

**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 September 30, 2007

☐ 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.)

1155 Rene-Lévesque Quest, Suite 2500

Montreal, Quebec, Canada H3B 2K4

(Address of principal executive offices)

(514) 992-1391

(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 September 30, 2007:
43,644,960 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)

BALANCE SHEET

	September 30, 2007
ASSETS	
Current assets	
Cash	\$ 115,961
Prepaid expenses	24,050
Receivable from taxing authorities	<u>9,367</u>
	<u>149,378</u>
Other assets	
Intangible assets (Note 4)	520,536
Website development (Note 5)	<u>5,457</u>
	<u>525,993</u>
Total assets	<u><u>\$ 675,371</u></u>
Current liabilities	
Accounts payable and accrued expenses	<u>\$ 23,238</u>
<i>Total liabilities</i>	<u>23,238</u>
Stockholders' Equity	
Authorized common stock:	
75,000,000 shares with a par value of \$0.001	
Issued and outstanding:	
43,644,960 common shares at September 30, 2007	43,645
Additional paid-in capital	1,980,852
Deficit accumulated during the development stage	(1,382,676)
Other comprehensive income	<u>10,312</u>
<i>Total stockholders' equity</i>	<u>652,133</u>
Total Liabilities and Stockholders' Equity	<u><u>\$ 675,371</u></u>

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

ANTICUS INTERNATIONAL CORPORATION
(A DEVELOPMENT STAGE COMPANY)

STATEMENT OF OPERATIONS

	Three month period ended September 30,		Cumulative amounts from date of incorporation May 1, 2002 through September 30, 2007
	<u>2007</u>	<u>2006</u>	<u>2007</u>
Revenue:	\$ -	\$ -	\$ -
Operating expenses:			
Research and development	\$ (81,361)	\$ -	\$ (141,105)
Compensation on option grants	(22,550)	-	(96,605)
General and administrative expenses	<u>(86,565)</u>	<u>(114,403)</u>	<u>(1,169,148)</u>
	<u>(190,476)</u>	<u>(114,403)</u>	<u>(1,406,858)</u>
Loss from operations	(190,476)	(114,403)	(1,406,858)
Other income (expenses)			
Gain on settlement of indebtedness	4,794	-	21,795
Interest income	<u>-</u>	<u>-</u>	<u>2,387</u>
	<u>4,794</u>	<u>-</u>	<u>24,182</u>
Net loss for the period	<u>\$ (185,682)</u>	<u>\$ (114,403)</u>	<u>\$ (1,382,676)</u>
Basic and diluted loss per share	<u>\$ (0.00)</u>	<u>\$ (0.01)</u>	
Weighted average number of shares outstanding	<u>43,359,246</u>	<u>35,659,292</u>	

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

ANTICUS INTERNATIONAL CORPORATION
(A DEVELOPMENT STAGE COMPANY)

STATEMENT OF STOCKHOLDERS' EQUITY

FROM MAY 1, 2002 (INCEPTION) TO SEPTEMBER 30, 2007

	Price Per Share	Common Stock Shares	Amount	Additional Paid-In Capital	Deficit Accumulated During Development Stage	Total Stockholders' Equity (Deficit)
Inception, May 1, 2002	-	-	\$ -	\$ -	\$ -	\$ -
Shares issued for cash at \$0.001	\$ 0.0001	9,000,000	9,000	(8,000)	-	1,000
Net loss for the period		-	-	-	(1,013)	(1,013)
Balance June 30, 2002		9,000,000	9,000	(8,000)	(1,013)	(13)
July 15, 2002						
Shares issued for cash at \$0.01	0.0011	14,400,000	14,400	1,600	-	16,000
Net loss for the year		-	-	-	(17,250)	(17,250)
Balance June 30, 2003		23,400,000	23,400	(6,400)	(18,263)	(1,263)
March 31, 2004						
Shares issued for cash at \$0.01	0.0111	450,000	450	4,550	-	5,000
May 31, 2004						
Shares issued for cash at \$0.01	0.0111	6,300,000	6,300	63,700	-	70,000
Net loss for the year		-	-	-	(38,587)	(38,587)
Balance June 30, 2004		30,150,000	30,150	61,850	(56,850)	35,150
Cancellation of debt		-	-	115,000	-	115,000
Net loss for the year		-	-	-	(198,374)	(198,374)
Balance June 30, 2005		30,150,000	30,150	176,850	(255,224)	(48,224)
July 1, 2005						
Shares issued for services		0.0252	924,265	924	22,385	-
July 12, 2005						
Shares issued for services	0.1200	50,000	50	5,950	-	6,000
July 19, 2005						
Shares issued for services	0.2000	66,286	66	13,191	-	13,257
July 27, 2005						
Shares issued for services	0.2500	52,669	53	13,115	-	13,168
July 28, 2005						
Shares issued for license agreement	0.2400	100,000	100	23,900	-	24,000
September 2, 2005						
Shares issued for license agreement	0.2600	200,000	200	51,800	-	52,000
September 7, 2005						
Shares issued for services	0.2600	228,872	229	59,278	-	59,507
October 18, 2005						
Shares issued for services	0.1700	171,872	172	29,046	-	29,218
October 25, 2005						
Recognition of compensation on option grants		-	-	4,850	-	4,850
January 23, 2006						
Recognition of compensation on option grants		-	-	7,830	-	7,830
January 27, 2006						
Shares issued for services	0.0850	172,765	173	14,512	-	14,685
January 30, 2006						
Shares issued for services	0.0900	200,000	200	17,800	-	18,000

