

Atacama Resources International, Inc.

A Florida corporation

137 Hemlock Street, Timmins, ON P4N 6S5

<https://acrlintl.com>

705-262-5974

SIC: 212221

QUARTERLY REPORT

**For the Period Ending
June 30, 2022
(the “Reporting Period”)**

As of June 30, 2022, the number of shares outstanding of our Common Stock was: **992,752,435**

As of March 31, 2022, the number of shares outstanding of our Common Stock was: **992,752,435**

As of December 31, 2021, the number of shares outstanding of our Common Stock was: **999,752,435**

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

Yes: No: **X**

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

Yes: No: **X**

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

Yes: No: **X**

“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.

Item 1: Name of the issuer

Atacama Resources International, Inc. (formerly Arrakis Mining Research, Inc, until 1/9/2015)

The Company was incorporated in Florida on June 14, 2013 and has an active standing in that state.

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

None

List any restrictions on the transfer of security:

None

A Cease Trade Order was placed on the issuer by the Alberta Securities Commission on July 27, 2018. The Alberta Securities Commission placed the CTO on the Issuer due to a failure to file financial statements with them that conformed to the requirements of section 146 of the Securities Act (Alberta).

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

None

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

33 Father Costello Drive, Schumacher, ON P0N 1G0

The address(es) of the issuer's principal place of business:

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

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

Yes: _____ No: **X**

If this issuer or any of its predecessors have been the subject of such proceedings, please provide additional details in the space below:

None

Item 2: Security Information

Trading symbol:	ACRL	
Exact title and class of securities outstanding:	Common Stock	
CUSIP:	04651H106	
Par or stated value:	\$0.0001	
Total shares authorized:	<u>2,900,000,000</u>	as of date: <u>June 30, 2022</u>
Total shares outstanding:	<u>992,752,435</u>	as of date: <u>June 30, 2022</u>
Number of shares in the Public Float	<u>795,498,082</u>	as of date: <u>June 30, 2022</u>
Total number of shareholders of record:	<u>216</u>	as of date: <u>June 30, 2022</u>

All additional class(es) of publicly traded securities (if any):

None

The name and address of the transfer agent.

Signature Stock Transfer, Inc.
 14673 Midway Road
 Suite 220
 Addison, TX 75001
 972-612-4120
<http://www.signaturestocktransfer.com>
info@signaturestocktransfer.com

Is the Transfer Agent registered under the Exchange Act?

Yes: **X** No:

The goal of this section is to provide disclosure with respect to each event that resulted in any direct 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

Check this box to indicate there were no changes to the number of outstanding shares within the past two completed fiscal years and any subsequent periods: ☐

Number of Shares outstanding as of January 1, 2020		<u>Opening Balance:</u> Common: <u>999,277,144</u> Preferred: <u>1,294</u>							
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 (entities must have individual with voting / investment control disclosed)	Reason for share issuance (e.g. for cash or debt conversion) OR Nature of Services Provided (if applicable)	Restricted or Unrestricted as of this filing?	Exemption or Registration Type?
03/16/20	Cancellation	(200)	Series B Preferred	(410,000)	No	The Spivak Family Trust – Stephen Spivak	Board	Restricted	4(a)(2)

