

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

**FORM 10-QSB**

(Mark One)

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

**For the quarterly period ended December 31, 2005**

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

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

COMMISSION FILE NUMBER: 333-101420

**ANTICUS INTERNATIONAL CORPORATION**

(Exact name of small business issuer as specified in its charter)

Nevada

(State or other jurisdiction of incorporation or organization)

98-0375504

(IRS Employer Identification No.)

**2175 rue de la Montagne, Suite 300  
Montreal, Quebec, Canada H3G 1Z8**

(Address of principal executive offices)

**(514) 875-5072 Extension 19**

(Issuer's telephone number)

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

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

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

The number of shares outstanding of each of the issuer's classes of common equity as of December 31, 2005:  
31,943,964 shares of common stock

Transitional Small Business Disclosure Format (check one): Yes ☐ No ☒

ANTICUS INTERNATIONAL CORPORATION

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ANTICUS INTERNATIONAL CORPORATION  
(A DEVELOPMENT STAGE COMPANY)

INTERIM BALANCE SHEETS  
(UNAUDITED – PREPARED BY MANAGEMENT)  
(STATED IN U.S. DOLLARS)

	<u>December 31, 2005</u>	<u>June 30, 2005</u> (Audited)
ASSETS		
Current Assets		
Prepaid expenses	\$ 1,100	\$ 1,700
Total assets	<u>\$ 1,100</u>	<u>\$ 1,700</u>
LIABILITIES & STOCKHOLDERS' DEFICIT		
Current Liabilities:		
Accounts payable	84,462	38,846
Advances payable (Note 4)	6,078	6,078
Note payable (Note 5)	<u>5,000</u>	<u>5,000</u>
Total liabilities	<u>95,540</u>	<u>49,924</u>
Stockholders' Deficit		
Authorized common stock:		
75,000,000 shares with a par value of \$0.001		
Issued and outstanding:		
31,943,964 common shares at December 31, 2005	31,944	
30,150,000 common shares at June 30, 2005		30,150
Additional paid-in capital	397,766	176,850
Deficit accumulated during the development stage	<u>(524,150)</u>	<u>(255,224)</u>
Total Stockholders' Deficit	<u>(94,440)</u>	<u>(48,224)</u>
Total Liabilities and Stockholders' Deficit	<u>\$ 1,100</u>	<u>\$ 1,700</u>

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

ANTICUS INTERNATIONAL CORPORATION  
(A DEVELOPMENT STAGE COMPANY)  
INTERIM STATEMENT OF OPERATIONS  
(UNAUDITED – PREPARED BY MANAGEMENT)  
(STATED IN U.S. DOLLARS)

	Three Month Period Ended December 31,		Six Month Period Ended December 31,		Cumulative Amounts From Date of Incorporation May 1, 2002 Through December 31, 2005
	2005	2004	2005	2004	2005
Revenue	\$ -	\$ -	\$ -	\$ -	\$ -
Operating expenses:					
Bank charges	-	5	-	111	438
Consulting	-	-	8,627	8,700	42,327
Office and administration	13	1,058	(420)	1,420	12,644
Organization costs	-	-	-	-	1,000
Professional fees	96,179	9,589	183,479	10,042	342,901
Program development costs	-	6,000	-	12,000	24,000
Internet market development	-	-	76,000	-	76,000
Marketing and promotional costs	550	-	550	9,500	10,050
Website development and maintenance costs	300	300	690	600	14,790
Loss before income taxes	(97,042)	(16,952)	(268,926)	(42,373)	(524,150)
Income tax expense	-	-	-	-	-
Net loss	<u>\$ (97,042)</u>	<u>\$ (16,952)</u>	<u>\$ (268,926)</u>	<u>\$ (42,373)</u>	<u>\$ (524,150)</u>
Basic and diluted net loss per share	<u>\$ (0.00)</u>	<u>\$ (0.01)</u>	<u>\$ (0.01)</u>	<u>\$ (0.01)</u>	
Weighted average common shares outstanding	<u>31,910,554</u>	<u>30,150,000</u>	<u>31,570,705</u>	<u>30,150,000</u>	

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

ANTICUS INTERNATIONAL CORPORATION  
(A DEVELOPMENT STAGE COMPANY)  
INTERIM STATEMENT OF STOCKHOLDERS' EQUITY  
(UNAUDITED – PREPARED BY MANAGEMENT)  
(STATED IN U.S. DOLLARS)

