

**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 March 31, 2008

☐ 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 Ouest, 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 March 31, 2008:
43,644,960 shares of common stock

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

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ANTICUS INTERNATIONAL CORPORATION
(A DEVELOPMENT STAGE COMPANY)

BALANCE SHEET

	<u>March 31, 2008</u>
	(Unaudited)
ASSETS	
Current assets	
Cash	\$ 21,264
Prepaid expenses	12,317
Receivable from taxing authorities	<u>17,887</u>
	<u>51,468</u>
Deferred loan fees, net	5,622
Intangible asset	467,165
Website development	<u>6,592</u>
	<u>479,379</u>
 <i>Total assets</i>	 <u><u>\$ 530,847</u></u>
LIABILITIES AND STOCKHOLDERS' EQUITY	
Current liabilities	
Accounts payable and accrued expenses	\$ 29,531
	<u>29,531</u>
Long term liabilities	
Convertible debenture including accrued interest	<u>101,008</u>
<i>Total liabilities</i>	<u>130,539</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 March 31, 2008	43,645
Additional paid-in capital	2,109,553
Deficit accumulated during the development stage	(1,751,731)
Other comprehensive income	<u>(1,159)</u>
<i>Total stockholders' equity</i>	<u>400,308</u>
 <i>Total Liabilities and Stockholders' Equity</i>	 <u><u>\$ 530,847</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 March 31,		Nine month period ended March 31,		Cumulative amounts from date of incorporation May 1, 2002 through March 31, 2008
	<u>2008</u> (Unaudited)	<u>2007</u> (Unaudited)	<u>2008</u> (Unaudited)	<u>2007</u> (Unaudited)	<u>(Unaudited)</u>
Revenue:	\$ -	\$ -	\$ -	\$ -	\$ -
Operating expenses:					
Research and development	18,398	-	95,416	-	155,160
Compensation on option grants	124,538	-	151,251	-	225,306
General and administrative expenses	<u>111,340</u>	<u>(103,286)</u>	<u>311,477</u>	<u>(396,171)</u>	<u>1,256,370</u>
	(254,276)	(103,286)	(558,144)	(396,171)	(1,636,836)
Other income (expenses)					
Gain on settlement of indebtedness	-	-	4,794	-	21,794
Interest income	-	-	-	-	2,387
Interest expense	<u>(1,386)</u>	<u>-</u>	<u>(1,386)</u>	<u>-</u>	<u>(1,386)</u>
Loss from continuing operations	(225,662)	(103,286)	(554,736)	(396,171)	(1,614,041)
Discontinued operations	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>(137,690)</u>
Net loss	<u>\$ (255,662)</u>	<u>\$ (103,286)</u>	<u>\$ (554,736)</u>	<u>\$ (397,171)</u>	<u>\$ (1,751,731)</u>
Basic and diluted loss per share	<u>\$ (0.01)</u>	<u>\$ (0.00)</u>	<u>\$ (0.01)</u>	<u>\$ (0.01)</u>	
Weighted average number of shares outstanding	<u>43,644,960</u>	<u>37,359,245</u>	<u>43,549,376</u>	<u>36,772,034</u>	

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

ANTICUS INTERNATIONAL CORPORATION
(A DEVELOPMENT STAGE COMPANY)

