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

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**Post-Effective Amendment No. 1  
to  
Form S-8  
Registration Statement No. 333-270507  
UNDER  
THE SECURITIES ACT OF 1933**

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**ATLAS ENERGY SOLUTIONS INC.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**88 052380**  
(I.R.S. Employer  
Identification No.)

**5918 W. Courtyard Drive, Suite 500**  
**Austin, Texas**  
(Address of Principal Executive Offices)

**78730**  
(Zip Code)

**ATLAS ENERGY SOLUTIONS INC.  
LONG TERM INCENTIVE PLAN**  
(Full title of the plan)

**John Turner**  
**President and Chief Financial Officer**  
**5918 W. Courtyard Drive, Suite 500**  
**Austin, Texas 78730**  
(Name and address of agent for service)

**(512) 220-1200**  
(Telephone number, including area code, of agent for service)

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, anon-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Securities Exchange Act of 1934, as amended (the "Exchange Act").

Large accelerated filer   
Non-accelerated filer

Accelerated filer   
Smaller reporting company   
Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act of 1933, as amended (the "Securities Act").

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## EXPLANATORY NOTE

This Post-Effective Amendment (this “**Amendment**”) is being filed pursuant to Rule 414(d) under the Securities Act of 1933, as amended (the “**Securities Act**”), by Atlas Energy Solutions Inc., a Delaware corporation (the “**Registrant**”). The Registrant was initially named “New Atlas Holdco Inc.” at the time of its formation in 2023. As part of an internal reorganization of the Registrant’s predecessor entity, which was named Atlas Energy Solutions Inc. (the “**Predecessor**”), the Registrant replaced the Predecessor as the new publicly-traded company on the New York Stock Exchange (the “**Reorganization**”) pursuant to that certain master reorganization agreement, dated as of July 31, 2023 (the “**MRA**”), the closing of which occurred on October 2, 2023. In connection with the Reorganization, the Registrant also changed its name from New Atlas Holdco Inc. to Atlas Energy Solutions Inc.

As a result of the Reorganization, each of the issued and outstanding shares of Class A common stock, par value \$0.01 per share (the “Existing Class A Shares”), of the Predecessor was exchanged for one share of the Registrant’s common stock, par value \$0.01 per share (the “Common Stock”) and the holders of Existing Class A Shares at such time became stockholders of the Registrant.

In connection with the closing of the Reorganization, the Registrant assumed from the Predecessor: (i) the Atlas Energy Solutions Inc. Long Term Incentive Plan (the “**Plan**”), (ii) all awards of restricted stock units and performance share units, in each case, whether vested or unvested, that were then outstanding under the Plan, (iii) the grant notices and agreements evidencing such awards, and (iv) the then remaining unallocated share reserve issuable under the Plan. The material terms and conditions of the Plan and each outstanding award that were in effect immediately prior to the Reorganization will continue in full force and effect after the Reorganization, with certain administrative changes to reflect the completion of the Reorganization (such as each award being denominated with reference to shares of the Registrant’s Common Stock instead of Existing Class A Shares).

The Registrant is filing this Amendment solely to update the registration statement on FormS-8 (Registration No. 333-270507) previously filed with the Securities and Exchange Commission (the “**Commission**”) by Predecessor on March 13, 2023 (the “**Original Registration Statement**”), as a result of the Reorganization. In accordance with Rule 414(d) under the Securities Act, except as modified by this Amendment, the Registrant, now as successor to the Predecessor pursuant to Rule 12g-3 of the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”), hereby expressly adopts the Original Registration Statement as its own registration statement for all purposes of the Securities Act and the Exchange Act, as updated by subsequent filings under the Exchange Act. This Amendment constitutes Post-Effective Amendment No. 1 to the Original Registration Statement.

Unless the context otherwise requires or otherwise expressly stated, all references herein to “Registrant,” “we,” “us” and “our” (i) for periods prior to the completion of the Reorganization, refer to the Predecessor and its consolidated subsidiaries and (ii) for periods after the completion of the Reorganization, refer to the Registrant and its consolidated subsidiaries.

