

Atacama Resources International, Inc.

A Florida corporation
1317 Edgewater Drive Suite 2510, Orlando, FL 32804

<https://aqlintl.com>

780-512-3805

SIC: 212221

QUARTERLY REPORT

For the Period Ending: September 30, 2024

Outstanding Shares

The number of shares outstanding of our Common Stock was:

1,167,699,915 as of September 30, 2024.

1,123,095,617 as of December 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 and 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 Control' of the company has occurred over this reporting period:

Yes: No:

"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 and address(es) of the issuer and its predecessor (if any)

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 or FINRA concerning the issuer or its predecessors since inception:

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

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

1317 Edgewater Drive, Suite 2510
Orlando, FL 32804

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

X Check 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

Item 2: Security Information

Transfer Agent

**Legacy Stock Transfer, Inc.
16801 Addison Rd
Suite 247
Addison, TX 75001**

972-612-4120

[nttn://www.sienaturestocktransfer.com](http://www.sienaturestocktransfer.com)

infor&si2naturestocktransfer.com

Publicly Quoted or Traded Securities:

Trading symbol:	<u>ACRL</u>	
Exact title and class of securities outstanding:	<u>Common Stock</u>	
Par or stated value:	<u>\$0.0001</u>	
CUSIP:	<u>04651H106</u>	
Total shares authorized:	<u>2,900,000,000</u>	as of date: <u>Sept 30, 2024</u>
Total shares outstanding:	<u>1,167,699,915</u>	as of date: <u>Sept 30, 2024</u>
Total number of shareholders of record:	<u>228</u>	as of date: <u>Sept 30, 2024</u>

All additional class(es) of publicly traded securities (if any): N/A
None

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

Exact title and class of securities outstanding:	<u>Series A Preferred Stock</u>	
CUSIP:	<u>None</u>	
Par or stated value:	<u>50.0001</u>	
Total shares authorized:	<u>10</u>	as of date: <u>Sept 30, 2024</u>
Total shares outstanding:	<u>0</u>	as of date: <u>Sept 30, 2024</u>
Total number of shareholders of record:	<u>0</u>	as of date: <u>Sept 30, 2024</u>
Exact title and class of securities outstanding:	<u>Series B Preferred Stock</u>	
CUSIP:	<u>None</u>	
Par or stated value:	<u>50.0001</u>	
Total shares authorized:	<u>999,990</u>	as of date: <u>Sept 30, 2024</u>
Total shares outstanding:	<u>578</u>	as of date: <u>Sept 30, 2024</u>
Total number of shareholders of record:	<u>43</u>	as of date: <u>Sept 30, 2024</u>

Security Description:

- 1. For common equity, describe any dividend, voting and preemption rights.**
No dividend. One vote per share. No preemptive rights
- 2. For preferred stock, describe the dividend, voting, conversion, and liquidation rights as well as redemption or sinking fund provisions.**

Series A Preferred Stock

1. DESIGNATION. This class of stock of this Corporation shall be named and designated "Series A Preferred Stock". It shall have 10 shares authorized at \$0.0001 par value per share.
2. CONVERSION RIGHTS. There shall be no conversion rights associated with this class of stock.
3. ISSUANCE. Shares of Series A Preferred Stock may only be issued in exchange for the full controlling interest held by the Management or its designee.
4. VOTING RIGHTS.
 - a. If at least one share of Series A Preferred Stock is issued and outstanding, then the total aggregate issued shares of Series A Preferred Stock at any given time, regardless of their number, shall have voting rights equal to four times the sum of: i) the total number of shares of Common Stock which are issued and outstanding at the time of voting, plus ii) the total number of shares of Series B Preferred Stocks which are issued and outstanding at the time of voting.
 - b. Each individual share of Series A Preferred Stock shall have the voting rights equal to:

[four times the sum of: {all shares of Common Stock issued and outstanding at time of voting + all shares of Series B Preferred Stocks issued and outstanding at time of voting}]

divided by:

[the number of shares of Series A Preferred Stock issued and outstanding at the time of voting]

Series B Preferred Stock

1. DESIGNATION. This class of stock of this Corporation shall be named and designated "Series B Preferred Stock". It shall have 1,000,000 shares authorized at \$0.0001 par value per share.
2. DIVIDENDS. The holders of Series B Preferred Stock shall be entitled to receive dividends when, as and if declared by the Board of Directors, in its sole discretion.
3. LIQUIDATION RIGHTS. Upon any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, before any distribution or payment shall be made to the holders of any stock ranking junior to the Series 13 Preferred Stock, the holders of the Series B Preferred Stock shall be entitled to be paid out of the assets of the Corporation an amount equal to \$1.00 per share or, in the event of an aggregate subscription by a single subscriber for Series B Preferred Stock in excess of \$100,000, \$0.997 per share (as adjusted for any stock dividends, combinations, splits, recapitalizations and the like with respect to such shares) (the "Preference Value"), plus all declared but unpaid dividends, for each share of Series B Preferred Stock held by them. After the payment of the full applicable Preference Value of each share of the Series B Preferred Stock as set forth herein, the remaining assets of the Corporation legally available for distribution, if any, shall be distributed ratably to the holders of the Corporation's Common Stock.
4. CONVERSION AND ANTI-DILUTION.
 - (a) Conversions at Option of Holder. Each share of Series B Preferred Stock shall be convertible into that number of Corporation common stock determined by issuing five hundred thousand (500,000) shares of common stock of the Corporation for every share of Series B Preferred Stock converted, at the option of the Holder, at any time and from time to time from and after the date of issuance and subject to the limitations herein. Holders shall affect conversions by providing the Corporation with the form of conversion notice attached hereto. Each Notice of Conversion shall specify the number of shares of Series B Preferred Stock to be converted, the number of shares of Series B Preferred Stock owned prior to the conversion at issue, the number of shares of Series B Preferred Stock owned subsequent to the conversion at issue and the date on which such conversion is to be effected, which date may not be prior to the date the Holder delivers such Notice of Conversion to the Corporation by facsimile (the "Conversion Date"). If no Conversion Date is specified in a Notice of Conversion, the Conversion Date shall be the date that such Notice of Conversion to the Corporation is deemed delivered hereunder. The calculations and entries set forth in the Notice of Conversion shall control in the absence of manifest or mathematical error. To effect conversions, as the case may be, of shares of Series B Preferred Stock, a Holder shall not be required to surrender the certificate(s) representing such shares of Series B Preferred Stock to the Corporation unless all of the shares of Series B Preferred Stock represented thereby are so converted, in which case the Holder shall deliver the certificate representing such share of Series B Preferred Stock promptly following the Conversion Date at issue. Shares of Series B Preferred Stock converted or redeemed in accordance with the terms hereof shall be cancelled and may not be reissued.
5. VOTING RIGHTS. Each share of the Series B Preferred Stock shall have ten (10) votes on all matters presented to be voted by the holders of common stock.