STATEMENTS OF CASH FLOWS

	Nine month period ended March 31,		Cumulative amounts from date of Incorporation (May 1, 2002) through March 31, 2008
	2008	2007	
	(Unaudited)	(Unaudited)	(Unaudited)
Cash flows from operating activities			
Net loss for the period	\$ (554,736)	\$ (396,171)	\$ (1,751,731)
Shares issued for services	-	48,754	381,848
Shares issued for abandoned license	-	-	76,000
Shares issued for settlement of indebtedness	(17,143)	-	(17,143)
Recognition of value of warrants in settlement of indebtedness	12,349	-	12,349
Contributed rent and services	-	-	13,600
Gain on settlement of indebtedness	-	-	(17,000)
Compensation recognized on option grants	151,251	51,505	252,016
Amortization expense	111,697	121,664	288,607
Accrued interest added to principal	1,008	-	1,008
Adjustments to reconcile net loss to net cash used in operating activities			
Decrease (increase) in receivables	(12,744)	(6,188)	(19,430)
Decrease (increase) in prepaid expenses and other assets	(3,394)	-	(11,799)
Increase (decrease) in accounts payable and accrued expenses	(1,210)	13,518	62,213
<i>Net cash used in operating activities</i>	<u>(312,922)</u>	<u>(166,918)</u>	<u>(729,462)</u>
Cash flows from investing activities			
Web site development	(2,500)	(8,185)	(10,685)
<i>Net cash used in investing activities</i>	<u>(2,500)</u>	<u>(8,185)</u>	<u>(10,685)</u>
Cash flows from financing activities			
Proceeds from issuance of common stock	-	40,000	699,682
Payments in connection with private offering	-	-	(35,985)
Proceeds from issuance of debt	100,000	-	100,000
Payments on indebtedness	-	(5,000)	-
Advances received from third party (paid)	(550)	(4,320)	-
<i>Net cash provided by financing activities</i>	<u>99,450</u>	<u>30,680</u>	<u>763,697</u>
Effect of exchange rates on cash	<u>(3,716)</u>	<u>(3,135)</u>	<u>(2,286)</u>
Net change in cash	<u>(219,688)</u>	<u>(147,558)</u>	<u>21,264</u>
Cash, beginning of period	<u>240,952</u>	<u>148,355</u>	<u>-</u>
Cash, end of period	<u>\$ 21,264</u>	<u>\$ 777</u>	<u>\$ 21,264</u>
<i>Supplemental disclosure with respect to cash flows:</i>			
Cash paid for income taxes	\$ -	\$ -	\$ -
Cash paid for interest	\$ -	\$ -	\$ -
<i>Supplemental disclosure of non-cash investing and financing activities:</i>			
Shares issued for services		48,754	
Shares issued for intangible assets		270,000	
Shares issued in cancellation of \$40,000 of indebtedness	571,429		

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, consisting of normal recurring 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. The statements have been prepared in accordance with accounting principles generally accepted in the United States of America and pursuant to the rules and regulations of the Securities and Exchange Commission ("SEC"). Certain information and footnote disclosures, normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America, have been condensed or omitted pursuant to such SEC rules and regulations. Operating results for the period of inception through March 31, 2008, are not necessarily indicative of the results that may be expected for the year ending June 30, 2008.

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

The Company is currently developing business opportunities relating to its purchase of an exclusive world-wide license to a process that converts waste materials from beer, soft drink and cheese manufacturers into yeast.

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 \$1,751,731 for the period from inception, May 1, 2002 to March 31, 2008, 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 judgment.

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.

NOTES TO THE FINANCIAL STATEMENTS
MARCH 31, 2008

STATED IN U.S. DOLLARS

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.

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 53,019,686 shares and 37,856,467 shares for the three months ended March 31, 2008 and 2007, respectively and 51,084,116 shares and 37,160,356 shares for the nine months ended March 31, 2008 and 2007, 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. 141(R) - In December 2007, the FASB issued Statement No. 141(R), *Business Combinations*. This Statement replaces FASB Statement No. 141, *Business Combinations*. This Statement retains the fundamental requirements in Statement 141 that the acquisition method of accounting (which Statement 141 called the purchase method) be used for all business combinations and for an acquirer to be identified for each business combination. This Statement defines the acquirer as the entity that obtains control of one or more businesses in the business combination and establishes the acquisition date as the date that the acquirer achieves control. Statement 141 did not define the acquirer, although it included guidance on identifying the acquirer, as does this Statement. This Statement's scope is broader than that of Statement 141, which applied only to business combinations in which control was obtained by transferring consideration. By applying the same method of accounting - the acquisition method - to all transactions and other events in which one entity obtains control over one or more other businesses, this Statement improves the comparability of the information about business combinations provided in financial reports.