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### Item 3. Incorporation of Documents by Reference.

Except to the extent that information is deemed furnished and not filed pursuant to securities laws and regulations, the following documents have been filed by the Registrant with the Commission and are incorporated by reference into this Registration Statement and will be deemed to be a part hereof:

- a) The Registrant’s prospectus filed pursuant to Rule 424(b) under the Securities Act filed with the Commission on [September 12, 2023](#), relating to the Registrant’s Registration Statement on Form S-4 (File No. 333-273585), and declared effective by the Commission on September 11, 2023 (as amended, including all exhibits);
- b) The Registrant’s Current Reports on Form 8-K filed with the Commission on [March 14, 2023](#), [March 17, 2023](#), [May 26, 2023](#), [August 1, 2023](#), [September 13, 2023](#), [September 19, 2023](#) and [October 3, 2023](#) (excluding any information furnished pursuant to Item 2.02 or Item 7.01 of any Current Report on Form 8-K or any exhibit solely related thereto);

- c) The Registrant's Quarterly Reports on Form 10-Q filed with the Commission on [May 10, 2023](#) and [August 1, 2023](#);
- d) The description of the Registrant's Class A Common Stock contained in the Registrant's Registration Statement on Form 8-A (File No. 001-41640), filed with the Commission on [March 8, 2023](#), including any amendment or report filed for the purpose of updating such description; and
- e) All other reports filed pursuant to Section 13(a) or 15(d) of the Exchange Act since December 31, 2022.

Except to the extent that information is deemed furnished and not filed pursuant to securities laws and regulations, all documents filed by the Registrant pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act subsequent to the date hereof and prior to the filing of a post-effective amendment that indicates that all securities offered have been sold or that deregisters all securities then remaining unsold shall also be deemed to be incorporated by reference herein and to be a part hereof from the dates of filing of such documents. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

**Item 4. Description of Securities.**

Not applicable.

**Item 5. Interests of Named Experts and Counsel.**

Not applicable.

**Item 6. Indemnification of Directors and Officers.**

Subsection (a) of Section 145 of the General Corporation Law of the State of Delaware (the "DGCL") empowers a corporation to indemnify any person who was or is a party or who is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that the person is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit or proceeding if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe the person's conduct was unlawful.

Subsection (b) of Section 145 empowers a corporation to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that the person acted in any of the capacities set forth above, against expenses (including attorneys' fees) actually and reasonably incurred by the person in connection with the defense or settlement of such action or suit if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the corporation unless and only to the extent that the Court of Chancery or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Chancery or such other court shall deem proper.

Section 145 further provides that to the extent a director or officer of a corporation has been successful on the merits or otherwise in the defense of any action, suit or proceeding referred to in subsections (a) and (b) of Section 145, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith; that indemnification provided for by Section 145 shall not be deemed exclusive of any other rights to which the indemnified party may be entitled; and the indemnification provided for by Section 145 shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of such person's heirs, executors and administrators. Section 145 also empowers the corporation to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his status as such, whether or not the corporation would have the power to indemnify such person against such liabilities under Section 145.

Section 102(b)(7) of the DGCL provides that a corporation's certificate of incorporation may contain a provision eliminating or limiting the personal liability of a director to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, provided that such provision shall not eliminate or limit the liability of a director (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the DGCL or (iv) for any transaction from which the director derived an improper personal benefit.

The Company's amended and restated certificate of incorporation provides for indemnification of its directors, officers, employees and other agents to the maximum extent permitted by the DGCL, and the Company's amended and restated bylaws provide for indemnification of its directors, officers, employees and other agents to the maximum extent permitted by the DGCL.

In addition, the Company has entered into indemnification agreements with each of its directors and officers. These agreements require the Company to indemnify these individuals to the fullest extent permitted under Delaware law against liabilities that may arise by reason of their service to the Company, and to advance expenses incurred as a result of any proceeding against them as to which they could be indemnified. The Company also intends to enter into indemnification agreements with its future directors and officers.

