

OMB APPROVAL	
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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * <u>Atlas Sand Holdings II, LLC</u> <hr/> (Last) (First) (Middle) 5918 W. COURTYARD DRIVE SUITE 500 <hr/> (Street) AUSTIN TX 78730 <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 03/08/2023	3. Issuer Name and Ticker or Trading Symbol <u>Atlas Energy Solutions Inc. [ AESI ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person <input checked="" type="checkbox"/>

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Class A Common Stock	36,892,106	D <sup>(1)</sup>	

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

1. Name and Address of Reporting Person * <u>Atlas Sand Holdings II, LLC</u> <hr/> (Last) (First) (Middle) 5918 W. COURTYARD DRIVE SUITE 500 <hr/> (Street) AUSTIN TX 78730 <hr/> (City) (State) (Zip)
1. Name and Address of Reporting Person * <u>Atlas Sand Management Co II, LLC</u> <hr/> (Last) (First) (Middle) 5918 W. COURTYARD DRIVE SUITE 500 <hr/> (Street) AUSTIN TX 78730 <hr/> (City) (State) (Zip)

**Explanation of Responses:**

1. Atlas Sand Holdings II, LLC ("Holdings II") is the record holder of such shares. Atlas Sand Management Company II, LLC ("ASMC II") is the managing member of Holdings II. Ben M. Brigham is the sole managing member of ASMC II. Accordingly, ASMC II and Mr. Brigham may be deemed to share the right to direct the voting or disposition of the shares held directly by Holdings II and therefore may be deemed to beneficially own such shares. Each of ASMC II and Mr. Brigham disclaim beneficial ownership of the shares held by Holdings II except to the extent of their pecuniary interest therein, if any.

**Remarks:**

This Form 3 is being filed in connection with the effectiveness of the Registration Statement on Form S-1 (Registration No. 333-269488) of Atlas Energy Solutions Inc. See attached for Exhibit 24.1 - Power of Attorney (Atlas Sand Holdings II, LLC) and Exhibit 24.2 - Power of Attorney (Atlas Sand Management Company II, LLC).

/s/ Atlas Sand Holdings II, LLC,  
by Dathan C. Voelter, Attorney-in- 03/08/2023  
Fact

/s/ Atlas Sand Management  
Company II, LLC, by Dathan C. 03/08/2023  
Voelter, Attorney-in-Fact

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**

POWER OF ATTORNEY  
FOR EXECUTING FORM ID, PASSPHRASE UPDATE REQUESTS,  
FORMS 3, FORMS 4 AND FORMS 5,  
FORM 144 AND SCHEDULE 13D AND 13G

The undersigned hereby constitutes and appoints John Turner and Dathan C. Voelter, or any of them acting without the other, with full power of substitution, as the undersigned's true and lawful attorney-in-fact to:

1. Execute for and on behalf of the undersigned (a) a Form ID and/or Passphrase Update Request Form (including amendments thereto), or any other forms prescribed by the United States Securities and Exchange Commission (the "SEC"), and thereafter request, and have access to, filing codes for the SEC's Electronic Data Gathering, Analysis, and Retrieval ("EDGAR") system (b) any Form 3, Form 4 and Form 5 (including amendments thereto) in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), (c) Form 144 and (d) Schedule 13D and Schedule 13G (including amendments thereto) in accordance with Sections 13(d) and 13(g) of the Exchange Act, but only to the extent each Form 3, Form 4, Form 5, Form 144, Schedule 13D or Schedule 13G (including amendments thereto) relates to the undersigned's beneficial ownership of securities of Atlas Energy Solutions Inc. (the "Company") or any of its subsidiaries;
2. Do and perform any and all acts for and on behalf of the undersigned that may be necessary or desirable to complete and execute and file such Form ID, Passphrase Update Request Form with the SEC, any Form 3, Form 4, Form 5, Form 144, Schedule 13D or Schedule 13G (including amendments thereto) and timely file the forms or schedules with the SEC and any stock exchange or quotation system, self-regulatory association or any other authority, and provide a copy as required by law or advisable to such persons as the attorney-in-fact deems appropriate; and
3. Take any other action in connection with the foregoing that, in the opinion of the attorney-in-fact, may be of benefit to, in the best interest of or legally required of the undersigned, it being understood that the documents executed by the attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in the form and shall contain the terms and conditions as the attorney-in-fact may approve in the attorney-in-fact's discretion.

