of revenue to be recognized as it fulfills its obligations pursuant to each of its sales transactions:

- identify the contract with a customer;
- identify the performance obligations in the contract;
- determine the transaction price;
- allocate the transaction price to performance obligations in the contract; and
- recognize revenue as the performance obligation is satisfied.

However, at this initial stage of our operations which started with trading of raw bird-nest, management is using this stage for exposure of management to the bird-nest business in order to learn and experience with our suppliers, who are bird-nest farmers or their agents, determination of quality of the raw material, the process of raw bird-nest cleaning of the different class of the raw material and market for these clean bird-nest.

At this initial stage we have not entered into any formal contracts with our suppliers and purchasers, most of the suppliers and purchasers are known to our management or introduced to the management by closed business friends.

### **Cost of Goods Sold – Trading of Raw Bird-Nest**

At this initial stage of business operations which the management considered as exposure, gaining of knowledge and experience of the overall bird-nest business, our Cost of goods sold only include the actual cost of the raw bird-nest.

### **Foreign Currency Translation**

Transactions denominated in currencies other than the functional currency are translated into the functional currency at the exchange rates prevailing at the dates of the transaction. Monetary assets and liabilities denominated in currencies other than the functional currency are translated into the functional currency using the applicable exchange rates at the balance sheet dates. The resulting exchange differences are recorded in the statement of operations.

<b>Exchange Rates</b>	<b>November 30, 2021</b>	<b>August 31, 2021</b>
Spot rate RM : USD exchange rate	0.2359	0.2406
Average period RM : USD exchange rate	0.2398	0.2389

### **Concentrations**

The Company had a concentration in demand for its products as four customers comprised 100% of the Company's sales where for one customer was 64% and a second customer was 24%.

The Company had a concentration in supply of its products as one supplier provided 63% and second supplier provided 34% of the Company's purchases totaling 97%

### **NOTE 3 – RELATED PARTY TRANSACTIONS**

Our Management Agent, Swipypay Berhad (a company established in Malaysia) is 80% owned by our Director – Mr. Yap Kit Chuan. Total outstanding amount due to our Management Agent was \$1,487,597 and \$1,409,229 as at November 30, 2021 and August 31, 2021 respectively. The additional amount of \$78,368 incurred in the three months ended November 30, 2021, consisted of operating expenses paid on behalf of the Company of \$89,941, advances from a related party of \$40,732, and a repayment to related party of \$46,471. The difference of amount was a result of change of exchange rate.

## Item 2. Management’s Discussion and Analysis of Financial Condition or Plan of Operation

### FORWARD-LOOKING STATEMENTS

This quarterly report contains forward-looking statements. These statements relate to future events or our future financial performance. In some cases, you can identify forward-looking statements by terminology such as “may”, “should”, “expects”, “plans”, “anticipates”, “believes”, “estimates”, “predicts”, “potential” or “continue” or the negative of these terms or other comparable terminology. These statements are only predictions and involve known and unknown risks, uncertainties and other factors that may cause our or our industry’s actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by these forward-looking statements. Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future results, levels of activity, performance or achievements. Except as required by applicable law, including the securities laws of the United States, we do not intend to update any of the forward-looking statements to conform these statements to actual results.

Our unaudited consolidated financial statements are prepared in accordance with United States Generally Accepted Accounting Principles. The following discussion should be read in conjunction with our consolidated financial statements and the related notes that appear elsewhere in this quarterly report. The following discussion contains forward-looking statements that reflect our plans, estimates and beliefs. Our actual results could differ materially from those discussed in the forward-looking statements. Factors that could cause or contribute to such differences include, but are not limited to, those discussed below and elsewhere in this quarterly report.

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

As used in this quarterly report, the terms “we”, “us”, “our”, “our company” or “the Company” mean Fellazo Corp., and Fellazo Berhad, a Malaysian company, of which we own 49%, unless otherwise indicated.

#### Overview of Corporate History

Fellazo Corp. was incorporated in the State of Nevada on May 28, 2014. The Company’s fiscal year end is August 31.