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

ANTICUS INTERNATIONAL CORPORATION
(A DEVELOPMENT STAGE COMPANY)

STATEMENT OF STOCKHOLDERS' EQUITY

FROM MAY 1, 2002 (INCEPTION) TO SEPTEMBER 30, 2007

	Price Per Share	Common Stock Shares	Amount	Additional Paid-In Capital	Deficit Accumulated During Development Stage	Total Stockholders' Equity (Deficit)
April 18, 2006						
Shares issued for services	0.18	227,500	228	40,722	-	40,950
April 19, 2006						
Recognition of compensation on option grants		-	-	14,030	-	14,030
April 20, 2006						
Shares issued for license agreement	0.20	2,310,000	2,310	459,690	-	462,000
May 31, 2006						
Shares issued for cash	0.25	500,000	500	124,500	-	125,000
June 12, 2006						
Shares issued for cash	0.25	100,000	100	25,900	-	25,000
June 15, 2006						
Shares issued for cash	0.25	45,000	45	11,586	-	11,631
Estimated value of rent charged to operations		-	-	3,600	-	3,600
Estimated value of services charged to operations		-	-	10,000	-	10,000
Foreign currency translation		-	-	-	29	29
Net loss for the year		-	-	-	(412,544)	(412,544)
Balance, June 30, 2006		35,499,229	\$ 35,499	\$ 1,129,535	\$ (667,739)	\$ 497,295
August 14, 2006						
Shares issued for services	0.23	75,016	75	18,679	-	18,754
August 17, 2006						
Shares issued for cash	0.25	100,000	100	24,900	-	25,000
August 21, 2006						
Shares issued for services	0.24	125,000	125	29,875	-	30,000
August 31, 2006						
Shares issued for cash	0.25	60,000	60	14,940	-	55,000
October 3, 2006						
Shares issued for license agreement	0.18	1,500,000	1,500	268,500	-	270,000
May 28, 2007						
Shares issued for cash	0.07	5,714,286	5,715	399,336	-	405,051
Offering costs		-	-	(36,153)	-	(36,153)
Recognition of compensation on option grants		-	-	74,055	-	74,055
Foreign currency translation		-	-	-	2,658	2,658
Net loss for the year		-	-	-	(529,227)	(529,227)
Balance, June 30, 2007		43,073,531	\$ 43,074	\$ 1,923,667	\$ (1,194,308)	\$ 772,433

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

ANTICUS INTERNATIONAL CORPORATION
(A DEVELOPMENT STAGE COMPANY)

STATEMENT OF STOCKHOLDERS' EQUITY

FROM MAY 1, 2002 (INCEPTION) TO SEPTEMBER 30, 2007

	Price Per Share	Common Stock Shares	Amount	Additional Paid-In Capital	Deficit Accumulated During Development Stage	Total Stockholders' Equity (Deficit)
August 15, 2007						
Shares issued for settlement of indebtedness	0.04	571,429	571	22,286	-	22,857
Recognition of value of warrants in settlement of indebtedness		-	-	12,349	-	12,349
Foreign currency translation		-	-	-	7,626	7,626
Recognition of compensation on option grants		-	-	22,550	-	22,550
Net loss for the period		-	-	-	(185,682)	(185,682)
Balance, September 30, 2007		<u>43,644,960</u>	<u>\$ 43,645</u>	<u>\$ 1,980,852</u>	<u>\$ (1,372,364)</u>	<u>\$ 652,133</u>