Other than stated above the Series A Preferred Stock and Series B Preferred Stock do not have redemption or sinking fund provisions.

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

None

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.

Item 3: Issuance History

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 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: EI (If yes, you must complete the table below)

Shares outstanding as of Second Most Recent Fiscal Year End:	
<u>Opening Balance:</u>	
Date: <u>1/1/2022</u>	
Common: <u>992 752 435</u>	
Preferred: <u>718</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 (Viper 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?
8/15/22	Cancellation	(92)	Series B Preferred	0.0001	No	Daniel Finch, COO, Atacama Resources International, Inc	Cancellation	Restricted	4(aX2)
8/15/22	New issuance	46,000,000	Common	0.0001	Yes	Daniel Finch, COO, Atacama Resources International, Inc.	Conversion Preferred B to Common	Restricted	4(aX2)
8/17/22	Cancellation	(6)	Series B Preferred	0.0001	No	Johnathan Yellin	Cancellation	Restricted	4(aX2)
8/17/22	New issuance	3,000,000	Common	0.0001	Yes	Johnathan Yellin	Conversion Preferred B to	Restricted	4(aX2)
8/30/22	Cancellation	(18)	Series B Preferred	0.0001	No	Shaka Holdings Trust- Sandip Patidar, Trustee	Cancellation	Restricted	4(aX2)
8/30/22	New issuance	9,000,000	Common	0.0001	Yes	Shaka Holdings Trust- Sandip Patidar, Trustee	Conversion Preferred B to Common	Restricted	4(a)(2)
9/08/22	Cancellation	(8)	Series B Preferred	0.0001	No	Spivak Family Trust, Stephen Spivak, Manager	Cancellation	Restricted	4(aX2)
9/08/22	New issuance	4,000,000	Common	0.0001	Yes	Spivak Family Trust, Stephen Spivak, Manager	Conversion Preferred B to Common	Restricted	4(aX2)
4/01/23	New issuance	9,000,000	Common	0.0045	No	John C Grant	Settlement of accounts payable	Restricted	4(aX2)
4/01/23	New issuance	27,000,000	Common	0.0045	No	Daniel Finch, COO, Atacama Resources	Services	Restricted	4(aX2)

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?
4/01/23	New issuance	4,000,000	Common	0.0045	No	Daniel Finch, COO, Atacama Resources International, Inc.	Conversion Preferred B to Common	Restricted	4(aX2)
4/01/23	Cancellation	(8)	Series B Preferred	0.0001	No	Daniel Finch, COO, Atacama Resources International, Inc.	Cancellation	Restricted	4(a)(2)
4/01/23	New issuance	12,000,000	Common	0.0045	No	Glenn Grant, CEO, Atacama Resources International, Inc.	Services	Restricted	4(aX2)
4/01/23	New issuance	4,500,000	Common	0.0045	No	Glenn Grant, CEO, Atacama Resources International, Inc.	Conversion Preferred B to Common	Restricted	4(aX2)
4/01/23	Cancellation	(9)	Series 13 Preferred	0.0001	No	Glenn Grant, CEO, Atacama Resources International, Inc.	Cancellation	Restricted	4(aX2)
4/01/23	New issuance	2,000,000	Common	0.007	No	David Jackson	Services Rendered	Restricted	4(aX2)
4/01/23	New issuance	1,000,000	Common	0.007	No	Nelson Riis	Services Rendered	Restricted	4(aX2)
4/01/23	New issuance	1,000,000	Common	0.007	No	Allan Flasch	Services Rendered	Restricted	4(aX2)
5/19/23	New issuance	3,000,000	Common	0.0075	No	Stuart J Spivak	Conversion Preferred B to Common	Restricted	4(aX2)
4/01/23	Cancellation	(6)	Series B Preferred	0.0001	No	Stuart J Spivak	Cancellation	Restricted	4(aX2)
9/28/23	Issue	9	Series B Preferred	0.	No	Glenn Grant, CEO, Atacama Resources International, Inc. Re-issue, reversed	cancellation	Restricted	4(aX2)
9/28/23	Cancellation	(4,500,000)	Common	0.0045	No	Glenn Grant, CEO, Atacama Resources International, Inc.	Cancel Conversion Preferred B to Common	Restricted	4(aX2)
9/28/23	Cancellation	(1,000,000)	Common	0.007	No	Allan Flasch	Cancel issuance	Restricted	4(aX2)
9/28/23	Cancellation	(1,000,000)	Common	0.007	No	Nelson Riis	Cancel issuance	Restricted	4(aX2)
9/28/23	Cancellation	(2,000,000)	Common	0.007	No	David Jackson	Cancel issuance	Restricted	4(aX2)
9/28/23	Cancellation	(12,000,000)	Common	0.007	No	Glenn Grant, CEO, Atacama Resources International, Inc.	Cancel issuance	Restricted	4(aX2)
9/28/23	Cancellation	(9,000,000)	Common	0.0045	No	John C Grant	Cancel issuance	Restricted	4(aX2)
12/1/23	New issuance	2,500,000	Common	0.0025	No	Greg Paver	Services Rendered	Restricted	4(aX2)
12/12/23	New issuance	1,000,000	Common	0.0025	No	Rawle Gibson	Cash	Restricted	4(aX2)
12/12/23	New issuance	2,000,000	Common	0.0025	No	Yvonne Barrow	Cash	Restricted	4(aX2)
12/12/23	New issuance	4,000,000	Common	0.0025	No	Doninique Doyal	Cash	Restricted	4(aX2)