This Statement applies prospectively to business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after December 15, 2008. An entity may not apply it before that date. The Company is currently evaluating SFAS 141(R), and has not yet determined its potential impact on its future results of operations or financial position.

SFAS No. 160 - In December 2007, the FASB issued Statement No. 160, *Noncontrolling Interests in Consolidated Financial Statements - an Amendment of ARB No. 51*. This Statement amends ARB 51 to establish accounting and reporting standards for the noncontrolling interest in a subsidiary and for the deconsolidation of a subsidiary. It clarifies that a noncontrolling interest in a subsidiary is an ownership interest in the consolidated entity that should be reported as equity in the consolidated financial statements. Before this Statement was issued, limited guidance existed for reporting noncontrolling interests. As a result, considerable diversity in practice existed. So-called minority interests were reported in the consolidated statement of financial position as liabilities or in the mezzanine section between liabilities and equity. This Statement improves comparability by eliminating that diversity.

This Statement is effective for fiscal years, and interim periods within those fiscal years, beginning on or after December 15, 2008. Earlier adoption is prohibited. The effective date of this Statement is the same as that of the related Statement 141(R). This Statement shall be applied prospectively as of the beginning of the fiscal year in which this Statement is initially applied, except for the presentation and disclosure requirements. The presentation and disclosure requirements shall be applied retrospectively for all periods presented. The Company is currently evaluating SFAS 160 and has not yet determined its potential impact on its future results of operations or financial position.

SFAS No. 161 - In March 2008, the FASB issued Statement No. 161, *Disclosures about Derivative Instruments and Hedging Activities—an amendment of FASB Statement No. 133*. This Statement changes the disclosure requirements for derivative instruments and hedging activities. Entities are required to provide enhanced disclosures about (a) how and why an entity uses derivative instruments, (b) how derivative instruments and related hedged items are accounted for under Statement 133 and its related interpretations, and (c) how derivative instruments and related hedged items affect an entity's financial position, financial performance, and cash flows.

This Statement is intended to enhance the current disclosure framework in Statement 133. The Statement requires that objectives for using derivative instruments be disclosed in terms of underlying risk and accounting designation. This disclosure better conveys the purpose of derivative use in terms of the risks that the entity is intending to manage. Disclosing the fair values of derivative instruments and their gains and losses in a tabular format should provide a more complete picture of the location in an entity's financial statements of both the derivative positions existing at period end and the effect of using derivatives during the reporting period. Disclosing information about credit-risk-related contingent features should provide information on the potential effect on an entity's liquidity from using derivatives. Finally, this Statement requires cross-referencing within the footnotes, which should help users of financial statements locate important information about derivative instruments.

NOTES TO THE FINANCIAL STATEMENTS
MARCH 31, 2008

STATED IN U.S. DOLLARS

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 three months ended March 31, 2008 and 2007 was \$36,600 and \$36,600 respectively. Amortization expense for the nine months ended March 31, 2008 and 2007 was \$109,800 and \$120,300 respectively. The balance of the intangible asset as of March 31, 2008 was \$447,336. MD Technologies Inc., Costal Inc., and Redal Inc. are related parties.

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

March 31,	
2008	\$ 146,400
2009	\$ 146,400
2010	\$ 146,400
2011	\$ 6,136

5. Website development

The cost of the website amounted to \$10,685 and is being amortized over three years. Amortization expense for the three months ended March 31, 2008 and 2007 were respectively \$682 and \$682. Amortization expense for the six months ended March 31, 2008 and 2007 were respectively \$1,897 and \$1,364. The balance of website development as of March 31, 2008 was \$6,592.

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

March 31,	
2008	\$ 3,978
2009	\$ 2,614

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, all of which was paid as of March 31, 2008. 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. During the three months ended March 31, 2008, the Company has incurred \$18,398 in research and development expenses. For the nine-months ended March 31, 2008, the Company incurred \$95,416 in research and development.

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 June 3, 2007, the Company agreed to issue a total of 571,429 shares of its common stock in settlement of debt totaling \$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.