	Common Stock		Additional	Deficit	
	Shares	Amount	Paid-in	Accumulated	Total
			Capital	During the	Stockholders'
				Development	Equity
				Stage	
Inception, May 1, 2002					
Shares issued for cash at \$0.001	9,000,000	\$ 9,000	\$ (8,000)	\$ 0	\$ 1,000
Net loss for the period	<u>0</u>	<u>0</u>	<u>0</u>	<u>(1,013)</u>	<u>(1,013)</u>
Balance, June 30, 2002	9,000,000	9,000	(8,000)	(1,013)	(13)
July 15, 2002					
Shares issued for cash at \$0.01	14,400,000	14,400	1,600	0	16,000
Net loss for the year	<u>0</u>	<u>0</u>	<u>0</u>	<u>(17,250)</u>	<u>(17,250)</u>
Balance, June 30, 2003	23,400,000	23,400	(6,400)	(18,263)	(1,263)
March 31, 2004					
Shares issued for cash at \$0.10	450,000	450	4,550	0	5,000
May 31, 2004					
Shares issued for cash at \$0.10	6,300,000	6,300	63,700	0	70,000
Net loss for the year	<u>0</u>	<u>0</u>	<u>0</u>	<u>(38,587)</u>	<u>(38,587)</u>
Balance, June 30, 2004	<u>3,350,000</u>	<u>30,150</u>	<u>61,850</u>	<u>(56,850)</u>	<u>35,150</u>
Shares to be issued for debt settled (Note 6(b))	0	0	115,000	0	115,000
Net loss for the year	<u>0</u>	<u>0</u>	<u>0</u>	<u>(198,374)</u>	<u>(198,374)</u>
Balance, June 30, 2005	30,150,000	30,150	176,850	(255,224)	(48,224)
July 07, 2005					
Shares issued for debt settled (Note 6(b))	691,175	691	(691)	0	0
July 15, 2005					
Shares issued for debt settled (Note 6(b))	233,090	233	23,076	0	23,309
July 25, 2005					
Shares issued for debt settled (Note 6(b))	116,286	116	16,903	0	17,019
August 16, 2005					
Shares issued for debt settled (Note 6(b))	152,669	153	37,104	0	37,167
September 12, 2005					
Shares issued for debt settled (Note 6(b))	448,872	449	116,058	0	116,507
Net loss for the period	<u>0</u>	<u>0</u>	<u>0</u>	<u>(171,884)</u>	<u>(171,884)</u>
Balance, September 30, 2005	31,792,092	31,792	369,210	(427,108)	(26,106)
October 1, 2005					
Cancellation of shares issued for debt settlement	(20,000)	(20)	(4,980)	0	(5,000)
October 18, 2005					
Shares issued for services	171,872	172	31,796	0	31,968
October 25, 2005					
Recognized compensation on option grant	0	0	1,740	0	1,740
Net loss for the period	<u>0</u>	<u>0</u>	<u>0</u>	<u>(97,042)</u>	<u>(97,042)</u>
Balance, December 31, 2005	<u>31,943,964</u>	<u>\$ 31,944</u>	<u>\$ 397,766</u>	<u>\$ (524,150)</u>	<u>\$ (94,440)</u>

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

ANTICUS INTERNATIONAL CORPORATION  
(A DEVELOPMENT STAGE COMPANY)  
INTERIM STATEMENT OF CASH FLOWS  
(UNAUDITED – PREPARED BY MANAGEMENT)  
(STATED IN U.S. DOLLARS)