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 (entities must have individual with voting / investment control disclosed)	Reason for share issuance (e.g. for cash or debt conversion) OR Nature of Services Provided (if applicable)	Restricted or Unrestricted as of this filing?	Exemption or Registration Type?
03/16/20	Cancellation	(10)	Series B Preferred	(23,800)	No	Stephen Spivak – Spivak Family Trust	Board	Restricted	4(a)(2)
03/16/20	Cancellation	(8)	Series B Preferred	(28,000)	No	Stephen Spivak	Board	Restricted	4(a)(2)
03/16/20	Cancellation	(60)	Series B Preferred	(142,800)	No	2714531 Ontario Limited - Colin Keith	Management & Board Compensation	Restricted	4(a)(2)
03/16/20	Cancellation	(50)	Series B Preferred	(102,500)	No	2714531 Ontario Limited - Colin Keith	Board Compensation	Restricted	4(a)(2)
03/16/20	Cancellation	(10)	Series B Preferred	(37,500)	No	Wayne Holmstead	Services, Board	Restricted	4(a)(2)
03/16/20	Cancellation	(50)	Series B Preferred	(102,500)	No	Waylon Iserhoff	Board Compensation	Restricted	4(a)(2)
03/16/20	Cancellation	(10)	Series B Preferred	(23,800)	No	Paul Rokeby	Services	Restricted	4(a)(2)
03/16/20	Cancellation	(2)	Series B Preferred	(4,700)	No	Chrystal Landry	Services Provided	Restricted	4(a)(2)
03/16/20	Cancellation	(10)	Series B Preferred	(23,500)	No	2701102 Ontario Inc John Grant	Consulting Fees	Restricted	4(a)(2)
6/01/20	Cancellation	(6)	Series B Preferred	(15,000)	No	Mike Khoury	Conversion	Restricted	4(a)(2)
6/01/20	New Issuance	3,000,000	Common	15,000	No	Mike Khoury	Conversion	Restricted	4(a)(2)
6/1/20	Cancellation	(9,524,709)	Common	(190,694)	No	Cougar Pipeline Inspections & Consulting, LLC, President, Fred Gingras	Cancellation	Restricted	4(a)(2)
11/04/20	Cancellation	(10)	Series B Preferred	(23,500)	No	Chad Gloster	Consulting Fees Service Provided	Restricted	4(a)(2)
11/23/20	Cancellation	(300)	Series B Preferred	(615,000)	No	DMMB(PTY) Holdings Ltd – David Berry	Board Compensation	Restricted	4(a)(2)
Shares Outstanding on: <u>June 30, 2022</u>	Ending Balance:								
	Common: 992,752,435								
	Series A Preferred: 2								
	Series B Preferred: 566								

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

B. Debt Securities, Including Promissory and Convertible Notes

Use the chart and additional space below to list and describe all outstanding promissory notes, convertible notes, convertible debentures, or any other debt instruments that may be converted into a class of the issuer's equity securities.

Check this box if there are no outstanding promissory, convertible notes or debt arrangements: **X**

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g. Loan, Services, etc.)
-	-	-	-	-	-	-	-

Item 4: Financial Statements.

A: The following financial statements were prepared in accordance with
U.S. GAAP: **X**
IFRS:

B: The financial Statements for this reporting period were prepared by
Name: **Robin W. Hunt**
Title: **President, Interactive Edgar Corp**
Relationship to Issuer: **Contract Service Provider**

ATACAMA RESOURCES INTERNATIONAL, INC.
Consolidated Balance Sheets
(Unaudited)

	June 30, 2022	December 31, 2021
ASSETS		
Current Assets		
Cash and cash equivalents	\$ 10,455	\$ 10,237
Prepaid expense	3,725	3,725
Total Current Assets	14,180	13,962
Property and equipment, net of accumulated Depreciation of \$0 and \$0, respectively	525	513
Royalty promissory note	1,411,117	1,379,481
Mineral rights	25,635	24,395
TOTAL ASSETS	\$ 1,451,457	\$ 1,418,351
LIABILITIES AND STOCKHOLDERS' DEFICIT		
Current Liabilities		
Accounts Payable	\$ 508,152	\$ 500,438
Deposits	1,200	1,200
Accrued compensation	2,406,520	2,102,772
Accrued expenses	7,199	7,149
Corporate income tax payable	309,406	302,470
Due to related party	22,974	22,974
Total Current Liabilities	3,255,451	2,937,003
TOTAL LIABILITIES	3,255,451	2,937,003
COMMITMENTS AND CONTINGENCIES		
STOCKHOLDERS' EQUITY (DEFICIT)		
Preferred stock: \$0.0001 par value 100,000,000 authorized; 568 and 568 shares issued and outstanding, respectively	----	----
Common stock: \$0.0001 par value 2,900,000,000 authorized; 999,752,435 and 999,752,435 shares issued and outstanding, respectively	99,275	99,275
Additional paid in capital	3,629,672	3,629,672
Accumulated deficit	(5,730,748)	(5,457,085)
Accumulated other comprehensive income (loss)	197,807	209,486
Total Stockholders' Equity (Deficit)	(1,803,994)	(1,518,652)
TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT	\$ 1,451,457	\$ 1,418,351

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

ATACAMA RESOURCES INTERNATIONAL, INC.
Consolidated Statements of Operations
(Unaudited)

