

**CERTIFICATE OF AMENDMENT
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION OF
ATLASCLEAR HOLDINGS, INC.**

AtlasClear Holdings, Inc., a corporation duly organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify that:

1. The Amended and Restated Certificate of Incorporation of the Corporation is hereby amended by replacing Section 1.1 with the following:

1.1 The total number of shares of all classes of stock that the Corporation has authority to issue is 525,000,000 shares, consisting of 500,000,000 shares of Common Stock, \$0.0001 par value per share ("Common Stock"), and 25,000,000 shares of Preferred Stock, \$0.0001 par value per share ("Preferred Stock").

2. The foregoing amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, this Certificate of Amendment of Amended and Restated Certificate of Incorporation has been duly executed by an authorized officer of the Corporation on December 30, 2024.

ATLASCLEAR HOLDINGS, INC.

/s/ John Schaible

John Schaible
Executive Chairman

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the use in this Registration Statement on Form S - 1 of AtlasClear Holdings, Inc. of our report dated October 15, 2024, relating to our audit of the June 30, 2024 and December 31, 2023 and 2022 financial statements of AtlasClear Holdings, Inc. Our audit report includes an explanatory paragraph relating to AtlasClear Holdings, Inc's ability to continue as a going concern.

We also consent to the reference to our firm under the caption "Experts" in such Registration Statement.

/s/ Haynie & Company

Haynie & Company
Salt Lake City, Utah
December 30, 2024

Calculation of Filing Fee Tables

Form S-1
(Form Type)**AtlasClear Holdings, Inc.**
(Exact Name of Registrant as Specified in its Charter)Table 1: Newly Registered and Carry Forward Securities

Security Type	Security Class Title	Fee Calculation or Carry Forward Rule	Amount Registered ⁽¹⁾	Proposed Maximum Offering Price Per Unit ⁽²⁾	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
							Newly Registered Securities
Fees to Be Paid	Equity	Common Stock, par value \$0.00001 per share	457(c)	326,147,852 ⁽³⁾	\$ 0.1735	\$ 56,586,652.32	\$ 0.00015310
						\$	\$ 8,663.42
		Total Offering Amounts				\$	\$
		Total Fees Previously Paid				\$	\$ —
		Total Fee Offsets				\$	\$ —
		Net Fee Due				\$	\$ 8,663.42

(1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this registration statement shall be deemed to cover any additional securities to be offered or issued from stock splits, stock dividends or similar transactions with respect to the shares being registered.

(2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c) under the Securities Act. The price shown is the average of the high and low selling price of the common stock on December 26, 2024, as reported on the NYSE American LLC.

(3) Consists of an aggregate of up to 326,147,852 shares of Common Stock issued or issuable to the Selling Stockholders named in this prospectus.