	Six Month Period Ended December 31,		Cumulative amounts From Date of Incorporation May 1, 2002 Through December 31,
	2005	2004	2005
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>			
Net Loss for the Period	\$ (268,926)	\$ (42,373)	\$ (524,150)
Shares issued for services	31,968	0	31,968
Compensation recognized on option grant	1,740	0	1,740
Adjustments to reconcile net loss to net cash used in operating activities			
Decrease (increase) in prepaid expenses	600	12,693	(1,100)
Increase (decrease) in accounts payable	234,618	(7,863)	388,464
<b>NET CASH USED IN OPERATING ACTIVITY</b>	<u>0</u>	<u>(37,543)</u>	<u>(103,078)</u>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>			
Proceeds from issuance of common stock	0	0	92,000
Note payable to third party	0	0	5,000
Advances received from third party	0	7,078	6,078
<b>NET CASH PROVIDED BY FINANCING ACTIVITIES</b>	<u>0</u>	<u>7,078</u>	<u>103,078</u>
<b>NET CHANGE IN CASH</b>	0	(30,465)	0
<b>CASH AT BEGINNING OF PERIOD</b>	<u>\$ 0</u>	<u>\$ 35,164</u>	<u>0</u>
<b>CASH AT END OF PERIOD</b>	<u>\$ 0</u>	<u>\$ 4,699</u>	<u>\$ 0</u>
<b>SUPPLEMENTAL DISCLOSURE WITH RESPECT TO CASH FLOWS</b>			
Cash paid for income taxes	\$ 0	\$ 0	
Cash paid for interest	\$ 0	\$ 0	
Shares issued for debt settled (Note 6(b))	\$ 189,002	\$ 0	
Shares issued for services (Note 6(b))	\$ 31,968	\$ 0	

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

ANTICUS INTERNATIONAL CORPORATION  
(A DEVELOPMENT STAGE COMPANY)

NOTES TO THE FINANCIAL STATEMENTS  
DECEMBER 31, 2005

(UNAUDITED – PREPARED BY MANAGEMENT)  
(STATED IN U.S. DOLLARS)

**Note 1 - Basis of Presentation**

While the information presented in the accompanying interim financial statements is unaudited, it includes all adjustments which are, in the opinion of management, necessary to present fairly the financial position, results of operations and cash flows for the interim periods presented. Except as disclosed below, these interim financial statements follow the same accounting policies and methods of their application as the Company's audited June 30, 2005 annual financial statements. It is suggested that these interim financial statements be read in conjunction with the Company's June 30, 2005 audited financial statements.

**Note 2 – Nature of Operations**

a. Organization

The Company was incorporated in the State of Nevada, U.S.A., on May 1, 2002.

b. Development Stage Activities

The Company is a development stage company as defined in the Statements of Financial Accounting Standards No. 7. The Company is devoting substantially all of its present efforts to establish a new business and none of its planned principal operations have commenced. All losses accumulated since inception has been considered as part of the Company's development stage activities.

The Company was formerly engaged in the development of specialized educational programs for the food services industry. The Company discontinued its involvement in these operations during the year.

c. Going Concern

The accompanying financial statements have been prepared assuming the Company will continue as a going concern.

As shown in the accompanying financial statements, the Company has incurred a net loss of \$(524,150) for the period from inception, May 1, 2002, to December 31, 2005, and has no sales. The future of the Company is dependent upon its ability to obtain financing and upon future profitable operations. Management has plans to seek additional financing through a public offering of its common stock. The financial statements do not include any adjustments relating to the recoverability and classification of recorded assets, or the amounts of and classification of liabilities that might be necessary in the event the Company cannot continue in existence.

**Note 3 – Significant Accounting Policies**

The financial statements of the Company have been prepared in accordance with generally accepted accounting principles in the United States. The application of Canadian generally accepted accounting principles to these financial statements would not result in material measurement or disclosure differences. Because a precise determination of many assets and liabilities is dependent upon future events, the preparation of financial statements for a period necessarily involves the use of estimates, which have been made using careful judgement.

The financial statements have, in management's opinion, been properly prepared within reasonable limits of materiality and within the framework of the significant accounting policies summarized below:

a) Organizational and Start-up Costs

Costs of start-up activities, including organizational costs, are expensed as incurred.

ANTICUS INTERNATIONAL CORPORATION  
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NOTES TO THE FINANCIAL STATEMENTS  
DECEMBER 31, 2005

(UNAUDITED – PREPARED BY MANAGEMENT)  
(STATED IN U.S. DOLLARS)

b) Foreign Currency Translation

Transaction amounts denominated in foreign currencies are translated at exchange rates prevailing at transaction dates. Carrying values of monetary assets and liabilities are adjusted at each balance sheet date to reflect the exchange rate at that date. Non-monetary assets and liabilities are translated at the exchange rate on the original transaction date. Gains and losses from restatement of foreign currency monetary and non-monetary assets and liabilities are included in the statements of operations. Revenues and expenses are translated at the rates of exchange prevailing on the dates such items are recognized in the statements of operations.

c) Income Taxes

The Company follows Statement of Financial Accounting Standards No. 109 – “Accounting for Income Taxes”. This standard requires the use of an asset and liability approach for financial accounting, and reporting on income taxes. If it is more likely than not that some portion or all of a deferred tax asset will not be realized, a valuation allowance is recognized.