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?
12/16/23	New issuance	4,000,000	Common	0.0025	No	Derek Cummings	Cash	Restricted	4(aX2)
12/16/23	New issuance	800,000	Common	0.0025	No	Janice Wagdy	Cash	Restricted	4(aX2)
12/20/23	New issuance	1,000,000	Common	0.0025	No	Cora Hewitt	Cash	Restricted	4(aX2)
12/22/23	New issuance	2,275,000	Common	0.0022	No	Gabriella Nutile	Cash	Restricted	4(aX2)
12/27/23	New issuance	5,500,000	Common	0.0020	No	Larry J Payne	Cash	Restricted	4(aX2)
12/27/23	New issuance	11,363,637	Common	0.0022	No	Stuart M Kruger	Cash	Restricted	4(aX2)
12/27/23	New issuance	1,704,545	Common	0.0022	No	Stuart M Kruger	Services Rendered	Restricted	4(aX2)
12/28/23	New issuance	200,000	Common	0.0037	No	Greg Prayer	Services Rendered	Restricted	4(aX2)
12/31/23	Cancellation	(2,000,000)	Common	0.007	No	Daniel Finch, COO, Atacama Resources International, Inc.	Cancel issuance	Restricted	4(aX2)
1/12/24	New issuance	1,200,000	Common	0.0025	No	Enrique Andrade	Cash	Restricted	4(aX2)
1/12/24	New issuance	800,000	Common	0.0025	No	Larry J Payne	Cash	Restricted	4(aX2)
1/23/24	New issuance	4,000,000	Common	0.0026	No	Russell E Lewis	Cash	Restricted	4(aX2)
1/23/24	New issuance	2,000,000	Common	0.0025	No	Cesar Alberto Islas	Cash	Restricted	4(aX2)
1/25/24	New issuance	4,000,000	Common	0.0025	No	Seymour Applebaum	Cash	Restricted	4(a)(2)
2/1/24	Cancellation	(1)	Preferred A	0.0001	No	Daniel Finch, COO, Atacama Resources International, Inc.	Cancel issuance	Restricted	4(aX2)
2/16/24	New issuance	1,960,785	Common	0.0051	No	Donald Swartz	Cash	Restricted	4(aX2)
2/16/24	New issuance	3,571,429	Common	0.0028	No	Elizabeth Rudolph	Cash	Restricted	4(aX2)
2/20/24	New issuance	6,944,445	Common	0.0036	No	Brian & Julie Prayer	Cash	Restricted	4(aX2)
2/20/24	New issuance	1,428,572	Common	0.0035	No	Jose Federico Quiroz	Cash	Restricted	4(aX2)
2/20/24	New issuance	150,000	Common	0.0033	No	Lan} J Payne	Services Rendered	Restricted	4(aX2)
2/20/24	New issuance	1,086,957	Common	0.0046	No	Trent Berg	Cash	Restricted	4(aX2)
2/29/24	New issuance	2,520,000	Common	0.005	No	Greg Prayer	Services Rendered	Restricted	4(a)(2)
4/1/24	New issuance	271,078	Common	0.006	No	Donald Swartz	Services Rendered	Restricted	4(aX2)
4/1/24	New issuance	1,041,667	Common	0.006	No	Brian & Julie Prayer	Services Rendered	Restricted	4(aX2)
4/1/24	New issuance	400,000	Common	0.006	No	Seymour Applebaum	Services Rendered	Restricted	4(aX2)
4/1/24	New issuance	357,143	Common	0.006	No	Elizabeth Rudolph	Services Rendered	Restricted	4(aX2)
4/1/24	New issuance	400,000	Common	0.006	No	Derek Cummings	Services Rendered	Restricted	4(aX2)
4/1/24	New issuance	400,000	Common	0.006	No	Russell Lewis	Services Rendered	Restricted	4(aX2)
4/1/24	New issuance	75,000	Common	0.006	No	John F Rezek Jr.	Services Rendered	Restricted	4(aX2)

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?
4/29/24	New issuance	4,561,404	Common	0.006	No	Jeffrey and Terry Wohl	Cash	Restricted	4(aX2)
5/6/24	New issuance	1,639,344	Common	0.006	No	Robert & Lisa Klein	Cash	Restricted	4(a)(2)
5/14/24	New issuance	4,098,361	Common	0.006	No	John Rivera	Cash	Restricted	4(aX2)
6/28/24	New issuance	1,698,113	Common	0.006	No	Thomas Dapolito, Jr.	Cash	Restricted	4(a)(2)
Shares Outstanding on September 30, 2024:									
	Ending Balance: Common: 1,167,699,915								
	Series A Preferred: 0 Series B Preferred: 578								

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

B. Promissory and Convertible Notes

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

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

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder (entities must have individual with voting I investment control disclosed).	Reason for Issuance (e.g. Loan, Services, etc.)
08/26/22	5,833	5,000	833	8/26/25	Convertible into restricted shares of common stock at 85% of the five-day average price prior to the date of conversion.	James White	Operations
08/26/22	5,833	5,000	833	8/26/25	Convertible into restricted shares of common stock at 85% of the five-day average price prior to the date of conversion.	Deborah McNamara	Operations
10/12/22	11,533	10,000	1,533	10/12/25	Convertible into restricted shares of common stock at 85% of the five-day average price prior to the date of conversion.	Kevin Bonnebie	Operations
1/24/23	2,267	2,000	267	1/24/25	Convertible into 400,000 shares of common stock within 1.5 days after the CTO has been removed.	Paul Bremner	Operations
1/26/23	39,667	35,000	4,667	1/26/25	Convertible into 7,000,000 shares of common stock within 15 days after the CTO has been removed	Donald Flindt	Operations