#### Overview of Current Business

The Company’s core business is “Healthcare and Personal Wellness” products - primarily bird-nest based, which include manufacturing and retail (retail chain and online). With our expertise in online applications platforms, we will be developing an online network platform to market and sell our products. and also create a system to source and purchase raw materials we required.

In mid of October 2019, the Company’s 49% subsidiary Fellazo Berhad (FB) started purchases of raw bird-nests directly from bird-nest farmers or their agents, and re-sold them to bird-nest processors; wherever possible these raw bird-nests are delivered directly from the farmer to the processor, so that we would not have to maintain a facility to store these raw bird-nests at an early stage of our business development.

FB’s show factory had since moved to a new location after our Head-Office moved to Putrajaya, the Malaysian Government’s Federal Administrative Center. The new show factory is located within half an hour from our office and continue to be managed by our Management Agent, Swipay Berhad.

Due to the continuous effects of the Covid-19 pandemic and the economy uncertainty, our operations are on bare minimum and any plan for expansion had been put on hold until the overall economy climate improves.

On April 1, 2021, Yap Kit Chuan, President, director and owner of ninety-six percent (96%) of the issued and outstanding shares of Common Stock of the Company, agreed to transfer, to a number of business associates, up to approximately 26,000,000 shares of the Company’s Common Stock, representing thirty percent (30%) of the total issued and outstanding shares of Common Stock of the Company.

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On July 15, 2021, Yap Kit Chuan, agreed to increase the proposed transfers up to a total of 35,000,000 shares, representing up to forty-one percent (41%) of the issued and outstanding shares of the Company's Common Stock. The transfer will occur from time to time and will now be completed on or before August 31, 2021. The transfers will be undertaken pursuant to Regulation S of the Securities Act of 1933, and the shares transferred will continue to carry a restrictive legend.

As of August 31, 2021, the total of 34,835,373 shares have been transferred to 249 new and 9 existing shareholders, and the number of shares belonged to Yap Kit Chuan was 48,368,127 shares.

Our office is located at **T2-L8-3, Level 8, IOI City Tower Two, Lebuhraya IRC, IOI Resort City, 62502 Putrajaya, Malaysia**. Our corporate website is <http://fellazo.com>.

We have never declared bankruptcy, been in receivership, or involved in any kind of legal proceeding.

## Results of Operations

The following summary of our results of operations should be read in conjunction with our financial statements included elsewhere in this quarterly report.

Our financial statements have been prepared assuming that we will continue as a going concern and, accordingly, do not include adjustments relating to the recoverability and realization of assets and classification of liabilities that might be necessary should we be unable to continue in operation. We expect we will require additional capital to meet our long term operating requirements. We expect to raise additional capital through, among other things, the sale of equity or debt securities.

### Comparison of the three months ended November 30, 2021 and 2020

	Three Months Ended November 30,		Change	%
	2021	2020		
Revenue	\$ 12,026	\$ 17,016	\$ (4,990)	(29)%
Cost of Goods Sold	7,674	9,558	(1,884)	(20)%
General and administrative expenses	92,297	91,426	871	1%
Net loss	<u>\$ 87,945</u>	<u>\$ 83,968</u>	<u>\$ 3,977</u>	<u>5%</u>

For the three months ended November 30, 2021, we had revenue of \$12,026 and cost of goods sold of \$7,674, as compared to \$17,016 and \$9,558 for the same period in 2020. The Company started with trading of raw bird-nest since fiscal year 2020 and it is an initial stage of our operations.

Our general and administrative expenses were \$92,297 for the three months ended November 30, 2021, as compared to \$91,426 for the same period in 2020. General and administrative expense mainly consisted of management fee and payroll expense.

Our net loss increased by \$3,977 due to a decrease in revenue and gross profit.

## Liquidity and Capital Resources

### Working Capital

	November 30, 2021	August 31, 2021	Change	%
Current assets	\$ 5,853	\$ 7,361	\$ (1,508)	(20)%
Current liabilities	\$ 1,503,571	\$ 1,422,950	\$ 80,621	6%
Working capital deficiency	<u>\$ (1,497,718)</u>	<u>\$ (1,415,589)</u>	<u>\$ (82,129)</u>	<u>6%</u>

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The Company's current assets consists of cash of \$5,853 at November 30, 2021, as compared to cash of \$7,361 and at August 31, 2021.