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

ANTICUS INTERNATIONAL CORPORATION
(A DEVELOPMENT STAGE COMPANY)

STATEMENTS OF CASH FLOWS

	Three month period ended September 30,		Cumulative amounts from date of Incorporation (May 1, 2002) through September 30,
	2007	2006	2007
Cash flows from operating activities			
Net loss for the period	\$ (185,682)	\$ (114,403)	\$ (1,382,676)
Gain on settlement of indebtedness	(4,794)	-	(21,795)
Shares issued for services	-	48,754	381,848
Shares issued for abandoned license	-	-	76,000
Contributed rent and services	-	-	13,600
Compensation recognized on option grants	22,550	-	123,315
Amortization	37,282	23,441	214,192
Adjustments to reconcile net loss to net cash used in operating activities			
Increase in accounts receivable	(4,290)	-	(10,976)
Decrease (increase) in prepaid expenses	3,555	-	(4,850)
Increase (decrease) in accounts payable	(687)	(1,840)	62,736
<i>Net cash used in operating activities</i>	<u>(132,066)</u>	<u>(44,048)</u>	<u>(548,606)</u>
Cash flows from investing activities			
Acquisition of fixed assets	-	(8,185)	(8,185)
<i>Net cash used in investing activities</i>	<u>-</u>	<u>(8,185)</u>	<u>(8,185)</u>
Cash flows from financing activities			
Proceeds from issuance of common stock	-	40,000	699,682
Payments in connection with private offering	-	-	(35,984)
Payment on note due to third party	-	(5,000)	-
Advances received from (paid to) third party	(550)	(4,320)	-
<i>Net cash provided by financing activities</i>	<u>(550)</u>	<u>30,680</u>	<u>663,698</u>
Effect of exchange rates on cash	<u>7,625</u>	<u>(279)</u>	<u>9,054</u>
Net change in cash	<u>(124,991)</u>	<u>(21,832)</u>	<u>115,961</u>
Cash, beginning of period	<u>240,952</u>	<u>148,355</u>	<u>-</u>
Cash, end of period	<u>\$ 115,961</u>	<u>\$ 126,503</u>	<u>\$ 115,961</u>

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

ANTICUS INTERNATIONAL CORPORATION
(A DEVELOPMENT STAGE COMPANY)

STATEMENTS OF CASH FLOWS

Supplemental cash flow disclosure

	Three month period ended September 30,		Cumulative amounts from date of Incorporation (May 1, 2002) through September 30,
	<u>2007</u>	<u>2006</u>	<u>2007</u>
Cash paid for income taxes	\$ -	\$ -	\$ -
Cash paid for interest	\$ -	\$ -	\$ -
Non-cash investing and financing activities:			
Shares issued for services (Note 6(b))	\$ -	\$ -	\$ 381,848
Shares issued for intangible assets (Note 6(b))	\$ -	\$ -	\$ 808,000

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

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, 2007 annual financial statements. It is suggested that these interim financial statements be read in conjunction with the Company's June 30, 2007 audited financial statements.

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 have been considered as part of the Company's development stage activities.

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 \$1,382,676 for the period from inception, May 1, 2002 to September 30, 2007, 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.

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 frame work 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.

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 statement of operations. Revenues and expenses are translated at the rates of exchange prevailing on the dates such items are recognized in the statement 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.