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 1 investment control disclosed).	Reason for Issuance (e.g. Loan, Services, etc.)
1/26/23	28,333	25,000	3,333	1126/25	Convertible into 5,000,000 shares of common stock within 15 days after the CTO has been removed	Shari Crowther	Operations
1/27/23	11,333	10,000	1,333	1/27/25	Convertible into 2,000,000 shares of common stock within 15 days after the CTO has been removed	Clifford Baschuk	Operations
1/27/23	11,333	10,000	1,333	1/27/25	Convertible into 2,000,000 shares of common stock within 15 days after the CTO has been removed	Bill Campbell	Operations
1/28/23	5,667	5,000	667	1128/25	Convertible into 1,000,000 shares of common stock within 15 days after the CTO has been removed	Garth Eberle	Operations
1/30/23	11,333	10,000	1,333	1130/25	Convertible into 2,000,000 shares of common stock within 15 days after the CTO has been removed	Stephen Campbell	Operations
1/30/23	11,333	10,000	1,333	1/30/25	Convertible into 2,000,000 shares of common stock within 15 days after the CTO has been removed	Brandon Campbell	Operations
1/30/23	11,333	10,000	1,333	1/30/25	Convertible into 2,000,000 shares of common stock within 15 days after the CTO has been removed	Bob Washington	Operations
2/1/23	5,633	5,000	633	2/1/25	Convertible into 1,000,000 shares of common stock within 15 days after the CTO has been removed	Mark Benoit	Operations
2/1/23	16,900	15,000	1,900	2/1/25	Convertible into 3,000,000 shares of common stock within 15 days after the CTO has been removed	Clifford Baschuk	Operations
4/13/23	11,333	10,000	1,133	4/13/25	Convertible into 2,000,000 shares of common stock within 15 days after the CTO has been removed	Harry Leach	Operations
4/26/23	11,333	10,000	1,133	4/26/25	Convertible into 2,000,000 shares of common stock within 15 days after the CTO has been removed	Jeb Fiebelkorn	Operations
5/26/23	5,533	5,000	533	5/26/25	Convertible into 715,000 shares of common stock within 15 days after the CTO has been removed	Grahm Gilbert	Operations
5/26/23	5,533	5,000	533	5/26/25	Convertible into 1,000,000 shares of common stock within 15 days after the CTO has been removed	Derek Hokanson	Operations
5/30/23	22,133	20,000	2,133	5/30/25	Convertible into 3,333,000 shares of common stock within 15 days after the CTO has been removed	Donald Flindt	Operations
7/6/23	21,867	20,000	1,867	7/6/25	Convertible into 4,000,000 shares of common stock within 15 days after the CTO has been removed	Kenton Embree	Operations
9/30/23	88,531	121,123	3,850	9/30/26	Promissory note	Glenn Grant, CEO	Operations

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 1 investment control disclosed).	Reason for Issuance (e.g. Loan, Services, etc.)
9/30/23	1,872	5,860	215	9/30/26	Promissory note	Finch. Daniel coo Former	Operations
11/15/23	10,667	10,000	667	11/15/25	Convertible into 3,000,000 shares of common stock within 15 days after the CTO has been removed	Bob Washington	Operations
3/4/24	10,467	10,000	467	3/4/25	Convertible into 3,000,000 shares of common stock within 15 days after the CTO has been removed	Clifford Baschuk	Operations
6/16/24	25,667	25,000	667	6 ¹ 16/25	Convertible into 3,787,879 shares of common stock within 15 days after the CTO has been removed	Leonard Bilodeau	Operations
7/1/24	44,106	43,241	865	7/1/25	Convertible into 13,000,000 shares of common stock within 15 days after the CTO has been removed	Wayne Holmstead	Operations
9/30/24	5,000	5,000	0	9/30/25	Convertible into 2,941,176 shares of common stock within 15 days after the CTO has been removed	Kenton Embree	Operations

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

Item 4: Issuer's Business, Products and Services

Atacama Resources International, Inc., is a mineral exploration company with assets located in northeastern Ontario, Canada.

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

Principal Products or Services, and their markets. **Exploration — the Company either holds or holds options to approximately 3000 acres of mineral claims in northeastern Ontario. Potential minerals under exploration include gold, silver, copper, cobalt, graphite, and diamonds.**

OTC Markets Group Inc.

Disclosure Guidelines for the Pink Market (v5 December 18, 2023)

Item 5: Issuer's Facilities:

The Company's primary office is located at 1317 Edgewater Drive Suite 2510, Orlando, FL 32804

Item 6: Officers, Directors and Control Persons at September 30, 2024

Name of All Officers, Directors 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	Names of Control person(s) if a corporate entity
Glenn Grant	Resigned 8/24	Killam, Alberta	41,889,341 ⁽¹⁾	Common	3.59%	
			0	Preferred A	0%	
			82 ⁽²⁾	Preferred B	14.16%	
Daniel Finch ⁽⁶⁾	Resigned February 2024 as COO and Director.	Sarasota, FL	92,691,705	Common	7.94%	
Gregory Prayer	Appointed as COO and Director April 2024	Stamford, CT	5,220,000 ⁽⁵⁾	Common	0.45%	
Thomas Moynihan	Appointed CEO, CFO COB in September 2024	Stamford, CT	400,000	Common	0.04%	
Brian Prayer	Appointed President in August 2024	Boynton Beach, FL	6,944,445	Common	0.68%	
Don Swartz	Director	Issaquah, WA	11,478,527 ⁽⁴⁾	Common	0.98%	
			32 ⁽³⁾			
John Grant	Director	Timmons, Ontario	0	Common	0.00%	
William MacRae	Director	Timmons, Ontario	0	Common	0.00%	

(1) Includes 12,000,000 common shares owned by Sandra Grant, Mr. Grant's wife.

(2) The 82 Series B Preferred Shares owned by Mr. Grant are convertible into 41,000,000 common shares.

(3) The 32 Series B Preferred Shares owned by Mr. Swartz are convertible into 16,000,000 common shares.

(4) This includes 2,033,265 common shares owned by the Donald H. Swartz Trust.