The Company maintains liability insurance policies that indemnify its directors and officers against various liabilities, including certain liabilities arising under the Securities Act and the Exchange Act, which may be incurred by them in their capacity as such.

The Company entered into an underwriting agreement in connection with its initial public offering, which provides for indemnification of its directors and officers by the underwriters against certain liabilities arising under the Securities Act or otherwise in connection with such offering.

**Item 7. Exemption from Registration Claimed.**

Not applicable.

**Item 8. Exhibits.**

The exhibits to this Registration Statement are listed in the Exhibit Index to this Registration Statement, which precedes such exhibits and is incorporated herein by reference.

**Item 9. Undertakings.**

- (a) The undersigned Registrant hereby undertakes:
  - (1) To file, during any period in which offers or sales are being made, a post-effective amendment to the Registration Statement:
    - (i) to include any prospectus required by Section 10(a)(3) of the Securities Act;

- (ii) to reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Filing Fee" table in the effective registration statement; and
- (iii) to include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

*provided, however*, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in this Registration Statement.

- (2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
  - (3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.
- (b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
- (c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

## EXHIBIT INDEX

<b>Exhibit Number</b>	<b>Description</b>
4.1	<a href="#"><u>Amended and Restated Certificate of Incorporation of Atlas Energy Solutions Inc. (filed as Exhibit 3.1 to the Registrant's Current Report on Form 8-K on October 3, 2023, and incorporated herein by reference).</u></a>
4.2	<a href="#"><u>Amended and Restated Bylaws of Atlas Energy Solutions Inc. (filed as Exhibit 3.2 to the Registrant's Current Report on Form 8-K on October 3, 2023, and incorporated herein by reference).</u></a>
4.3	<a href="#"><u>Amended and Restated Stockholders' Agreement of Atlas Energy Solutions Inc. (filed as Exhibit 10.1 to the Registrant's Current Report on Form 8-K on October 3, 2023, and incorporated herein by reference).</u></a>
4.4	<a href="#"><u>Atlas Energy Solutions Inc. 2023 Long Term Incentive Plan. (filed as Exhibit 10.3 to the Registrant's Current Report on Form 8-K on March 14, 2023, and incorporated herein by reference).</u></a>
5.1*	<a href="#"><u>Opinion of Vinson &amp; Elkins L.L.P. as to the legality of the securities being registered.</u></a>
5.2	<a href="#"><u>Opinion of Vinson &amp; Elkins L.L.P. as to the legality of the securities being registered (filed as Exhibit 5.1 to the Registrant's Original Registration Statement on Form S-8 on March 13, 2023, and incorporated herein by reference).</u></a>
23.1*	<a href="#"><u>Consent of Ernst &amp; Young LLP (independent registered public accounting firm to Atlas Energy Solutions Inc.).</u></a>
23.2*	<a href="#"><u>Consent of Ernst &amp; Young LLP (independent registered public accounting firm to Atlas Sand Company, LLC).</u></a>
23.3*	<a href="#"><u>Consent of John T. Boyd company, independent mining engineers and geologists.</u></a>
23.4*	<a href="#"><u>Consent of Vinson &amp; Elkins L.L.P. (included as part of its opinion filed as Exhibit 5.1).</u></a>
24.1*	<a href="#"><u>Power of Attorney (included as part of the signature pages to this Registration Statement).</u></a>

\* Filed herewith.

**SIGNATURES**

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to the Original Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Austin, State of Texas, on October 3, 2023.

**ATLAS ENERGY SOLUTIONS INC.**

By: /s/ John Turner  
Name: John Turner  
Title: President and Chief Financial Officer

**POWER OF ATTORNEY**

Pursuant to the requirements of the Securities Act, this Post-Effective Amendment No. 1 to the Original Registration Statement has been signed by the following persons in the capacities indicated on October 3, 2023, each person whose signature appears below appoints John Turner and Dathan C. Voelter, and each of them, any of whom may act without the joinder of the other, as his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Post-Effective Amendment No. 1 to the Original Registration Statement, and any additional registration statement (including any amendment thereto) for this offering that is to be effective upon filing pursuant to Rule 462(b) under the Securities Act, and to file the same, with all exhibits thereto, and all other documents in connection therewith, with the Commission, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he or she might or would do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them or their or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