NOTES TO THE FINANCIAL STATEMENTS
MARCH 31, 2008

STATED IN U.S. DOLLARS

c) Stock options

The Company adopted its 2005 Employee/Consultants Stock Option Plan on June 14, 2005. Under the plan, a committee of the Company's board of directors is authorized to issue shares and grant incentive stock options, to a maximum of 3,000,000 shares of the issued and outstanding shares, to directors, employees and consultants of the Company entitling them to purchase common share at a price per share determined by the committee. The plan expires on June 14, 2015. As of March 31, 2008, all of the 3,000,000 shares under the plan have been either issued or committed for issuance through the granting of stock options.

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.

On August 30, 2006, the Company agreed 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.

On October 16, 2007, the Company agreed, retroactively to August 24, 2007, to pay Mr. Trudeau compensation of five hundred thousand (500,000) options expiring June 30, 2009, exercisable at US\$0.07, said options to be vested according to the following schedule:

125,000	November 24, 2007
125,000	February 24, 2008
125,000	May 24, 2008
125,000	August 24, 2008

On January 17, 2008, the Company adopted its Stock Option Plan 2008. Under the plan, the Board of Directors or a committee appointed by the Board is authorized to issue shares and grant incentive stock options, to a maximum of 4,364,496 shares of the issued and outstanding shares, to directors, employees and consultants of the Company entitling them to purchase common share at a price per share determined by the committee. Options issued under the plan expire five years from date of grant.

On January 17, 2008, the Company granted options to its directors and key personnel to purchase 2,900,000 shares of its common stock at price of \$0.07 per share. The options expire on January 17, 2013.

On February 14, 2008, the Company granted options to two consultants to purchase 400,000 shares of its common stock at a price \$0.12 per share. The options expire on February 28, 2011.

During the three months and nine months ended March 31, 2008, the Company recognized compensation expense associated with the issuance of the options and warrants of \$124,538 and \$151,251, respectively.

The following is a summary of the outstanding options:

	Number of Shares	Weighted average Exercise price
Outstanding – June 30, 2006	300,000	\$ 0.12
Granted	425,000	0.24
Exercised	-	-
Cancelled	-	-
Outstanding – June 30, 2007	725,000	0.19
Granted	3,800,000	0.24
Exercised	-	-
Cancelled	-	-
Outstanding – March 31, 2008	4,175,000	0.10

The options granted expire on various dates through January 17, 2013 and can be exercised at a price per share ranging from \$0.07 to \$0.24. The fair value of each option granted is estimated at the respective grant date using the Black-Scholes Option Module based upon the following assumptions.

Dividend yield	0%
Expected life	1.5 yrs to 5 yrs
Risk free interest rate	2.13% to 4.88%
Expected volatility	151% to 181%

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 \$.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 \$.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 totaling \$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.

ANTICUS INTERNATIONAL CORPORATION
(A DEVELOPMENT STAGE COMPANY)

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 March 31, 2008

The Company reports a net loss of \$255,662 for the three-months ended March 31, 2008 versus a net loss of \$103,286 for the three-months ended March 31, 2007. The net loss for the three-months ending March 31, 2008 is comprised of general and administrative expenses of \$111,340; compensation on option grants expense of \$124,538; and, research and development costs of \$18,398. The net loss for the three-months ended March 31, 2007 is entirely comprised of loss from general and administrative expenses.

Results of Operations for the nine month period ended March 31, 2008

The Company reports a net loss of \$554,736 for the nine-months ended March 31, 2008 versus a net loss of \$396,171 for the nine-months ended March 31, 2007. The net loss for the nine-months ending March 31, 2008 is comprised of general and administrative expenses of \$311,477; compensation on option grants of \$151,251; and, research and development expense of \$95,416. The net loss for the nine-months ended March 31, 2007 is entirely comprised of loss from general and administrative expenses.