(5) This includes 2,275,000 common shares owned by Gabriella Nutile, Mr. Prayer's wife.

(6) Mr. Finch retired from the Company and resigned from all positions on February 1, 2024.

Item 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 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);

None

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;

None

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, or 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;

None

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

None

0. 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.

None

1. 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. 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 8: Third Party Providers

Securities Counsel (must include Counsel preparing Attorney Letters).

Zachary B. Walker,
 The Law Office of Zachary B. Walker PLLC
 6494 S Killarney Ct
 Aurora, CO 80016
zbwalker01@il2mail.com
 (303) 328-8792

Accountant or Auditor

Christopher Hiestand, CPA
 Accell Audit & Compliance, PA
 3001 N. Rocky Point Drive East, Suite 200
 Tampa, FL 33607
 (813) 367-3527
chiestand@accell-ac.com

Investor Relations

All other means of Investor Communications

Twitter:	<u> N/A </u>
Discord:	<u> N/A </u>
LinkedIn:	<u> N/A </u>
Facebook:	<u> N/A </u>
[Other]	<u> N/A </u>

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

Name: Robin W Hunt
Firm: Interactive Edgar Corp.
Nature of Services: Contract Services.
Address: 17318 Dawkins Rd. New Haven, IN 46774

Item 9: Financial Statements.

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

Name: **Thomas S. Moynihan**
Title: **CEO, CFO Atacama Resources International**
Relationship to Issuer: **Officer and Director**

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

IFRS

U.S. GAAP

X C: The following financial Statements were prepared by (name of individual)

Name: **Thomas S. Moynihan**
Title: **CEO, CFO Atacama Resources International**
Relationship to Issuer: **Officer and Director**

Mr. Thomas S. Moynihan, CEO, CFO, of Atacama Resources International, has over 40 years of experience as an executive officer, consultant, and principal in private business enterprises, as well as having over 40 years of experience in working with and understanding GAAP accounting principles.

ATACAMA RESOURCES INTERNATIONAL, INC. INDEX TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

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ATACAMA RESOURCES INTERNATIONAL, INC.
Condensed Consolidated Balance Sheets

	September 30, 2024	December 31, 2023
	(Unaudited)	(Audited)
ASSETS		
Current Assets		
Cash and cash equivalents	\$ 351	\$ 34,210
Total Current Assets	351	34,210
TOTAL ASSETS	\$ 351	34,210
LIABILITIES AND STOCKHOLDERS' DEFICIT		
Current Liabilities		
Accounts payable and accrued expenses	\$ 736,525	\$ 623,114
Accrued compensation	558,726	372,476
Note payable - related party	89,805	119,983
Convertible notes payable, net of discount of \$0 and \$0, respectively	315,241	237,000
Derivative liability	12,326	10,409
Total Current Liabilities	1,712,623	1,362,982
TOTAL LIABILITIES	1,712,623	1,362,982
COMMITMENTS AND CONTINGENCIES (Note 9)		
STOCKHOLDERS' DEFICIT		
Preferred stock: \$0.0001 par value 1,000,000 authorized; 579 and 580 shares issued and outstanding, respectively		
Common stock: \$0.0001 par value 2,900,000,000 authorized; 1,167,699,915 and 1,123,095,617 shares issued and outstanding	116,769	112,309
Stock to be issued	698,741	615,000
Additional paid in capital	5,004,839	4,823,146
Subscription receivable		(32,000)
Accumulated deficit	(7,540,919)	(6,843,930)
Accumulated other comprehensive loss	8,298	(3,297)
Total Stockholders' Deficit	(1,712,272)	(1,328,772)
TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT	\$ 351	34,210

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

ATACAMA RESOURCES INTERNATIONAL, INC.
Condensed Consolidated Statements of Operations and Comprehensive Loss
(Unaudited)

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2024	2023	2024	2023
Revenues		\$	\$	\$
Operating Expenses				
Consulting fees	18,000	13,289	48,753	193,500
Exploration fees	132,158	48,253	539,095	106,653
Management fees	64,000	48,000	198,100	96,000
Professional fees	90,962	31,245	226,873	90,951
Selling, general and administrative expenses	10,856	13,457	35,599	11,996
Total operating expenses	<u>315,976</u>	<u>154,244</u>	<u>1,048,420</u>	<u>499,100</u>
Net loss from operations	(315,976)	(154,244)	(1,048,420)	(499,100)
Other income (expense)				
Interest expense	(6,305)	(3,254)	(18,874)	(2,732)
Gain on extinguishment of debt	0	0	372,222	95,884
Amortization of debt discount		(10,620)	----	(29,749)
Change in derivative	688	(548)	(1,917)	(11,059)
Net income (loss)	\$ (322,969)	\$ (168,666)	\$ (696,989)	\$ (446,756)
Foreign exchange translation	(2,453)	1,486	(11,595)	2,526
Comprehensive income (loss)	\$ (325,422)	\$ (167,180)	\$ (708,584)	\$ (444,230)
Basic and diluted loss per share	\$	0.000	\$	\$ 0.000
Weighted average number of shares outstanding	<u>1,161,922,971</u>	<u>992,752,435</u>	<u>1,151,101,130</u>	<u>1,107,644,700</u>

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

ATACAMA RESOURCES INTERNATIONAL, INC.
Condensed Consolidated Statement of Stockholders' Deficit