	For the Three Months Ended		For the Six Months Ended	
	June 30,		June 30,	
	2022	2021	2022	2021
Revenues	\$ ----	\$ ----	\$ ----	\$ ----
Operating Expenses				
Management fees	10,000	211,511	269,838	428,526
Professional fees	---	---	---	3,994
Selling, general and administrative expenses	3,825	77	3,825	573
Total operating expenses	13,825	211,588	273,663	433,093
Net loss from operations	(13,825)	(211,588)	(273,663)	(433,093)
Other income (expense)	---	---	---	---
Net income (loss)	\$ <u>(13,825)</u>	\$ (211,588)	\$ <u>(273,663)</u>	\$ (433,093)
Foreign exchange (loss)	---	(3)	11,679	1,253
Comprehensive income (loss)	\$ <u>(13,825)</u>	\$ (211,591)	\$ <u>(261,984)</u>	\$ (431,840)
Basic and diluted loss per share	\$ <u>(0.00)</u>	\$ (0.00)	\$ <u>(0.00)</u>	\$ (0.00)
Weighted average number of shares outstanding	<u>992,752,435</u>	<u>992,752,435</u>	<u>992,752,435</u>	<u>992,752,435</u>

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

ATACAMA RESOURCES INTERNATIONAL, INC.
Consolidated Statement of Stockholders' Deficit
(Unaudited)

	Shares	Amount	Shares	Amount	Additional Paid in Capital	Accumulated Deficit	Accumulated Other Comprehensive Income	Total
Balance, December 31, 2019	<u>1,294</u>	<u>\$ ---</u>	<u>999,277,144</u>	<u>\$ 99,928</u>	<u>\$ 5,357,314</u>	<u>\$ (5,137,325)</u>	<u>\$ 1,045</u>	<u>\$ 320,962</u>
Cancellation of stock	(720)	---	(9,524,709)	(953)	(1,727,342)	---	---	(1,728,295)
Converted Preferred B into Common	(6)	---	3,000,000	300	(300)	---	---	---
Net income (unaudited)	---	---	---	---	---	714,374	---	714,374
Foreign currency translation	---	---	---	---	---	---	18,021	18,021
Balance, December 31, 2020	<u>568</u>	<u>\$ ---</u>	<u>992,752,435</u>	<u>\$ 99,275</u>	<u>\$ 3,629,672</u>	<u>\$ (4,422,951)</u>	<u>\$ 19,066</u>	<u>\$ (674,938)</u>
Net loss (unaudited)	---	---	---	---	---	(1,034,134)	---	(1,034,134)
Foreign currency translation	---	---	---	---	---	---	190,420	190,420
Balance, December 31, 2021	<u>568</u>	<u>\$ ---</u>	<u>992,752,435</u>	<u>\$ 99,275</u>	<u>\$ 3,629,672</u>	<u>\$ (5,457,085)</u>	<u>\$ 209,486</u>	<u>\$ (1,518,652)</u>
Net loss (unaudited)	---	---	---	---	---	(273,663)	---	(273,663)
Foreign currency translation	---	---	---	---	---	---	(11,679)	(11,679)
Balance, June 30, 2022	<u>568</u>	<u>\$ ---</u>	<u>992,752,435</u>	<u>\$ 99,275</u>	<u>\$ 3,629,672</u>	<u>\$ (5,730,748)</u>	<u>\$ 197,807</u>	<u>\$ (1,803,994)</u>

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

ATACAMA RESOURCES INTERNATIONAL, INC.
Consolidated Statements of Cash Flows
(Unaudited)

	For the Six Months Ended	
	June 30,	
	2022	2021
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net loss	\$ (273,663)	\$ (433,093)
Adjustments to reconcile net loss to net cash used by operations:		
Changes in assets and liabilities:		
Accounts payable	5,065	(12,254)
Accrued expenses	293,739	444,238
Accrued compensation	10,000	---
Corporate income taxes payable	---	5,093
Net cash provided operating activities	<u>35,141</u>	<u>3,984</u>
CASH FLOWS FROM INVESTING ACTIVITIES:		
Property and equipment	---	(9)
Mineral rights	(1,240)	---
Royalty promissory note	---	4,267
Net cash provided by (used in) investing activities	<u>(1,240)</u>	<u>4,258</u>
CASH FLOWS FROM FINANCING ACTIVITIES:		
	---	---
Foreign Currency Translation	(33,683)	1,253
Net increase in cash and cash equivalents	218	9,495
Cash and cash equivalents		
Beginning of period	<u>10,237</u>	<u>950</u>
End of period	<u>\$ 10,455</u>	<u>\$ 10,445</u>
Supplemental cash flow information		
Cash paid for interest	\$ <u>---</u>	\$ <u>---</u>
Cash paid for taxes	\$ <u>---</u>	\$ <u>---</u>

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

Atacama Resources International, Inc.
Notes to Consolidated Financial Statements
For the Period Ended June 30, 2022
(Unaudited)

NOTE 1. NATURE OF BUSINESS

ORGANIZATION

Atacama Resources International, Inc. (hereinafter the “Company”) was incorporated in the State of Florida in June 2013. The Company is a mineral exploration company with assets located in northeastern Ontario, Canada.