<u>Signature</u>	<u>Title</u>
<u>/s/ Ben M. Brigham</u> Ben M. Brigham	Executive Chairman and Chief Executive Officer (Principal Executive Officer)
<u>/s/ John Turner</u> John Turner	President and Chief Financial Officer (Principal Accounting and Financial Officer)
<u>/s/ Gayle Burleson</u> Gayle Burleson	Director
<u>/s/ Stacy Hock</u> Stacy Hock	Director
<u>/s/ Mark P. Mills</u> Mark P. Mills	Director
<u>/s/ Douglas Rogers</u> Douglas Rogers	Director

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<b>Signature</b>
<hr/> <i>/s/ Gregory Shepard</i> Gregory Shepard
<hr/> <i>/s/ Robb L. Voyles</i> Robb L. Voyles

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<b>Title</b>
Director
Director



# Vinson&Elkins

October 3, 2023

Atlas Energy Solutions, Inc.  
5918 W. Courtyard Drive, Suite 500  
Austin, Texas 78730

Ladies and Gentlemen:

We have acted as counsel for Atlas Energy Solutions, Inc., a Delaware corporation (the “Company”), as successor to Atlas Energy Solutions, Inc. (“Predecessor Atlas”) in connection with the Company’s filing with the Securities and Exchange Commission (the “SEC”) of the Post-Effective Amendment No. 1 to Registration Statement on Form S-8 (File No. 333-270507) (the “Post-Effective Amendment”) under the Securities Act of 1933, as amended (the “Act”), with respect to the Reorganization (as defined below).

As part of an internal reorganization of Predecessor Atlas, the Company replaced the predecessor entity as the new publicly-traded company on the New York Stock Exchange (the “Reorganization”) pursuant to that certain master reorganization agreement, dated as of July 31, 2023 (the “MRA”), the closing of which occurred on October 2, 2023. As a result of the Reorganization, each of the issued and outstanding Class A Common Stock, par value \$0.01 per share, of the Company’s predecessor entity was exchanged for one share of the Company’s Common Stock and the holders of Existing Class A Shares at such time became stockholders of the Company. In connection with the Reorganization, the Company assumed and adopted the Atlas Energy Solutions Inc. Long Term Incentive Plan (the “Plan”) and outstanding awards thereunder and as a result, shares of Company Common Stock (the “Shares”) are issuable pursuant thereto.

In reaching the opinions set forth herein, we have examined and are familiar with originals or copies, certified or otherwise identified to our satisfaction, of such documents and records of the Company and such statutes, regulations and other instruments as we deemed necessary or advisable for purposes of this opinion, including (i) the Post-Effective Amendment, (ii) certain resolutions adopted by the board of directors of the Company, (iii) the Plan, and (iv) such other certificates, instruments, and documents as we have considered necessary for purposes of this opinion. As to any facts material to our opinions, we have made no independent investigation or verification of such facts and have relied, to the extent that we deem such reliance proper, upon certificates of public officials and officers or other representatives of the Company.

We have assumed (i) the legal capacity of all natural persons, (ii) the genuineness of all signatures, (iii) the authority of all persons signing all documents submitted to us on behalf of the parties to such documents, (iv) the authenticity of all documents submitted to us as originals, (v) the conformity to authentic original documents of all documents submitted to us as copies, (vi) that all information contained in all documents reviewed by us is true, correct and complete, and (vii) that the Shares will be issued in accordance with the terms of the Plan.

**Vinson & Elkins LLP Attorneys at Law**

Austin Dallas Dubai Houston London Los Angeles

New York Richmond Riyadh San Francisco Tokyo Washington

845 Texas Avenue, Suite 4700

Houston, Texas 77002

**Tel** +1.713.758.2222 **Fax** +1.713.758.2346 **velaw.com**

Based on the foregoing and subject to the limitations set forth herein, and having due regard for the legal considerations we deem relevant, we are of the opinion that the Shares have been duly authorized and, when the Shares are issued by the Company in accordance with the terms of the Plan and the instruments executed pursuant to the Plan, as applicable, the Shares will be validly issued, fully paid and non-assessable.