	Preferred Stock		Common Stock		Stock to be Issued	Additional Paid in Capital	Subscription Receivable	Accumulated Deficit	Other Comprehensive Income	Total
	Shares	Amount	Shares	Amount						
2023										
Balance, December 31, 2022, (Audited)	594	\$ ---	1,054,752,435	\$105,475	\$ 615,000	\$4,600,485	\$ ---	\$(6,226,073)	\$(2,924)	\$(908,037)
Net loss for the three months ended March 31, 2023								---	(219,549)	(219,549)
Stock issued for acquisition of mineral rights					56,000				-	56,000
Foreign translation income									2,373	2,373
Balance, March 31, 2023, (Unaudited)	594	---	1,054,752,435	\$105,475	\$ 671,000	\$4,600,485	\$ ---	\$(6,445,622)	\$(551)	\$(1,069,213)
Net loss for the three months ended June 30, 2023								(227,207)		(227,207)
Stock issued for conversion of Preferred B	(23)		11,500,000	1,150		(1,150)				
Stock issued for services			35,000,000	3,500		190,000				193,500
Stock to be issued for acquisition of mineral rights			8,000,000	800	(56,000)	55,200				
Stock issued for settlement of payables			9,000,000	900		39,600				40,500
Foreign translation income									153	153
Balance, June 30, 2023, (Unaudited)	571	\$ ---	1,118,252,435	\$111,825	\$ 615,000	\$4,884,135	\$ ---	\$(6,672,829)	\$(398)	\$(1,062,267)
2024										
Balance, December 31, 2023, (Audited)	580	\$ ---	1,123,095,617	\$112,309	\$ 615,000	\$4,823,146	\$ (32,000)	\$(6,843,930)	\$(3,297)	\$(1,328,772)
Net loss for the three months ended March 31, 2024								---	(226,411)	(226,411)
Stock issued for services			2,670,000	267		12,833				13,100
Stock issued for cash			26,992,188	2,699		82,701	32,000	---		117,400
Cancellation of preferred stock	(1)					(1)		---		(1)
Foreign translation income									6,161	6,161
Balance, March 31, 2024, (Unaudited)	579	\$ ---	1,152,757,805	\$115,275	\$ 615,000	\$4,918,679	\$ ---	\$(7,070,341)	\$ 2,864	\$(1,418,523)
Net loss for the three months ended June 30, 2024								---	(147,609)	(147,609)
Stock issued for services			2,944,888	294		17,360				17,654
Stock issued for cash			11,997,222	1,200		68,800				70,000
Stock to be issued for settlement of payable					40,500					40,500
Foreign translation income									2,981	2,981
Balance, June 30, 2024, (Unaudited)	579	\$ ---	1,167,699,915	\$116,769	\$ 655,500	\$5,004,839	\$ ---	\$(7,217,950)	\$ 5,845	\$(1,434,997)
Net loss for the three months ended September 30								---	(322,969)	(322,969)
Stock issued for services										
Stock issued for cash										
Stock to be issued for settlement of payable					43,241					43,241
Foreign translation income									2,453	2,453
Balance, September 30, 2024, (Unaudited)	579		1,167,699,915	\$116,769	\$698,741	\$5,004,839	---	\$(7,540,919)	8,298	\$(1,712,272)

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

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

For the Nine months Ended
September 30,

	2024	2023
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income (loss)	(696,989)	\$ (615,422)
Adjustments to reconcile net income (loss) from net cash provided by operations:		
Change in fair market value of derivatives	1,917	11,059
Amortization of debt discount		29,749
Gain on settlement of payables	(372,222)	(95,884)
Stock issued for settlement of liabilities	83,741	
Stock issued for mineral rights		56,000
Stock issued for services	17,921	234,000
Changes in assets and liabilities:		
Accounts payable and accrued expenses	528,874	25,537
Accrued compensation	186,250	115,462
Net cash from operating activities	(250,508)	(239,499)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds (payments) note payable - related party	(30,178)	76,371
Proceeds from convertible notes payable	35,000	177,000
Proceeds from sale of common stock	200,232	
Net cash from financing activities	205,054	253,371
Foreign Currency Translation	11,595	2,526
Net change in cash and cash equivalents	(33,859)	16,398
Cash and cash equivalents		
Beginning of period	34,210	4,259
End of period	351	\$ 20,657
Supplemental cash flow information		
Cash paid for interest		
Cash paid for taxes		
Non-cash transactions		
Original discount recorded on recognition of notes with derivative liability		44,894
Extinguishment of liabilities	372,222	

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

Atacama Resources International, Inc.
Notes to Unaudited Condensed Consolidated Financial Statements
September 30, 2024

NOTE 1. NATURE OF BUSINESS

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 nine months ended September 30, 2024 and 2023, the Company had a net loss of (\$696,989) and (\$615,422), respectively. For the nine months ended September 30, 2024 and 2023, the Company had cash flows from operating activities of (\$33,859) and \$16,398, respectively. As of September 30, 2024, the Company had working capital deficit of \$1,714,725. The Company has generated \$0 in revenues for the nine months ended September 30, 2024 and 2023.

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 assets) 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.

In order to continue as a going concern, the Company will need, among other things, additional capital resources. Management's plan to obtain such resources for the Company include, obtaining capital by of capital raises and the sale of shares.

NOTE 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

PRINCIPLES OF CONSOLIDATION

The consolidated financial statements include the accounts of the Company and its subsidiary, Cambrian Mining Corporation. 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.

CASH AND CASH EQUIVALENTS

The Company considers all highly liquid investments with an original maturity of three months or less at the date of acquisition to be cash equivalents.

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.

Atacama Resources International, Inc.
Notes to Unaudited Condensed Consolidated Financial Statements
September 30, 2024

EXPLORATION AND DEVELOPMENT COSTS

Costs of acquiring 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 ASC 930, Extractive Activities — Mining. Mine development costs incurred either to develop new gold and silver deposits, expand the capacity of operating mines, or to develop mine areas substantially in advance of current production are capitalized. Costs incurred to maintain current production or 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 Annual, 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 nine months ended September 30, 2024 and 2023, the Company recorded exploration costs of \$539,095 and \$154,906, 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 10.

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.

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.
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Atacama Resources International, Inc.
Notes to Unaudited Condensed Consolidated Financial Statements
June 30, 2024

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 September 30, 2024 and December 31, 2023. The respective carrying value of certain on-balance-sheet financial instruments approximated their fair values due to the short-term nature of these instruments.

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 (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.

As of September 30, 2024 and December 31, 2023, the Company had Level 3 financial instruments consisting of derivative liabilities relating to the conversion feature of convertible debt. The balance of the derivative liability at September 30, 2024 and December 31, 2023 was \$12,326 and \$10,409, respectively.