d) Basic and Diluted Loss Per Share

In accordance with Statement of Financial Accounting Standards No. 128 – “Earnings Per Share”, basic loss per common share is computed by dividing net loss available to common stockholders by the weighted average number of common shares outstanding. Diluted loss per common share is computed similar to basic loss per common share except that the denominator is increased to include the number of additional common shares that would have been outstanding if the potential common shares had been issued and if the additional common shares were dilutive. At December 31, 2005, the Company had 100,000 stock options outstanding which would be included in the compensation of diluted loss per share. The weighted average shares outstanding for the diluted loss per share computation is 31,434,335 for the six month period ended December 31, 2005, and 31,985,482 for the three month period ended December 31, 2005.

e) New Accounting Standards

Management does not believe that any recently issued, but not yet effective accounting standards, if currently adopted, would have a material effect on the accompanying financial statements.

**Note 4 – Advances Payable**

	December 31, 2005
Due to shareholders, non-interest bearing and repayable on demand	\$ 1,888
Due to Premier National Studies Inc., non-interest bearing and repayable on demand	<u>4,190</u>
	<u>\$ 6,078</u>

**Note 5 – Notes Payable**

	December 31, 2005
Promissory note payable to Premier National Studies Inc., non-interest bearing and repayable on demand	<u>\$ 5,000</u>

ANTICUS INTERNATIONAL CORPORATION  
(A DEVELOPMENT STAGE COMPANY)

NOTES TO THE FINANCIAL STATEMENTS  
DECEMBER 31, 2005

(UNAUDITED – PREPARED BY MANAGEMENT)  
(STATED IN U.S. DOLLARS)

**Note 6 – Capital Stock**

a) Stock Split

On August 19, 2004, the Company effected a 3:1 forward stock split. The issued and outstanding common stock after split became 10,050,000. On November 18, 2004, the Company effected a 3:1 forward stock split, the issued and outstanding common stock after the split became 30,150,000. The authorized capital stock remained at 75,000,000 shares.

All references in the accompanying financial statements to the number of common shares and per-share amounts have been restated to reflect the forward stock split.

b) Common Stock Issuances

On June 30, 2005, the Company settled \$115,000 of accounts payable for 691,175 common shares (250,000 common shares at \$0.16 per share, and 441,175 common shares at \$0.17 per share). As at June 30, 2005, this amount was included in additional paid-in capital. Subsequent to the year end, on July 7, 2005, the Company issued the 691,175 common shares.

On July 15, 2005, the Company settled \$23,309 of accounts payable for 233,090 common shares at \$0.10 per share.

On July 25, 2005, the Company settled \$17,019 of accounts payable for 116,286 common shares (50,000 common shares at \$0.115 per share, and 66,286 common shares at \$0.17 per share).

On August 16, 2005, the Company settled \$37,167 of accounts payable for 152,669 common shares (100,000 common shares at \$0.24 per share, and 52,669 common shares at \$0.25 per share).

On September 12, 2005, the Company settled \$116,507 of accounts payable for 448,872 common shares (20,000 common shares at \$0.25 per share, 200,000 common shares at \$0.26 per share, 195,692 common shares at \$0.26 per share, and 33,180 common shares at \$0.26 per share).

On October 1, 2005, an issuance of 20,000 shares of common stock to a Company attorney was rejected upon receipt and subsequently returned for cancellation. The Company decreased equity by the \$5,000 value assigned to the shares and increased accounts payable by the same amount.

On October 18, 2005, the Company issued 171,872 shares of its common stock for professional services valued at \$31,968.

On or about December 15, 2005 the Company signed a Letter of Intent to acquire MD Technologies Inc., Costal Inc., and Redal Inc. the worldwide exclusive license microbiological process (Known as “Prolactis”) for the production of yeast used in animal feed through the treatment of by-products from the production of cheese as well as waste and overdue products from the beer and soft drink industries.

On or about October 1, 2005, the Company issued 125,000 restricted shares in expectation to pay for professional services. The services were not rendered as agreed and the returned for cancellation prior to being released to the intended party.

c) Stock Options

The Company has a stock option plan under which directors are authorized to grant incentive stock options, to a maximum of three million (3,000,000) of the issued and outstanding shares, to directors, employees and consultants of the Company entitling them to purchase common shares.