NOTE 2. GOING CONCERN

For the six months ended June 30, 2022 and 2021, the Company had net losses of \$273,663 and \$433,093, respectively. As of June 30, 2022, the Company had a working capital deficit of (\$3,241,271). The Company has generated \$0 and \$0 in revenues for the six months ended June 30, 2022 and 2021, respectively.

The Company’s financial statements are prepared using accounting principles generally accepted in the United States of America applicable to a going concern which contemplates the realization of assets and liquidation of liabilities in the normal course of business. The Company is in the business of mineral exploration and will not be in a position to generate revenues until it is able to (i) dispose of an asset(s) by way of a sale for a profit, or (ii) develop an asset(s) to the point where it becomes a producing mine facility. The ability of the Company to continue as a going concern is dependent on the Company obtaining adequate capital to fund operating losses until it becomes profitable. If the Company is unable to obtain adequate capital, it could be forced to cease operations.

The Company has been unable to raise funds as a result of a cease trade order with the Alberta Securities Commission and is experiencing significant capital restrictions which could impact its operations and overall viability moving forward.

The Company has declined to renew mineral claims and/or declined to renew agreements pertaining to mineral rights and exploration for reasons related to (i) the Company’s perceived value of the claims or (ii) the Company’s aforementioned capital limitations. Notably, the Company no longer holds rights to the “Atacama 1” and “Tannahill Gold Property” sets of claims along with the “Mystery Graphite” property. Moving forward, there are no guarantees that the Company will be in a position to make payments necessary to maintain mineral claims (nonetheless, a number of Atacama 3 claims are in good standing until December 15, 2024).

NOTE 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

PRINCIPLES OF CONSOLIDATION

The consolidated financial statements include the accounts of the Company and its subsidiary. All intercompany accounts and transactions have been eliminated.

BASIS OF PRESENTATION AND USE OF ESTIMATES

The Company prepares its consolidated financial statements in conformity with accounting principles generally accepted in the United States of America (“GAAP”), which require management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

RECLASSIFICATION OF PRIOR YEAR PRESENTATION

Certain prior year amounts have been reclassified for consistency with the current year presentation. These reclassifications had no effect on the reported results of operations.

CASH AND CASH EQUIVALENTS

The Company considers all highly liquid investments with an original maturity of a year or less at the date of acquisition to be cash equivalents. Cash and cash equivalents totaled \$10,455 at June 30, 2022 and \$10,237 at December 31, 2021.

Atacama Resources International, Inc.
Notes to Consolidated Financial Statements
For the Period Ended June 30, 2022
(Unaudited)

CASH FLOWS REPORTING

The Company follows ASC 230, Statement of Cash Flows, for cash flows reporting, classifies cash receipts and payments according to whether they stem from operating, investing, or financing activities and provides definitions of each category, and uses the indirect or reconciliation method (“Indirect method”) as defined by ASC 230, Statement of Cash Flows, to report net cash flow from operating activities by adjusting net income to reconcile it to net cash flow from operating activities by removing the effects of (a) all deferrals of past operating cash receipts and payments and all accruals of expected future operating cash receipts and payments and (b) all items that are included in net income that do not affect operating cash receipts and payments. The Company reports the reporting currency equivalent of foreign currency cash flows, using the current exchange rate at the time of the cash flows and the effect of exchange rate changes on cash held in foreign currencies is reported as a separate item in the reconciliation of beginning and ending balances of cash and cash equivalents and separately provides information about investing and financing activities not resulting in cash receipts or payments in the period.