REVENUE RECOGNITION

The Company follows ASC 606, Revenue From Contracts With Customers. ASC 606, has a five-step process: a) Determine whether a contract exists; b) Identify the performance obligations; c) Determine the transaction price; d) Allocate the transaction price; and e) Recognize revenue when (or as) performance obligations are satisfied.

Revenue is recognized when all of the following criteria are met:

- *Identification of the contract, or contracts, with a customer*
A contract with a customer exists when (i) we enter into an enforceable contract with a customer that defines each party's rights regarding the goods or services to be transferred and identifies the payment terms related to these goods or services, (ii) the contract has commercial substance and the parties are committed to perform, and (iii) we determine that collection of substantially all consideration to which it will be entitled in exchange for goods or services that will be transferred is probable based on the customer's intent and ability to pay the promised consideration.
- *Identification of the performance obligations in the contract*
Performance obligations promised in a contract are identified based on the goods or services that will be transferred to the customer that are both capable of being distinct, whereby the customer can benefit from the goods or service either on its own or together with other resources that are readily available from third parties or from us, and are distinct in the context of the contract, whereby the transfer of the goods or services is separately identifiable from other promises in the contract. To the extent a contract includes multiple promised goods or services, we apply judgment to determine whether promised goods or services are capable of being distinct and distinct in the context of the contract. If these criteria are not met the promised goods or services are accounted for as a combined performance obligation.
- *Determination of the transaction price*

The transaction price is determined based on the consideration to which we will be entitled in exchange for

Atacama Resources International, Inc.
Notes to Unaudited Condensed Consolidated Financial Statements
September 30, 2024

transferring goods or services to the customer. Constraints are applied when estimating variable considerations based on historical experience where applicable.

- *Allocation of the transaction price to the performance obligations in the contract*
All current contracts are of a single performance obligation thus the entire transaction price is allocated to the single performance obligation. We determine standalone selling price taking into account available information such as historical selling prices of the performance obligation, geographic location, overall strategic objective, market conditions and internally approved pricing guidelines related to the performance obligation.
- *Recognition of revenue when, or as, we satisfy performance obligation*
We satisfy performance obligations either over time or at a point in time as discussed in further detail below. Revenue is recognized at or over the time the related performance obligation is satisfied by transferring a promised good or service to a customer.

The Company did not generate revenue for the nine months ended September 30, 2024 and 2023.

INCOME TAXES

The Company accounts for income taxes in accordance with ASC 740, Accounting for Income Taxes, as clarified by ASC 740-10, Accounting for Uncertainty in Income Taxes. Under this method, deferred income taxes are determined based on the estimated future tax effects of differences between the financial statement and tax basis of assets and liabilities and net operating loss and tax credit carryforwards given the provisions of enacted tax laws. Deferred income tax provisions and benefits are based on changes to the assets or liabilities from year to year. In providing for deferred taxes, the Company considers tax regulations of the jurisdictions in which the Company operates, estimates of future taxable income, and available tax planning strategies. If tax regulations, operating results or the ability to implement tax-planning strategies vary, adjustments to the carrying value of deferred tax assets and liabilities may be required. Valuation allowances are recorded related to deferred tax assets based on the "more likely than not" criteria of ASC 740.

ASC 740-10 requires that the Company recognize the financial statement benefit of a tax position only after determining that the relevant tax authority would more likely than not sustain the position following an audit. For tax positions meeting the "more-likely-than-not" threshold, the amount recognized in the financial statements is the largest benefit that has a greater than 50 percent likelihood of being realized upon ultimate settlement with the relevant tax authority.

The Company recognizes expenses for tax penalties and interest assessed by the Internal Revenue Service and other taxing authorities upon receiving valid notice of assessments. The Company has received no such notices as of September 30, 2024.

In assessing the realizability of deferred tax assets, management considers whether it is more likely than not that some portion or all the deferred tax assets will be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income during the periods in which those temporary differences will become deductible. The Company considers the scheduled reversal of deferred tax liabilities, projected future taxable income and tax planning strategies in making this assessment. The Company has recorded a full valuation allowance against its net deferred tax assets because it is not currently able to conclude that it is more likely than not that these assets will be realized. The amount of deferred tax assets considered to be realizable could be increased in the near term if estimates of future taxable income during the carryforward period are increased.

As of September 30, 2024, the Company had unused net operating loss carry forwards of \$985,000 available to reduce federal taxable income. The Company's ability to offset future taxable income, if any, with tax net operating loss carryforwards may be limited due to the non-filing of tax returns. Under the CARES act, net operating losses arising after 2017 are able to be carried forward indefinitely. Furthermore, changes in ownership may result in limitations under Internal Revenue Code Section 382.

No deferred tax assets or liabilities were recognized as of September 30, 2024 or December 31, 2023.

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. Diluted earnings or loss per share is

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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 September 30, 2024 and 2023. As of September 30, 2024 and 2023, 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 \$17,921 and \$193,500 for the nine months ending September 30, 2024, and 2023, respectively.

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 September 30, 2024 and December 31, 2023.

RECENT ACCOUNTING PRONOUNCEMENTS

The Company has reviewed the FASB issued Accounting Standards Update ("ASU") accounting pronouncements and interpretations thereof that have effectiveness dates during the periods reported and in future periods. The Company has carefully considered the new pronouncements that alter previous generally accepted accounting principles and does not believe that any new or modified principles will have a material impact on the corporation's reported financial position or operations in the near term. The applicability of any standard is subject to the formal review of our financial management and certain standards are under consideration.