This opinion is limited in all respects to the General Corporation Law of the State of Delaware. We express no opinion as to any other law or any matter other than as expressly set forth above, and no opinion as to any other law or matter may be inferred or implied herefrom. The opinions expressed herein are rendered as of the date hereof and we expressly disclaim any obligation to update this letter or advise you of any change in any matter after the date hereof.

This opinion may be filed as an exhibit to the Registration Statement. In giving this consent, we do not thereby admit that we come within the category of persons whose consent is required under Section 7 of the Act.

Very truly yours,

/s/ Vinson & Elkins L.L.P  
Vinson & Elkins L.L.P.

**Consent of Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in the Post-Effective Amendment No. 1 to the Registration Statement (Form S-8) pertaining to the Atlas Energy Solutions Inc. Long Term Incentive Plan of our report dated February 15, 2023, with respect to the balance sheets of Atlas Energy Solutions Inc. included in the Prospectus of Atlas Energy Solutions Inc. (f/k/a New Atlas HoldCo Inc.) filed pursuant to Rule 424(b) under the Securities Act filed with the Securities and Exchange Commission on September 12, 2023, relating to the Registration Statement on Form S-4 (File No. 333-273585) of Atlas Energy Solutions Inc. for the registration of its common stock originally filed with the Securities and Exchange Commission on August 1, 2023 (as amended, including all exhibits).

/s/ Ernst & Young LLP

Austin, Texas  
October 3, 2023

**Consent of Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in the Post-Effective Amendment No. 1 to the Registration Statement(Form S-8) pertaining to the Atlas Energy Solutions Inc. Long Term Incentive Plan of our report dated February 15, 2023, with respect to the consolidated financial statements of Atlas Sand Company, LLC included in the Prospectus of Atlas Energy Solutions Inc. (f/k/a New Atlas HoldCo Inc.) filed pursuant to Rule 424(b) under the Securities Act filed with the Securities and Exchange Commission on September 12, 2023, relating to the Registration Statement on Form S-4 (File No. 333-273585) of Atlas Energy Solutions Inc. for the registration of its common stock originally filed with the Securities and Exchange Commission on August 1, 2023 (as amended, including all exhibits).

/s/ Ernst & Young LLP

Austin, Texas  
October 3, 2023



**John T. Boyd Company**  
Mining and Geological Consultants

**Chairman**  
James W. Boyd

**President and CEO**  
John T. Boyd II

**Managing Director and COO**  
Ronald L. Lewis

**Vice Presidents**  
Robert J. Farmer  
Jisheng (Jason) Han  
John L. Weiss  
Michael F. Wick  
William P. Wolf

**Managing Director - Australia**  
Jacques G. Steenekamp

**Managing Director - China**  
Rongjie (Jeff) Li

**Managing Director - South America**  
Carlos F. Barrera

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www.jtboyd.com

October 3, 2023  
File: 3871.006

Atlas Energy Solutions Inc.  
5918 W. Courtyard Drive, Suite 500  
Austin, TX 78730

Subject: Consent to be Named in Registration Statement

Ladies and Gentlemen:

The undersigned hereby consents to the references to our firm in the form and context in which they appear in this Post-Effective Amendment No. 1 to the Registration Statement of Atlas Energy Solutions Inc. (f/k/a New Atlas HoldCo Inc.) on Form S-8 (File No. 333-270507), including any amendment thereto, any related prospectus and any related prospectus supplement (the "Registration Statement"). We hereby further consent to (i) the use in such Registration Statement of information contained in our reports setting forth the estimates of reserves of AESI Holdings Inc. (f/k/a Atlas Energy Solutions Inc.) as of December 31, 2022 and 2021 and (ii) the reference to us under the heading "Experts" in such Registration Statement.

Respectfully submitted,

JOHN T. BOYD COMPANY

By:   
Ronald L. Lewis  
Managing Director & COO