EXPLORATION AND DEVELOPMENT COSTS

Costs of acquiring potential mining properties and any exploration and development costs are expensed as incurred unless proven and probable reserves exist and the property is a commercially mineable property in accordance with FASB ASC 930, Extractive Activities – Mining. Mine development costs incurred either to explore and develop new and existing mineral claim assets. Costs incurred to maintain assets on a standby basis are charged to operations. Costs of abandoned projects are charged to operations upon abandonment. The Company evaluates at least annually, the carrying value of capitalized mining costs and related property, plant and equipment costs, if any, to determine if these costs are in excess of their net realizable value and if a permanent impairment needs to be recorded. The periodic evaluation of carrying value of capitalized costs and any related property, plant and equipment costs are based upon expected future cash flows and/or estimated salvage value.

The Company capitalizes costs for mining properties by individual property and defers such costs for later amortization only if the prospects for economic productions are reasonably certain.

Capitalized costs are expensed in the period when the termination has been made that economic production does not appear reasonably certain.

During the six months ended June 30, 2022 and 2021, the Company capitalized exploration costs of \$1,240 and \$0, respectively.

RELATED PARTIES

The Company follows ASC 850, “Related Party Disclosures,” for the identification of related parties and disclosure of related party transactions. Related party transactions are summarized in Note 7.

CONCENTRATIONS OF CREDIT RISK AND SIGNIFICANT CUSTOMERS

Financial instruments which potentially subject the Company to concentrations of credit risk consist primarily of cash and cash equivalents, marketable securities, accounts receivable and restricted cash. The Company limits its exposure to credit loss by placing its cash and cash equivalents with high credit-quality financial institutions in bank deposits, money market funds, U.S. government securities and other investment grade debt securities that have strong credit ratings. The Company has established guidelines relative to diversification of its cash and marketable securities and their maturities that are intended to secure safety and liquidity. These guidelines are periodically reviewed and modified to take advantage of trends in yields and interest rates and changes in the Company’s operations and financial position. Although the Company may deposit its cash and cash equivalents with multiple financial institutions, its deposits, at times, may exceed federally insured limits.

INCOME TAXES

We use the asset and liability method of accounting for income taxes in accordance with ASC Topic 740, “Income Taxes.” Under this method, income tax expense is recognized for the amount of: (i) taxes payable or refundable for the current year and (ii) deferred tax consequences of temporary differences resulting from matters that have been recognized in an entity’s financial statements or tax returns. 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

Atacama Resources International, Inc.
Notes to Consolidated Financial Statements
For the Period Ended June 30, 2022
(Unaudited)

be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in the results of operations in the period that includes the enactment date. A valuation allowance is provided to reduce the deferred tax assets reported if based on the weight of the available positive and negative evidence, it is more likely than not some portion or all of the deferred tax assets will not be realized.

ASC Topic 740-10-30 clarifies the accounting for uncertainty in income taxes recognized in an enterprise's financial statements and prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. ASC Topic 740-10-40 provides guidance on de-recognition, classification, interest and penalties, accounting in interim periods, disclosure, and transition. We have no material uncertain tax positions for any of the reporting periods presented.

FINANCIAL INSTRUMENTS

The Company's consolidated balance sheet includes certain financial instruments. The carrying amounts of current assets and current liabilities approximate their fair value because of the relatively short period of time between the origination of these instruments and their expected realization.

ASC 820, Fair Value Measurements and Disclosures defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. ASC 820 also establishes a fair value hierarchy that distinguishes between (1) market participant assumptions developed based on market data obtained from independent sources (observable inputs) and (2) an entity's own assumptions about market participant assumptions developed based on the best information available in the circumstances (unobservable inputs). The fair value hierarchy consists of three broad levels, which gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy are described below:

Level 1	Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities.
Level 2	Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly, including quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in markets that are not active; inputs other than quoted prices that are observable for the asset or liability (e.g., interest rates); and inputs that are derived principally from or corroborated by observable market data by correlation or other means.
Level 3	Inputs that are both significant to the fair value measurement and unobservable.

Fair value estimates discussed herein are based upon certain market assumptions and pertinent information available to management as of June 30, 2022 and December 31, 2021. The respective carrying value of certain on-balance-sheet financial instruments approximated their fair values due to the short-term nature of these instruments.

IMPAIRMENT OF LONG- LIVED ASSETS

The Company reviews and evaluates long-lived assets for impairment when events or changes in circumstances indicate that the related carrying amounts may not be recoverable. The assets are subject to impairment consideration under FASB ASC 360-10-35-17 if events or circumstances indicate that their carrying amount might not be recoverable. When the Company determines that an impairment analysis should be done, the analysis will be performed using the rules of FASB ASC 930-360-35, Asset Impairment, and 360-0 through 15-5, Impairment or Disposal of Long- Lived Assets.