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 for the period. Diluted earnings (loss) per share reflect the potential dilution that could occur if securities or other contracts to issue common stock were exercised or converted into common stock. In accordance with SFAS 128, any anti-dilutive effects on net earnings (loss) per share are excluded. If such shares were included in diluted EPS, they would have resulted in weighted-average common shares of approximately 49.8 million and 35.9 million for the three months ended September 30, 2007 and 2006, respectively. Such amounts include shares potentially issuable under outstanding options and warrants.

e) Issuances involving non-cash consideration

All issuances of the Company’s stock for non-cash consideration have been assigned a dollar amount equaling either the market value of the shares issued or the value of consideration received, whichever is more readily determinable. The majority of the non-cash consideration received pertain to services rendered by consultants and others.

f) Cash and cash equivalents

For purposes of the statement of cash flows, the Company considers cash and cash equivalents to include all highly liquid investments with maturities of three months or less.

g) Website development costs

Under FASB Emerging Issues Task Force Statement 00-2, Accounting for Web Site Development Costs (“EITF 00-2”), costs and expenses incurred during the planning and operating stages of the Company’s website development are expensed as incurred. Under EITF 00-2, costs incurred in the website application and infrastructure development stages are capitalized by the Company and amortized to expense over the website’s estimated useful life or period of benefit.

h) Use of estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires 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 financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

i) Fair value of financial instruments

Pursuant to SFAS No. 107, “Disclosures About Fair Value of Financial Instruments”, the Company is required to estimate the fair value of all financial instruments included on its balance sheet as of September 30, 2007. The Company considers the carrying value of such amounts in the financial statements to approximate their fair value.

j) New accounting standard

SFAS No. 159 - In February 2007, the FASB issued Statement No. 159, *The Fair Value Option for Financial Assets and Financial Liabilities—Including an amendment of FASB Statement No. 115*. This Statement permits entities to choose to measure many financial instruments and certain other items at fair value. The objective is to improve financial reporting by providing entities with the opportunity to mitigate volatility in reported earnings caused by measuring related assets and liabilities differently without having to apply complex hedge accounting provisions. This Statement is expected to expand the use of fair value measurement, which is consistent with the Board's long-term measurement objectives for accounting for financial instruments. This Statement applies to all entities, including not-for-profit organizations. Most of the provisions of this Statement apply only to entities that elect the fair value option. However, the amendment to FASB Statement No. 115, *Accounting for Certain Investments in Debt and Equity Securities*, applies to all entities with available-for-sale and trading securities. Some requirements apply differently to entities that do not report net income. This Statement is effective as of the beginning of an entity's first fiscal year that begins after November 15, 2007. Early adoption is permitted as of the beginning of a fiscal year that begins on or before November 15, 2007, provided the entity also elects to apply the provisions of FASB Statement No. 157, *Fair Value Measurements*. No entity is permitted to apply this Statement retrospectively to fiscal years preceding the effective date unless the entity chooses early adoption. The choice to adopt early should be made after issuance of this Statement but within 120 days of the beginning of the fiscal year of adoption, provided the entity has not yet issued financial statements, including required notes to those financial statements, for any interim period of the fiscal year of adoption. This Statement permits application to eligible items existing at the effective date (or early adoption date). The Company has evaluated the impact of the implementation of SFAS No. 159 and does not believe the impact will be significant to the Company's overall results of operations or financial position.

4. Intangible assets

In December 2005, the Company signed a Letter of Intent with MD Technologies Inc., Costal Inc., and Redal Inc. to acquire the worldwide exclusive license to the microbiological process known as "Prolactis". The process provides 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 license was issued to the Company effective April 20, 2006. As compensation for the license, the Company issued two million one hundred thousand (2,100,000) shares at \$0.20 per share, that were issued as an exempted transaction under Section 4(2) of the Securities Act of 1933. In and subject to Rule 144 of the Securities Act of 1933 and in conjunction with the acquisition of the license, the Company paid a finder's fee of two hundred and ten thousand (210,000) shares also valued at \$0.20 per share. On October 3, 2006, the Company issued 1.5 million (1,500,000) shares at \$0.18 per share to the licensor to waive any and all conditions contained in the license agreement and obtain a clear title to Prolactis. The cost of the license of \$732,000 is being amortized over five years. Amortization expense for the quarters ended September 30, 2007 and 2006 was \$36,600 and \$23,100 respectively. The balance of the intangible asset as of September 30, 2007 was \$520,536. MD Technologies Inc., Costal Inc., and Redal Inc. are related parties.

Amortization expense for each of the next four years is as follows:

September 30,

2008	\$ 146,400
2009	\$ 146,400
2010	\$ 146,400
2011	\$ 81,336

5. Website development

The cost of the website amounted to \$8,185 and is being amortized over three years. Amortization expense for the quarters ended September 30, 2007 and 2006 were respectively \$682 and \$341. The balance of website development as of September 30, 2007 was \$5,457.