As at November 30, 2021, current liabilities consisted of accounts payable and accrued liabilities of \$15,974 and due to a related party of \$1,487,597, as compared to August 31, 2021, current liabilities consisted of accounts payable and accrued liabilities of \$13,721 and due to a related party of \$1,409,229. The increase in current liabilities is primarily due to the operating expenses paid by the related party.

**Cash Flows**

	Three Months Ended November 30,		Change	%
	2021	2020		
Cash provided by operating activities	\$ 4,260	\$ 13,489	\$ (9,229)	(68)%
Cash used in financing activities	(5,739)	(12,869)	7,130	(55)%
Effects on changes in foreign exchange rate	(29)	612	(641)	(105)%
Net change in cash	<u>\$ (1,508)</u>	<u>\$ 1,232</u>	<u>\$ (2,740)</u>	<u>(222)%</u>

**Cash Flow from Operating Activities**

Cash flows provided by operations was \$4,260 during the three months ended November 30, 2021, compared with \$13,489 during the same period in 2020. The decrease in cash provided by operating activities is mainly due to expenses paid by related party.

**Cash Flow from Financing Activities**

During the three months ended November 30, 2021, the Company received \$40,732 from a related party, and repaid \$46,471 to a related party. During the three months ended November 30, 2020, the Company received \$8,235 from a related party, and repaid \$21,104 to a related party.

**Off-Balance Sheet Arrangements**

We have no 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 is material to stockholders.

**Critical Accounting Policies and Estimates**

Management's discussion and analysis of our financial condition and results of operations are based upon our unaudited consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States of America. We review the accounting policies used in reporting our financial results on a regular basis. The preparation of these financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, net sales and expenses and related disclosure of contingent liabilities. We base our estimates on historical experience and on various other assumptions that we believe are reasonable for making judgments about the carrying value of assets and liabilities that are not readily apparent from other sources. Our actual results may differ materially from these estimates.

For a complete description of our critical accounting policies and estimates, refer to our 2021 Annual Report on Form 10-K filed with the Securities and Exchange Commission on December 16, 2021.

### **Item 3. Quantitative and Qualitative Disclosures About Market Risk**

Not applicable to smaller reporting companies.

### **Item 4. Controls and Procedures**

#### ***Evaluation of Disclosure Controls and Procedures***

Our management is responsible for establishing and maintaining a system of disclosure controls and procedures (as defined in Rule 13a-15(e) and 15d-15(e) under the Exchange Act) that is designed to ensure that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the Commission's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by an issuer in the reports that it files or submits under the Exchange Act is accumulated and communicated to the issuer's management, including its principal executive officer or officers and principal financial officer or officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure.

An evaluation was conducted under the supervision and with the participation of our management of the effectiveness of the design and operation of our disclosure controls and procedures as of November 30, 2021. Based on that evaluation, our management concluded that our disclosure controls and procedures were not effective as of such date to ensure that information required to be disclosed in the reports that we file or submit under the Exchange Act, is recorded, processed, summarized and reported within the time periods specified in SEC rules and forms as a result of the following material weaknesses:

- (1) lack of a functioning audit committee and lack of a majority of outside directors on the Company's board of directors, resulting in ineffective oversight in the establishment and monitoring of required internal controls and procedures;
- (2) inadequate segregation of duties consistent with control objectives;
- (3) insufficient written policies and procedures for accounting and financial reporting with respect to the requirements and application of U.S. GAAP and SEC disclosure requirements; and
- (4) ineffective controls over period end financial disclosure and reporting processes.

The specific material weakness identified by our management was ineffective controls over certain aspects of the financial reporting process because of a lack of a sufficient complement of personnel with a level of accounting expertise and an adequate supervisory review structure that is commensurate with our financial reporting requirements and inadequate segregation of duties. A "material weakness" is a deficiency, or combination of deficiencies, in internal control over financial reporting such that there is a reasonable possibility that a material misstatement of the company's annual or interim financial statements would not be prevented or detected on a timely basis.