DERIVATIVE LIABILITIES

Derivative liabilities include the fair value of instruments such as common stock warrants, preferred stock warrants and convertible features of notes, that are initially recorded at fair value and are required to be re-measured to fair value at each reporting period under provisions of ASC 480, *Distinguishing Liabilities from Equity*, or ASC 815, *Derivatives and Hedging*. The change in fair value of the instruments is recognized as a component of other income

Atacama Resources International, Inc.
Notes to Consolidated Financial Statements
For the Period Ended June 30, 2022
(Unaudited)

(expense) in the Company's statements of operations until the instruments settle, expire or are no longer classified as derivative liabilities. The Company estimates the fair value of these instruments using the Black-Scholes pricing model. The significant assumptions used in estimating the fair value include the exercise price, volatility of the stock underlying the instrument, risk-free interest rate, estimated fair value of the stock underlying the instrument and the estimated life of the instrument.

REVENUE RECOGNITION

The Company follows ASC 606, Revenue Recognition. The Company recognizes revenue when it is realized or realizable and earned. The Company considers revenue realized or realizable and earned when all of the following criteria are met: (i) persuasive evidence of an arrangement exists, (ii) the product has been shipped or the services have been rendered to the customer, (iii) the sales price is fixed or determinable, and (iv) collectability is reasonably assured. The Company generated income from the sale and issuance of royalties to its properties located in northern Ontario (agreements executed in July 2019) (the "Royalty Shelters"). Nine (9) Royalty Shelters were sold and were booked at their full value of \$1,732,725. Each Royalty Shelter holder owes a total \$192,525 consisting of an upfront cash payment of \$38,505 dollars and issued a promissory note to the issuer for the remaining balance of \$154,020. Total revenues for the Six- and three-month periods ended June 30, 2022 and 2021 were \$0 and \$0, respectively.

EXPENSES

Operating expenses encompass management fees, professional fees and selling, general and administrative. Total operating expenses were \$13,285 and \$211,588 for the three months ended June 30, 2022 and 2021, respectively, and \$273,633 and \$433,093 for the six months ended June 30, 2022 and 2021, respectively. Total operating expenses consisted of the following.

Management Fees

Management fees are expenses to certain individuals who were engaged as independent contractors to perform services in a management capacity. We expensed \$10,000 and \$211,511 for the three months ended June 30, 2022 and 2021, respectively, and \$269,838 and \$428,526 for the six months ended June 30, 2022 and 2021, respectively.

Professional Fees

Professional services are principally comprised of outside legal, audit and consulting services as well as the costs related to be a publicly traded company. Total professional fees were \$0 and \$0 for the three months ended June 30, 2022 and 2021, respectively, and were \$0 and \$3,994 for the six months ended June 30, 2022 and 2021, respectively.

Selling, General and Administrative Expenses

Selling, general and administrative expenses consist primarily of general office expenses, technology services, public relations and maintenance. Total selling, general and administrative expenses were \$3,825 and \$77 for the three months ended June 30, 2022 and 2021, respectively, and \$3,825 and \$573 for the six months ended June 30, 2022 and 2021, respectively.

DEFERRED INCOME TAXES AND VALUATION ALLOWANCE

The Company accounts for income taxes under ASC 740, Income Taxes. Under the asset and liability method of ASC 740, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the consolidated financial statements 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. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period the enactment occurs. A valuation allowance is provided for certain deferred tax assets if it is more likely than not that the Company will not realize tax assets through future operations. No deferred tax assets or liabilities were recognized as of June 30, 2022 or December 31, 2021.

NET INCOME (LOSS) PER COMMON SHARE

Net income (loss) per share is calculated in accordance with ASC 260, "Earnings Per Share." The weighted-average number of common shares outstanding during each period is used to compute basic earning or loss per share.

Atacama Resources International, Inc.
Notes to Consolidated Financial Statements
For the Period Ended June 30, 2022
(Unaudited)

Diluted earnings or loss per share is computed using the weighted average number of shares and diluted potential common shares outstanding. Dilutive potential common shares are additional common shares assumed to be exercised.

Basic net income (loss) per common share is based on the weighted average number of shares of common stock outstanding at June 30, 2022 and December 31, 2021. As of June 30, 2022, the Company had no dilutive potential common shares.