Compensation costs attributable to share options granted to employees, directors or consultants is measured at fair value at the grant date and expensed with a corresponding increase to additional paid-in capital.

Under the plan of October 12, 2005, the Company granted 100,000 options to a director of the Company. The Company recognized a charge to operations of \$1,740, the fair value of the options on the date grant.

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NOTES TO THE FINANCIAL STATEMENTS  
DECEMBER 31, 2005

(UNAUDITED – PREPARED BY MANAGEMENT)  
(STATED IN U.S. DOLLARS)

**Note 7 – Contingencies**

The Company's agreement to acquire Deltacrypt was modified on September 8, 2005, and under the modified terms, the Company agreed to make advances to Deltacrypt estimated at \$27,000 CDN per month from August 1, 2005 to fund Deltacrypt operations until full completion of the merger. All funds advanced are to be applied to the condition requiring Anticus to provide a minimum of \$750,000 of available capital to Deltacrypt at the close of the merger. The Company is in the process of terminating this agreement with Deltacrypt as of December 31, 2005, has paid no money or accrued any liability towards this potential obligation to Deltacrypt.

**Note 8 – Subsequent Events**

On or about January 23, 2006, the Company granted 100,000 options to a director of the Company at \$0.085 exercisable before December 31, 2007.

The options granted on October 12, 2005 were cancelled and the Company granted the same director 100,000 options at \$0.085 exercisable before December 31, 2007.

On or about January 23, 2006 the Company settled \$14,685 of accounts payable for 172,765 shares at \$0.085.

On or about January 27, 2006 the Company entered an agreement for the acquisition of the worldwide exclusive license to the biological process known as "Prolactis" in consideration of two million one hundred thousand (2,100,000) common shares. Pursuant to the terms of the agreement this amount shall represent no less than 10 percent of the issued and outstanding common shares. In support of this transaction, the Company's founders have expressed an intent to return to treasury for cancellation, a maximum of thirteen million five hundred thousand (13,500,000) shares issued to them. In the event these founders do not return these outstanding shares, the company would have to issue additional shares as consideration for the license.

On February 7, 2006, the 125,000 restricted shares issued on October 1, 2005 in expectation to pay for professional services, were remitted to the transfer agent for cancellation. The shares were never released to the intended party.

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**Item 2. Management's Discussion and Analysis of Financial Condition and Plan of Operations**

This statement may include projections of future results and “forward looking statements” as that term is defined in Section 27A of the Securities Act of 1933 as amended (the “Securities Act”), and Section 21E of the Securities Exchange Act of 1934 as amended (the “Exchange Act”). All statements that are included in this Quarterly Report, other than statements of historical fact, are forward looking statements. Although management believes that the expectations reflected in these forward looking statements are reasonable, it can give no assurance that such expectations will prove to have been correct.

**Financial Summary**

Results of Operations for the Three-Months Ended December 31, 2005 and 2004

The Company reports a net loss of \$97,042 for the three-months ended December 31, 2005 versus a net loss of \$16,952 for the three-months ended December 31, 2004.

The net loss for the three-months ended December 31, 2005 primarily consisted of professional fees totaling \$96,179.

The comparative loss from operations for the three-months ended December 31, 2004 was \$16,952, which consisted primarily of professional fees amounting to \$9,589, program development costs of \$6,000, and office expenses of \$1,058.

Results of Operations for the Six-Months Ended December 31, 2005 and 2004

The Company reports a net loss of \$268,926 for the six-months ended December 31, 2005 compared to a net loss of \$42,373 for the six-months ended December 31, 2004.

The net loss for the six-months ended December 31, 2005 of \$268,926 is entirely comprised of loss from operations. Professional fees for the period were \$183,479; Internet market development expenses totaled \$76,000; and, consulting expenses during the period were \$8,627.

The internet marketing expenditures were related to the planned Deltacrypt merger. One of the areas where the company intended to market the Deltacrypt software was in the area of Movie over the Internet. The work done was the potential to penetrate the market of the major studios and resellers of movies that intend to sell the products over the internet.

Liquidity and Capital Resources

During the three-months ended December 31, 2005 the Company's cash position remained static at \$-0-. The Company is currently operating through shareholder advances and issuance of stock for services and cancellation of indebtedness due professionals and others who have provided services to the Company.

Management Plan of Operations

The Company has been unsuccessful in any of the marketing efforts of its student training and is presently seeking potential acquisitions.