We expect to be materially dependent upon third parties to provide us with accounting consulting services for the foreseeable future which we believe mitigates the impact of the material weaknesses discussed above. Until such time as we have a chief financial officer with the requisite expertise in U.S. GAAP and establish an audit committee and implement internal controls and procedures, there are no assurances that the material weaknesses and significant deficiencies in our disclosure controls and procedures will not result in errors in our financial statements which could lead to a restatement of those financial statements.

#### ***Changes in Internal Controls***

There have been no changes in our internal controls over financial reporting identified in connection with the evaluation required by paragraph (d) of Securities Exchange Act Rule 13a-15 or Rule 15d-15 that occurred in the quarter ended November 30, 2021 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

## PART II - OTHER INFORMATION

### **Item 1. Legal Proceedings**

As of the date of this Quarterly Report on Form 10-Q, we are not a party to any legal proceedings that could have a material adverse effect on the Company's business, financial condition or operating results. Further, to the Company's knowledge no such proceedings have been threatened against the Company.

### **Item 1A. Risk Factors**

As a "smaller reporting company", we are not required to provide the information required by this Item.

### **Item 2. Unregistered Sales of Equity Securities and Use of Proceeds**

None.

### **Item 3. Defaults Upon Senior Securities**

None.

### **Item 4. Mine Safety Disclosures**

Not Applicable.

### **Item 5. Other Information**

None.

**Item 6. Exhibits**

The following exhibits are filed herewith or are incorporated by reference to exhibits previously filed with the SEC:

<b>Exhibit No.</b>	<b>Title</b>	<b>Incorporated by Reference</b>		
		<b>Form</b>	<b>Exhibit</b>	<b>Filing Date</b>
<a href="#">3.1</a>	<a href="#">Articles of Incorporation</a>	S-1	3.1	11/27/2015
<a href="#">3.3</a>	<a href="#">Bylaws</a>	S-1	3.2	11/27/2015
<a href="#">3.4</a>	<a href="#">Certificate of Amendment to Articles of Incorporation, effective as of September 19, 2017</a>	8-K	3.1	09/22/2017
<a href="#">10.1</a>	<a href="#">Stock purchase agreement</a>	10-Q	10.1	04/23/2019
<a href="#">31.1*</a>	<a href="#">Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</a>			
<a href="#">32.1+</a>	<a href="#">Certification Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002</a>			
101*	Inline XBRL Document Set for the condensed consolidated financial statements and accompanying notes in Part I, Item 1, “Financial Statements” of this Quarterly Report on Form 10-Q.			
104*	Inline XBRL for the cover page of this Quarterly Report on Form 10-Q, included in the Exhibit 101 Inline XBRL Document Set.			

\* Filed herewith

+ Furnished herewith.



**SIGNATURES**

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

**FELLAZO CORP.**

\_\_\_\_\_  
(Registrant)

Dated: January 14, 2022

*/s/ YAP KIT CHUAN*

\_\_\_\_\_  
**YAP KIT CHUAN**

President, CEO, CFO, Treasurer,  
Secretary and Chairman of the Board of Directors of the  
Company  
(Principal Executive Officer, Principal Financial Officer  
and Principal Accounting Officer)

## CERTIFICATION

I, YAP KIT CHUAN, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Fellazo 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 we have:
  - a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the fiscal year 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.

Date: January 14, 2022

By: /s/ Yap Kit Chuan

YAP KIT CHUAN

President, CEO, CFO, Treasurer, Secretary and  
Chairman of the Board of Directors of the Company  
(Principal Executive Officer, Principal Financial Officer  
and Principal Accounting Officer)

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

In connection with the Quarterly Report on Form 10-Q of FELLAZO CORP. for the quarter ended November 31, 2021, as filed with the Securities and Exchange Commission on the date hereof, the undersigned hereby certifies, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to best of my knowledge and belief:

- (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 results of operations of the Company.

Date: January 14, 2022

By: /s/ Yap Kit Chuan

YAP KIT CHUAN

President, CEO, CFO, Treasurer, Secretary and  
Chairman of the Board of Directors of the Company  
(Principal Executive Officer, Principal Financial Officer  
and Principal Accounting Officer)

A signed original of this written statement required by Section 906, or other documents authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.