NOTE 4 — ACCRUED EXPENSES

The Company's accrued expenses consisted of the following:

	September 30, 2024		December 31, 2023
Accounts payable	698,585	\$	604,682
Accrued consulting fees	5,000		5,000
Accrued interest	31,328		12,531
Accrued interest — related parties	4,065		901
Total Accrued Expenses	738,978	\$	623,114

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NOTE 5 — ACCRUED COMPENSATION

The Company's accrued compensation consisted of the following:

	September 30, 2024	December 31, 2023
Glenn Grant	150,000	\$ 85,000
Daniel Finch	70,500	34,500
Allan Flasch	50,000	41,000
David Jackson	23,300	23,300
Greg Prayer	38,100	
Brian Prayer	21,000	
Thomas Moynihan	23,000	
David Berry	54,848	56,603
Colin Keith	127,978	132,073
Total Accrued Compensation	\$ 558,726	\$ 372,476

NOTE 6. CONVERTIBLE NOTE PAYABLE

At December 31, 2022, the Company had issued \$20,000 in convertible notes payable to various lenders. All notes have an interest rate of 8% per annum and maturity dates between August 26, 2024 and October 12, 2024. Default terms are not defined within the notes.

The holders, individually, shall have the right any time after the ASC CTO has been lifted to convert the total outstanding principal and interest into Common Stock. The conversion shall be determined by dividing the total outstanding principal and interest by the conversion price. The conversion price is calculated at 85% of the five-day average stock price, looking backwards, effective when the Company receives written confirmation that the ASC CTO has been lifted.

At December 31, 2023, the Company had issued \$217,000 in convertible notes payable to various lenders. All notes have an interest rate of 8% per annum and maturity dates between January 24, 2024 and November 15, 2024. Default terms are not defined within the notes.

The holders, individually, shall have the right any time after the ASC CTO has been lifted to convert the total outstanding principal and interest into Common Stock. Each note is convertible into a fixed number of shares in accordance with the note agreement. The conversion price is calculated by dividing the total outstanding principal and interest by the fixed number of shares per note agreement.

At September 30, 2024, the Company had issued \$78,241 in convertible notes payable to various lenders. All notes have an interest rate of 8% per annum and maturity date between March 4, 2025 and June 16, 2025. Default terms are not defined within the notes.

The holders, individually, shall have the right any time after the ASC CTO has been lifted to convert the total outstanding principal and interest into Common Stock. Each note is convertible into a fixed number of shares in accordance with the note agreement. The conversion price is calculated by dividing the total outstanding principal and interest by the fixed number of shares per note agreement.

The Company accounts for this embedded conversion feature as a derivative under ASC 815-10-15-83 and valued separately from the note at fair value. The embedded conversion feature of the note is revalued at each subsequent reporting date at fair value and any changes in fair value will result in a gain or loss in those periods. At September 30, 2024 and December 31, 2023, the derivative liability associated with all convertible notes payable was \$12,326 and \$10,409 respectively.

Convertible Notes payable consisted of the following:

Convertible notes payable:

September 30, 2024	December 31, 2023
315,241	237,000

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Debt discount	0	0
Convertible notes payable net of debt discount	315,241	237,000
Accrued interest	34,861	12,531
Current portion of convertible note payable and interest	350,102	249,531

NOTE 7. DERIVATIVE LIABILITY

The fair value of the Company's derivative liabilities is estimated at the issuance date and is revalued at each subsequent reporting date. 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.

A summary of the activity of the derivative liability for the notes above is as follows:

	September 30, 2024	December 31, 2023
Balance at Beginning of period	\$ 10,409	\$ 7,642
Increase in derivative due to new issuances		----
Derivative income due to mark to market adjustment	1,917	2,767
Balance at end of period	\$ 12,326	\$ 10,409

A summary of quantitative information about significant unobservable inputs (Level 3 inputs) used in measuring the Company's derivative liability that are categorized within Level 3 of the fair value hierarchy as of September 30, 2024 and December 31, 2023 is as follows:

Inputs	September 30,	December 31, 2023	Initial Valuation
Stock price on the valuation date	\$ 0.0053	\$ 0.003	\$ 0.0031 - 0.0099
Conversion price	\$ 0.0045	\$ 0.003	\$ 0.0031 - 0.0084
Risk-free interest rate	3.36% - 4.28%	3.36% - 5.27%	3.36% - 5.27%
Years to maturity	0.00	0.92 - 0.00	1
Volatility (annual)	116.1%	99.05%	62.43% - 96.39%

NOTE 8. SHAREHOLDERS' EQUITY

SERIES A PREFERRED STOCK

At September 30, 2024, Series A Preferred Stock has 10 shares designated and 0 shares outstanding, has no conversion rights and the total aggregate issued shares, regardless of their number, shall have voting rights equal to four times the sum of i) the total number of shares of Common Stock which are issued and outstanding at the time of voting, plus ii) the total number of shares of Series B Preferred Stocks which are issued and outstanding at the time of voting.

SERIES B PREFERRED STOCK

At September 30, 2024, Series B Preferred Stock has 999,990 shares designated and 578 shares outstanding. Each share of Series B Preferred Stock is convertible into 500,000 shares of Common Stock and has ten votes for any election or other vote placed before the shareholders of the Company.

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.

NOTE 10. RELATED PARTY TRANSACTIONS

NOTE PAYABLE - RELATED PARTIES

Certain current officers and directors paid expenses on behalf of the Company and are due reimbursement. During the period ended September 30, 2024, the Company issued Demand Notes to Glenn Grant and Daniel Finch for the conversion of outstanding

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liabilities. As of September 30, 2024 and December 31, 2023, the balance due to notes payable - related parties was \$90,403 and \$119,983, respectively. The amount attributed to Glenn Grant was \$88,531 and \$114,124, respectively; and Daniel Finch was \$1,872 and \$5,860, respectively. As of September 30, 2024 and December 31, 2023, the accrued interest related party was \$4,065 and \$901, respectively. The amount attributed to Glenn Grant was \$3,850 and \$827, respectively; and Daniel Finch was \$215 and \$74, respectively.

NOTE 11. SUBSEQUENT EVENTS

In accordance with ASC 855-10, the Company has analyzed its operations subsequent to September 30, 2024, 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.

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).

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.

I, Thomas S. Moynihan, 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 12th day of November 2024,

/s/Thomas S. Moynihan

Thomas S. Moynihan

Chief Executive Officer

I, Thomas Moynihan, 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 12th day of November 2024,

/s/Thomas Moynihan

Thomas Moynihan

Chief Financial Officer