On January 20, 2005, the Company acquired the rights to acquire Nova Plasma Technology Incorporated, a Canadian based provider of high barrier and ultra high barrier coatings and processes for the flat panel industry.

On June 03, 2005 we disclosed on Form 8-K that the Agreement and the associated rights acquired by Anticus have expired without a merger occurring between the parties. There are no continuing negotiations with Nova Plasma Technology Incorporated.

On July 19, 2005, Anticus International Corporation (“Anticus”) acquired the rights to enter into a merger agreement with Deltacrypt Technologies, Inc. (“Delta”), a Canadian-based technology developer and provider of versatile encryption technology. Anticus acquired the rights to merge with Delta from 610051 N.B. Inc., a private Canadian corporation, which entered into an agreement with Delta regarding the merger of Delta into a public company (the “Agreement”).

The agreement was contingent upon Anticus providing a minimum of \$750,000 of additional capital.

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On September 8, 2005 Anticus and Deltacrypt modified the prior agreement to include an additional condition requiring the acquirer (Anticus or 610051 N.B) to advance Deltacrypt an estimated \$27,000 CDN per month from August 1, 2005 to fund Deltacrypt operations until full completion of the merger. All funds advanced were to be applied to the condition requiring Anticus to provide a minimum of \$750,000 of available capital to Deltacrypt at the close of the merger.

Anticus will not continue to pursue the intended merger with Deltacrypt. Deltacrypt was to provide a detailed market commercialization plan to assist Anticus in efforts to provide the \$750,000 in available capital which was a condition of the merger. The materials provided were not sufficient and has resulted in Anticus being unable to secure the required capital to complete the merger. We have not had any communication with Deltacrypt since December of 2005. We will not pay any finders fees related to this unsuccessful transaction and would contest any claims made by Deltacrypt related to the September 8, 2005 modifications to the agreement.

On December 16, 2005 we announced that the Board of Directors has signed a Letter of Intent to acquire from MD Technologies Inc., Costal Inc. and Redal Inc., the worldwide exclusive license to a microbiological process (known as "Prolactis") for the production of yeast used in animal feed through the treatment of by products from the production of cheese as well as waste and overdue products from the beer and soft drink industries.

The Process provides, through the use of a bioreactor, for the bioconversion of lactose and other sugar, into high proteins biomass, literally transforming waste and by products into water and yeast to be used in animal feed. The Process has been developed by Jacques Goulet, Ph.D., agr., professor at Laval University in Quebec City, Quebec, Michel Deblois, engineer, and Lucien Pomerleau, M.Sc., agr. Worldwide patents are pending.

On February 3, 2005 Anticus announced that it has signed an agreement for the acquisition of the worldwide exclusive license to the microbiological process known as "Prolactis."

On February 14, 2005 Anticus announced the appointment of Mr. Henri Baudet and Dr. Xin Zhao to the Board of Directors.

Mr. Baudet began his career in the banking industry in 1970 in Geneva, Switzerland. He held different management positions in several fields such as administration, stocks and bonds, financial management and corporate finance. In 1986, he was appointed Vice-President at Banque de Depot (a Latsis Group Bank) as head of the Private Customers Division. In 1989 he became Director of JP Jordan & Cie SA, a renowned portfolio management company in Geneva. In 1997, with other partners he founded his own company, AS-B & Cie Sa, based in Geneva dedicated to asset management for private clients. Over the years, Mr. Baudet has developed a great knowledge in Financial Mechanisms as well as an impressive list of contacts in the financial community.

Dr. Xin Zhao is professor and Chair at the Department of Animal Science at Mc Gill University, Montreal, Quebec. In 1989, Dr. Zhao obtained a PHD from Cornell University in animal science Minors in physiology and nutrition. He had previously obtained a Master of Science from Nanjing Agricultural University in China. Over the years, Dr. Zhao has contributed to the publication of numerous articles in specialized Journals.

Both nominations are to be effective March 1st 2006.

We recently attempted to merge with Nova Plasma Technology Incorporated and were unsuccessful. We then attempted to merge with Deltacrypt and were unsuccessful. We intend to close on our agreement for the acquisition of the worldwide exclusive license to the microbiological process known as "Prolactis" soon. There can be no guarantee that this will occur. Upon closing we will adopt a new business plan and pursue the opportunities presented by that license.