SHARE-BASED EXPENSE

ASC 718, Compensation – Stock Compensation, prescribes accounting and reporting standards for all share-based payment transactions in which employee services are acquired. Transactions include incurring liabilities, or issuing or offering to issue shares, options, and other equity instruments such as employee stock ownership plans and stock appreciation rights. Share-based payments to employees, including grants of employee stock options, are recognized as compensation expense in the consolidated financial statements based on their fair values. That expense is recognized over the period during which an employee is required to provide services in exchange for the award, known as the requisite service period (usually the vesting period).

The Company accounts for stock-based compensation issued to non-employees and consultants in accordance with the provisions of ASC 505-50, Equity – Based Payments to Non-Employees. Measurement of share-based payment transactions with non-employees is based on the fair value of whichever is more reliably measurable: (a) the goods or services received; or (b) the equity instruments issued. The fair value of the share-based payment transaction is determined at the earlier of performance commitment date or performance completion date.

Share-based expense was \$0 for the six- and three-month periods ending June 30, 2022, and \$0 for the six- and three month periods ending June 30, 2021.

COMMITMENTS AND CONTINGENCIES

The Company follows ASC 450-20, Loss Contingencies, to report accounting for contingencies. Liabilities for loss contingencies arising from claims, assessments, litigation, fines and penalties and other sources are recorded when it is probable that a liability has been incurred and the amount of the assessment can be reasonably estimated. There were no known commitments or contingencies as of June 30, 2022 and December 31, 2021.

RECENT ACCOUNTING PRONOUNCEMENTS

From time to time, new accounting pronouncements are issued that we adopt as of the specified effective date. We believe that the impact of recently issued standards that are not yet effective may have an impact on our results of operations and financial statements.

NOTE 4. PREPAID EXPENSE

The Company's prepaid expense consists professional services. The service will be fully expensed over the next twelve months. The prepaid balance was \$3,725, on June 30, 2022 and \$3,725 on December 31, 2021.

NOTE 5. INVESTMENTS – MINERAL RIGHTS

The valuation of these mineral rights has been re-measured and deemed to have a carrying value of \$25,635 and \$24,395 at June 30, 2022 and December 31, 2021, respectively.

NOTE 6. INCOME TAXES

Deferred taxes are provided on a liability method whereby deferred tax assets are recognized for deductible temporary differences and operating loss and tax credit carry forwards and deferred tax liabilities are recognized for taxable temporary differences. Temporary differences are the differences between the reported amounts of assets and liabilities and their tax bases. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion or all of the deferred tax assets will not be realized. The Company has evaluated Staff Accounting Bulletin No. 118 regarding the impact of the decreased tax rates of the Tax

Atacama Resources International, Inc.
Notes to Consolidated Financial Statements
For the Period Ended June 30, 2022
(Unaudited)

Cuts & Jobs Act. Deferred tax assets and liabilities are adjusted for the effects of changes in tax laws and rates on the date of enactment. The U.S. federal income tax rate of 21% is being used due to the new tax law recently enacted.

At June 30, 2022, the Company had net operating loss carry forwards of approximately \$1,248,000 that maybe offset against future taxable income. No tax benefit has been reported in the June 30, 2022, or December 31, 2021 financial statements since the potential tax benefit is offset by a valuation allowance of the same amount.

Due to the change in ownership provisions of the Tax Reform Act of 1986, net operating loss carry forwards for Federal income tax reporting purposes are subject to annual limitations. Should a change in ownership occur, net operating loss carry forwards may be limited as to use in future years.

ASC Topic 740 provides guidance on the accounting for uncertainty in income taxes recognized in a company's financial statements. Topic 740 requires a company to determine whether it is more likely than not that a tax position will be sustained upon examination based upon the technical merits of the position. If the more-likely-than-not threshold is met, a company must measure the tax position to determine the amount to recognize in the financial statements.

The Company includes interest and penalties arising from the underpayment of income taxes in the statements of operations in the provision for income taxes. As of June 30, 2022, the Company had no accrued interest or penalties related to uncertain tax positions.

NOTE 7. SHAREHOLDERS' EQUITY

The Company, through approval of its Board of Directors, authorized 100,000,000 preferred shares with a par value of \$0.0001 and authorized 2,900,000,000 common shares with a par value of \$0.0001.

PREFERRED STOCK

Each Series B preferred stock is convertible into 500,000 common shares. The Company had 566 Series B preferred shares outstanding at June 30, 2022 and 566 Series B preferred shares outstanding at December 31, 2021.