Amortization expense for each of the next two years is as follows:

September 30,

2008 \$ 2,728

2009 \$ 2,729

6. Research and development

In April 2007, the Company entered into an agreement with MD Consultants (a related party) to provide services in connection with the development of a demonstration unit used in the production of yeast using the Company's licensed Prolactis process and related services. Under the terms of the agreement, the costs for the services valued at approximately \$155,000, of which \$141,105 was paid as of September 30, 2007. The remaining balance (approximately 10%) is payable on the submission of the final report

The Company is accounting for these services as research and development and is expensing the amounts due on the contract as the obligation is accrued. For the quarter ended September 30, 2007, the Company incurred \$81,361 which was charged to operations as research and development. MD Consultants is a related party.

7. 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 July 1, 2005, the Company issued 799,265 shares of its common stock to two of its attorneys and 125,000 shares of its common stock to a consultant. The 924,265 shares were valued at \$138,309.

On July 12, 2005, the Company issued 50,000 shares of its common stock for legal services valued at \$6,000. On July 19, 2005, the Company issued 66,286 shares of its common stock for legal services valued at \$13,257. On July 27, 2005, the Company issued 52,669 shares of its common stock for consulting services valued at \$13,168.

On July 28, 2005, the Company issued 100,000 shares of its common stock in connection with the development of encryption software to be utilized on movies. The shares were valued at \$24,000. The software project subsequently was abandoned. On September 2, 2005, the Company issued 200,000 shares of its common stock in connection with the development of encryption software to be utilized on movies. The shares were valued at \$52,000. The software project subsequently was abandoned.

On September 7, 2005, the Company issued 195,692 shares of its common stock for legal services valued at \$50,880. Also on September 7, 2005, the Company issued 33,180 shares for consulting services valued at \$8,627.

On October 11, 2005, the Company issued 171,872 shares of its common stock for legal services valued at \$29,218. On January 27, 2006, the Company issued 172,765 shares of its common stock for legal services valued at \$14,685. On January 30, 2006, the Company issued 200,000 shares of its common stock for legal services valued at \$18,000. On April 18, 2006, the Company issued 227,500 shares of its common stock for legal services valued at \$40,950.

On April 20, 2006, the Company issued a total of 2,310,000 shares of its common stock for the worldwide exclusive license to the microbiological process known as *Prolactis*. The license was valued at \$462,000.

On May 31, June 12 and June 15, 2006, the Company issued 645,000 shares of its common stock in private offering for \$161,631. On August 14, 2006, the Company issued 75,016 shares of its common stock for legal services valued at \$18,754.

On August 17, 2006, the Company issued 100,000 shares of its common stock in a private offering for \$25,000. On August 21, 2006, the Company issued 125,000 shares of its common stock for legal services valued at \$30,000. On August 31, 2006, the Company issued 60,000 shares of its common stock in a private offering for \$15,000.

On October 3, 2006 the Company issued a total of 1,500,000 shares of its common stock for the waiving of all conditions in the license agreement, giving a clear title to *Prolactis*, valued at \$270,000. On May 28, 2007 the Company issued a total of 5,714,286 shares of its common stock in a private offering for \$400,000 less issue cost of \$12,105.

On June 3, 2007, the Company agreed to issue a total of 571,429 shares of its common stock in settlement of debt totalling \$40,000. The issuance was made on August 15, 2007. The shares were valued at \$22,857. In addition to the issuance of the shares, the Company also granted to the creditor Class A Warrants to purchase 571,429 shares of common stock at a purchase price of \$.12 per share. The warrants expire one year from date of grant. For every warrant exercised, the Company will grant the creditor a Class B Warrant to purchase one share of the Company's common stock at an exercise price of \$.20 per share. The Class B Warrants expire one year from date of grant. The warrants were valued at \$12,349. The Company realized a net gain on the settlement of the debt in the amount of \$4,794.

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.

During the year ended June 30, 2006, a total of 300,000 options were granted to two (2) directors, of which 100,000 were cancelled and reissued under modified terms, as follows: On October 12, 2005, the board approved compensation to PH Vincent consisting of 100,000 options expiring December 31, 2007 at a price of \$0.17 per share; these options were re-priced and reissued to be consistent with the 100,000 options granted at a price of \$0.085 per share to Gilles Varin on January 23, 2006 and expiring on December 31, 2007. On April 19, 2006 each director received an additional 50,000 options at a price of \$0.19 per share expiring December 31, 2007.