However, until such time as we complete an acquisition of an operating entity or adopt a new business plan we believe we should be considered a shell company as defined in rule 12b-2 of the Exchange Act. We base this belief on the factors that we have nominal operations and nominal assets.

Our continuation as a going concern is dependent upon obtaining the additional working capital necessary to sustain our limited operations. Accordingly, there is substantial doubt as to our ability to continue as a going concern. Our auditors have made reference to the substantial doubt about our ability to continue as a going concern in their audit report on our audited financial statements for the year ended June 30, 2005.

ANTICUS INTERNATIONAL CORPORATION  
(A DEVELOPMENT STAGE COMPANY)

**Item 3. Controls and Procedures**

Under the supervision and with the participation of our management, including our principal executive officer and principal financial officer, we conducted an evaluation of our disclosure controls and procedures, as such term is defined under Rule 13a-15(e) promulgated under the Securities Exchange Act of 1934, as amended (the “Exchange Act”). Based on this evaluation, our principal executive officer and our principal financial officer concluded that our disclosure controls and procedures were effective as of the end of the period covered by this report. There were no changes in our internal control over financial reporting during the period covered by this report that have materially affected, or are reasonably likely to materially affect, our internal controls over financial reporting

**Part II. OTHER INFORMATION**

**Item 1. Legal Proceedings**

None, for the period ending December 31, 2005

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

No sales of unregistered equity securities occurred during the three month period ended December 31, 2005.

Other Equity Activity

On October 18, 2005, the Company issued 171,872 shares of its common stock for professional services valued at \$31,968. The shares were issued unrestricted pursuant to an S-8 Registration filed with the SEC on June 29, 2005.

On October 12, 2005 the company granted 100,000 options to a director of the company as compensation for services. These options were cancelled on January 23, 2006 and 100,000 new options were granted. The new options are at \$0.085 and expire December 31, 2007. The options issued were unrestricted pursuant to an S-8 Registration filed with the SEC on June 29, 2005.

On January 23, 2006 the company granted 100,000 options to a director of the company as compensation for services. The options are at \$0.085 and expire December 31, 2007. The options issued were unrestricted pursuant to an S-8 Registration filed with the SEC on June 29, 2005

On January 23, 2006, the Company issued 172,765 shares of its common stock for professional services valued at \$14,865. The shares were issued unrestricted pursuant to an S-8 Registration filed with the SEC on June 29, 2005.

Equity Compensation Plan Information

The following table provides information as of February 23, 2005 regarding compensation plans (including individual compensation arrangements) under which equity securities are authorized for issuance:

<u>Plan Category</u>	<u>Number of securities to be issued upon exercise of outstanding options, warrants and rights</u>	<u>Weighted-average exercise price of outstanding options, warrants and rights</u>	<u>Number of securities available for future issuance under equity compensation plans (excluding securities shown in first column)</u>
Equity compensation plans approved by shareholders	0	\$0.00	0
Equity compensation plans not approved by shareholders <sup>(1)(2)</sup>	200,000	\$0.085	813,271
Total	200,000	\$ 0.085	813,271

<sup>(1)</sup> Consists of shares of our common stock issued or remaining available for issuance under our stock option plan.

<sup>(2)</sup> Consists of shares of our common stock registered on form S-8, filed June 29, 2005.

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**Item 3. Defaults Upon Senior Securities**

None

**Item 4. Submission of Matters to a Vote of Security Holders**

None, for the period ending December 31, 2005

**Item 5. Other Information**

None

**Item 6. Exhibits and Reports on Form 8-K**

Exhibits

Anticus International Corporation includes herewith the following exhibits:

- 31.1 Certification of Principal Executive Officer (Rule 13a-14(a)/15(d)-14(a))
- 32.1 Certification of Principal Executive Officer (18 U.S.C. 1350)

Reports on Form 8-K

February 10, 2006 – Report on Form 8-K – Anticus International Corporation  
re: Section 4, Item 4.01 – Change in Registrant’s Certifying Accountant

December 1, 2005 – Report on Form 8-K – Anticus International Corporation  
re: Section 5, Item 5.02 – Departure of Director; Appointment of Director  
re: Section 8, Item 8.01 – Other Events – Press Release

**SIGNATURES**

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

**Anticus International Corporation**

Date: February 23, 2006

By: /s/ Mr. Gilles Varin, President  
Gilles Varin, President  
Principal Executive Officer  
Principal Accounting Officer