The Company had two (2) Series A shares outstanding at June 30, 2022 and two (2) Series A preferred shares outstanding at December 31, 2021.

COMMON STOCK

There were 992,752,435 and 992,752,435 common shares issued and outstanding at June 30, 2022 and December 31, 2021, respectively.

WARRANTS AND OPTIONS

There are no warrants or options outstanding to acquire any additional common shares of the Company as of June 30, 2022, and December 31, 2021.

NOTE 8. RELATED PARTY TRANSACTIONS

DUE TO/FROM RELATED PARTIES

Certain officers and directors paid expenses on behalf of the Company and is due reimbursement. As of June 30, 2022, and December 31, 2021, the balance due to a related party was \$22,974 and \$22,974, respectively.

NOTE 9. COMMITMENTS AND CONTINGENCIES

From time to time, the Company may be a party to litigation matters involving claims against the Company. Management believes that there are no current matters that would have a material effect on the Company's financial position or results of operations.

Atacama Resources International, Inc.
Notes to Consolidated Financial Statements
For the Period Ended June 30, 2022
(Unaudited)

NOTE 10. SUBSEQUENT EVENTS

In accordance with ASC 855-10, the company has analyzed its operations subsequent to June 30, 2022, through the date these financial statements were issued (date of filing with the OTC Markets) and has determined that it does not have any material subsequent events to disclose in these financial statements other than the events discussed below.

Joe Dion, the Company's Chairman of the Board and Joshua Dion, a member of the board of directors tendered their resignations on July 29, 2022. On August 10, 2022, the Company voted on a change of control. The board voted Glenn Grant as Chairman of the Board and Dan Finch as a board member effective as of August 10, 2022.

Item 5: Issuer's Business, Products and Services

- A. **Atacama Resources International, Inc., is a mineral exploration company with assets located in northeastern Ontario, Canada.**
- B. Describe any subsidiaries, parents, or affiliated companies, if applicable, and a description of their business contact information for the business, officers, directors, managers or control persons.
Not applicable
- C. Principal Products or Services, and their markets. **Exploration – the Company either holds or holds options to mineral claims in northeastern Ontario. Potential minerals under exploration include gold, silver, copper, cobalt, and diamonds.**

Item 6: Issuer's Facilities:

The Company's primary office is located at 137 Hemlock Street, Timmins, ON P4N 6S5

Item 7: Officers, Directors and Control Persons at June 30, 2022

Name of Officer/Director or Control Person	Affiliation with Company (e.g. Officer/Director/Owner of more than	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstandin	Note
Joe Dion	CEO, Chairman, Board of Directors	Tsawwassen, BC	0		0%	
David Berry	Director	Toronto, ON	1/55	Series A Preferred, Series B Preferred	50%/2.79%	
Josh Dion	President and Director	Tsawwassen, BC	0		0%	
Darwin Douglas	Director	Chilliwack, BC	0		0%	
Paul Rokeby	CFO	Timmins, ON	0		0%	
Waylon Iserhoff	Director	Toronto, ON	0		0%	
Colin Keith	Consultant	Timmins, ON	1	Series A Preferred	50%	

Item 8: Legal/Disciplinary History

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

A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);

None

The entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities;

None

A finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated; or

None

The entry of an order by a self-regulatory organization that permanently or temporarily barred suspended or otherwise limited such person's involvement in any type of business or securities activities.

None

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 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 proceed and the relief sought. Include similar information as to any such proceedings known to be contemplated by governmental authorities.

None

Item 9: Third Party Providers

Legal Counsel

Jody Walker

J.M Walker & Associates

7841 South Garfield Way

Centennial, CO 80122

(303) 850-7637

jmwlr85@gmail.com

Other Service Providers

Accounting

Paul Riss

ICF Industries Inc.

800 Westchester Ave

Rye Brook, NY 10573

Item 10. Certifications

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).

I, Glenn Grant, certify that:

I have reviewed this Quarterly disclosure statement of Atacama Resources International, Inc.;

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

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.

This 15th day of August 2022,

/s/Glenn Grant

Glenn Grant

Interim Chief Executive Officer,

I, Glenn Grant, certify that:

I have reviewed this Quarterly disclosure statement of Atacama Resources International, Inc.;

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

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

This 15th day of August 2022,

/s/Glenn Grant

Glenn Grant,

Interim Chief Financial Officer