On August 30, 2006, the Company agrees to pay Mr. Trudeau compensation of five hundred thousand (500,000) options expiring June 30, 2008, exercisable at US\$0.24, said options to be vested according to the following schedule:

125,000 December 15, 2006

125,000 March 15, 2007

125,000 June 15, 2007

125,000 September 15, 2007

On October 3, 2006, the board approved compensation to PH Vincent consisting of 50,000 options expiring December 31, 2007 at a price of \$0.18 per share.

During the year ended June 30, 2007, the recognized compensation expense associated with options granted were valued at \$74,055, which was charged to operations.

During the three months ended September 30, 2007, the recognized compensation expense associated with options granted were valued at \$22,550, which was charged to operations.

The following is a summary of the outstanding options:

	<u>Number of shares</u>	<u>Weighted average exercise price</u>
Outstanding – June 30, 2006	300,000	\$ 0.12
Granted	425,000	0.24
Exercised	-	-
Cancelled	-	-
Outstanding – June 30, 2007	725,000	0.19
Granted	125,000	0.24
Exercised	-	-
Cancelled	-	-
Outstanding – September 30, 2007	<u>850,000</u>	<u>0.20</u>

All of the outstanding options can be exercised through June 30, 2008 at a price per share ranging from \$0.085 to \$0.24. The fair value of each option granted is estimated at the respective grant date using the Black-Scholes Option Module. Options granted during the quarter ended September 30, 2007 were valued at \$22,550, which was charged to operations. The following assumptions were made in estimating fair value:

Dividend yield	0%
Expected life	2 years
Risk free interest rate	4.34% to 4.9%
Expected volatility	101% to 187%

d) Warrants

In connection with our private placement of common stock, on May 28, 2007, the Company has issued 5,714,286 Class A common share purchase warrants. Each Class A warrant entitles the holder to acquire one common share of the Company at a price of US\$0.12 on or before May 1, 2008. For each Class A warrant exercised, the Company will issue a Class B warrant which will entitle the holder to acquire one common share of the Company at a price of US\$0.20 on or before May 1, 2009.

As discussed above, the Company granted a creditor pursuant to a settlement agreement Class A common share purchase warrants to purchase 571,429 shares of common stock at an exercise price of \$.12 per share. The warrants expire one year from date of grant. For every warrant exercised, the Company will grant the creditor a Class B Warrant to purchase one share of the Company's common stock at an exercise price of \$.20 per share. The Class B Warrants expire one year from date of grant a total of 571,429 shares of its common stock in settlement of debt totalling \$40,000. The shares were valued at \$22,857. In addition to the issuance of the shares, the Company also granted to the creditor Class A Warrants to purchase 571,429 shares of common stock at a purchase price of \$.12 per share. The warrants expire one year from date of grant. For every warrant exercised, the Company will grant the creditor a Class B Warrant to purchase one share of the Company's common stock at an exercise price of \$.20 per share. The Class B Warrants expire one year from date of grant.

8. Contingencies

The Company 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 rights were acquired through the issuance of 300,000 shares of the Company’s common stock valued at \$76,000.

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

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 CDN\$27,000 (or approximately \$23,000 in US dollars) 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 terminated this agreement with Deltacrypt and has only paid \$10,000 towards this obligation. The Company has not established any reserve for any amounts which may be due to Deltacrypt under the agreement.

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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 month period ended September 30, 2007

The Company reports a net loss of \$185,682 for the three-months ended September 30, 2007 versus a net loss of \$114,403 for the three-months ended September 30, 2006. The net loss for the three-months ending September 30, 2007 is comprised of general and administrative expenses of \$86,565; research and development costs of \$81,361; and, compensation on option grants of \$22,550. The net loss for the three-months ended September 30, 2006 is entirely comprised of loss from general and administrative expenses.

Liquidity and Capital Resources

During the three-month period ended September 30, 2007 the Company's cash position decreased \$124,991. Net cash used in operating activities totaled \$132,066; and, \$7,625 was realized due to the effect of exchange rates on cash.