Liquidity and Capital Resources

During the nine-month period ended March 31, 2008 the Company's cash position decreased \$219,688. Net cash used in operating activities totaled \$312,922; \$2,500 was used by investing activities; and, \$99,450 was provided by financing activities, \$100,000 from proceeds from the issuance of debt. The effect of exchange rates on cash for the period was a loss of \$3,716.

Critical Accounting Policies

1. 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.

2. Research and development

The Company expenses its research and development costs to operations as incurred.

Going Concern

As shown in the accompanying financial statements, the Company has incurred a net loss of \$1,751,731 for the period from inception, May 1, 2002 to March 31, 2008, 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.

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Management Plan of Operations

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

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, all of which was paid as of March 31, 2008. 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. During the three months ended March 31, 2008, the Company has incurred \$18,398 in research and development expenses. For the nine-months ended March 31, 2008, the Company incurred \$95,416 in research and development.

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.

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 began 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 was to show with certainty our ability to produce a quality yeast strain that meets the market's expectations. This phase also had the aim of refining the process to achieve production efficiency.

The demonstration stage has indicated that potential customers being satisfied with the analysis of the small samples provided; require larger samples of up to 500 kilograms to further evaluate the product. The demonstration unit currently lacks this production capacity.

Anticus will expand this production capacity by building an expandable production line which will have a bioreactor capable of producing the small 500 kilogram evaluation orders. This line will have all the supporting separators and drying systems and can be expanded by adding additional bioreactors as order levels increase.

The company believes that this facility can be brought into operation with an additional \$600,000 of funding. We are currently preparing for this financing through a debt or equity financing.

Green Yeast continues 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.

Green Yeast was present at Pollutec 2007 (annual trade show of environment-related industries), which was held in Paris Villepinte from November 27 to 30, 2007. Industry reaction was positive to our product and process. We are following up on leads generated from the show and believe there are some promising prospects in France.

Contingent upon our financing requirements, we look forward to starting the construction of our pilot plant in 2008.

On May 9, 2008 the company announced that its common shares are again trading on the Bulletin Board under the symbol ATCI.OB.

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 March 31, 2006

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

During the three-month period ended March 31, 2008

Convertible debentures

On January 17, 2008 the Company authorized a private placement to raise Six Hundred Thousand Dollars (\$600 000 USD) through the issuance of non guaranteed convertible debentures (the “Debentures”) in tranches of \$1,000 each, bearing interest at the rate of 8% per year and maturing on the second anniversary of their issuance date, such Debentures to be convertible at the option of the holder into common shares of the Corporation at a price of \$0,08 per common share, subject to the right of the Corporation to force conversion if the common shares trade at a minimum price of \$0,16 per common share for fifteen consecutive trading days. The company may pay a 6 percent commission.

On February 14, 2008 the company sold \$100,000 of the debentures to a single entity.

On April 29, 2008 the company sold \$80,000 of the debentures to a different single entity.

As of March 31, 2008, none of the amounts owed by the debentures have been converted to equity.

All sales 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 securities took them 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 securities; there were no commissions paid; and the securities are restricted pursuant to Rule 144.

Common stock options

The Company adopted its Stock Compensation Plan 2008 effective January 17, 2008. The Board of Directors has reserved for the purpose of the plan a total of four million three hundred and sixty four thousand four hundred and ninety six (4,364,496) of the authorized but unissued common shares of the Company.

On January 17, 2008, the Company granted options to its directors and key personnel to purchase 2,900,000 shares of its common stock at price of \$.07 per share. The options expire on January 17, 2013.

On February 14, 2008, the Company granted options to two consultants to purchase 400,000 shares of its common stock at a price \$.12 per share. The options expire on February 28, 2011.

During the three months ended March 31, 2008, the Company recognized compensation expense associated with the issuance of the options and warrants of \$124,538.

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.

All stock/options 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/options 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.

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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 three-month period ended March 31, 2008

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

April 3, 2008

Report on Form 8-K;

Section 5.02 Departure of Directors or Principal Officers

Section 8.01 Other Events – Stock Compensation Plan 2008

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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: May 13, 2008

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