Going Concern

The Company has incurred a net loss of \$1,382,676 for the period from inception, May 1, 2002 to September 30, 2007, 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.

Management Plan of Operations

The Company continues to pursue its goals of commercializing the Prolactis™ microbiological process.

On June 27, 2007, the company announced that it has signed an agreement with a private Canadian Research and Development company. This Company was engaged to build and operate a demonstration unit plus a laboratory in Quebec City (Canada). They will also test new raw materials for yeast production with the Prolactis process.

This demonstration unit and materials testing will also support the company's marketing efforts to produce and supply from selected new raw materials, very high quality yeast samples.

Construction of the demonstration unit and the laboratory in Quebec City is on target. Bioreactor inoculation has been done in July 2007.

On Oct 16, 2007, the company announced that the demonstration and operating unit of the Quebec science complex has started production of lactic yeast (*Kluyveromyces marxianus*) samples. Green Yeast has begun distributing these yeast samples to its potential customers and partners, so that they can analyze this yeast themselves, suggest adjustments specific to their needs (e.g., live or inactive yeast, dried or not, according to different drying methods (spray, drum, fluidized bed), suggest adjustments to the nutrient content, etc.), and recognize the product's quality. The objective of this sampling campaign is to show with certainty our ability to produce a quality yeast strain that meets the market's expectations. This phase also has the aim of refining the process to achieve maximum production efficiency.

The demonstration stage is indispensable to prepare for the industrial phase with construction of a first production unit. The sampling campaign should last about two months, during which a number of samples will be delivered to our various prospects.

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Simultaneously, Green Yeast is pursuing its discussions with cheese companies, which generate large quantities of whey in their activities. Whey and its derivatives are choice raw materials in the production of *Kluyveromyces marxianus* yeast. On this specific point of securing supplies of whey derivatives for our future yeast production, signing medium to long term contracts with suppliers is Green Yeast main objective.

Furthermore, contacts are now being made regarding the financing of our first lactic yeast production unit. The cost of the investment and its implementation are being reviewed in detail.

Green Yeast will be present at Pollutec 2007 (annual trade show of environment-related industries), which will be held in Paris Villepinte from November 27 to 30, 2007.

We are currently planning for the construction of our first production scale plant; integral to this planning must we meet with different finance and engineering groups. We look forward to starting the construction of our first plant in spring 2008 and plan to have it in full operation sometime in September 2008.

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 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.

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Part II. OTHER INFORMATION

Item 1. Legal Proceedings

None, for the three-month period ended September 30, 2007

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

On June 3, 2007, the Company agreed to issue a total of 571,429 shares of its common stock in settlement of debt totalling \$40,000. The issuance was made on August 15, 2007. The shares were valued at \$22,857. In addition to the issuance of the shares, the Company also granted to the creditor Class A Warrants to purchase 571,429 shares of common stock at a purchase price of \$.12 per share. The warrants expire one year from date of grant. For every warrant exercised, the Company will grant the creditor a Class B Warrant to purchase one share of the Company's common stock at an exercise price of \$.20 per share. The Class B Warrants expire one year from date of grant. The warrants were valued at \$12,349. The Company realized a net gain on the settlement of the debt in the amount of \$4,794.

All shares were issued as exempted transactions under Section 4(2) of the Securities Act of 1933, Regulation S and are subject to Rule 144 of the Securities Act of 1933. The recipient(s) of our stock took their shares for investment purposes without a view to distribution. Furthermore, they had access to information concerning our Company and our business prospects; there was no general solicitation or advertising for the purchase of our shares; there were no commissions paid; and the securities are restricted pursuant to Rule 144.

Common 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.

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- 125,000 December 15, 2006
- 125,000 March 15, 2007
- 125,000 June 15, 2007
- 125,000 September 15, 2007

During the three months ended September 30, 2007, the recognized compensation expense associated with options granted were valued at \$22,550, which was charged to operations.

Item 3. Defaults Upon Senior Securities

None

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

None, for the three-month period ended September 30, 2007

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

None, for the three-month period ending September 30, 2007

ANTICUS INTERNATIONAL CORPORATION
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SIGNATURES

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

Anticus International Corporation

Date: November 15, 2007

By: /s/ Daniel Trudeau, President
Daniel Trudeau, President
Principal Executive Officer
Principal Accounting Officer