The undersigned hereby grants to the attorney-in-fact full power and authority to do and perform all and every act requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that the attorney-in-fact shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers granted herein. The undersigned acknowledges that the attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming (nor is the Company assuming) any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act.

The undersigned agrees that the attorney-in-fact may rely entirely on information furnished orally or in writing by or at the direction of the undersigned to the attorney-in-fact. The undersigned also agrees to indemnify and hold harmless the Company and the attorney-in-fact against any losses, claims, damages or liabilities (or actions in these respects) that arise out of or are based upon any untrue statements or omissions of necessary facts in the information provided by or at the direction of the undersigned, or upon the lack of timeliness in the delivery of information by or at the direction of the undersigned, to the attorney-in fact for purposes of executing, acknowledging, delivering or filing a Form ID (including amendments thereto), Form 3, Form 4, Form 5, Form 144, Schedule 13D or Schedule 13G (including amendments thereto) and agrees to reimburse the Company and the attorney-in-fact on demand for any legal or other expenses reasonably incurred in connection with investigating or defending against any such loss, claim, damage, liability or action.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file a Form ID (including amendments thereto), Form 3, Form 4, Form 5, Form 144, Schedule 13D and Schedule 13G (including amendments thereto) with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the attorney-in-fact. This Power of Attorney does not revoke any other power of attorney that the undersigned has previously granted.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of the date written below.

SOLE MEMBER:

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By: Atlas Sand Management Company II, LLC

/s/ Ben M. Brigham

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Signature

Ben M. Brigham

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Type or Print Name

Title: Manager

03/01/2023

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Date

POWER OF ATTORNEY  
FOR EXECUTING FORM ID, PASSPHRASE UPDATE REQUESTS,  
FORMS 3, FORMS 4 AND FORMS 5,  
FORM 144 AND SCHEDULE 13D AND 13G

The undersigned hereby constitutes and appoints John Turner and Dathan C. Voelter, or any of them acting without the other, with full power of substitution, as the undersigned's true and lawful attorney-in-fact to:

1. Execute for and on behalf of the undersigned (a) a Form ID and/or Passphrase Update Request Form (including amendments thereto), or any other forms prescribed by the United States Securities and Exchange Commission (the "SEC"), and thereafter request, and have access to, filing codes for the SEC's Electronic Data Gathering, Analysis, and Retrieval ("EDGAR") system (b) any Form 3, Form 4 and Form 5 (including amendments thereto) in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), (c) Form 144 and (d) Schedule 13D and Schedule 13G (including amendments thereto) in accordance with Sections 13(d) and 13(g) of the Exchange Act, but only to the extent each Form 3, Form 4, Form 5, Form 144, Schedule 13D or Schedule 13G (including amendments thereto) relates to the undersigned's beneficial ownership of securities of Atlas Energy Solutions Inc. (the "Company") or any of its subsidiaries;
2. Do and perform any and all acts for and on behalf of the undersigned that may be necessary or desirable to complete and execute and file such Form ID, Passphrase Update Request Form with the SEC, any Form 3, Form 4, Form 5, Form 144, Schedule 13D or Schedule 13G (including amendments thereto) and timely file the forms or schedules with the SEC and any stock exchange or quotation system, self-regulatory association or any other authority, and provide a copy as required by law or advisable to such persons as the attorney-in-fact deems appropriate; and
3. Take any other action in connection with the foregoing that, in the opinion of the attorney-in-fact, may be of benefit to, in the best interest of or legally required of the undersigned, it being understood that the documents executed by the attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in the form and shall contain the terms and conditions as the attorney-in-fact may approve in the attorney-in-fact's discretion.

The undersigned hereby grants to the attorney-in-fact full power and authority to do and perform all and every act requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that the attorney-in-fact shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers granted herein. The undersigned acknowledges that the attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming (nor is the Company assuming) any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act.

The undersigned agrees that the attorney-in-fact may rely entirely on information furnished orally or in writing by or at the direction of the undersigned to the attorney-in-fact. The undersigned also agrees to indemnify and hold harmless the Company and the attorney-in-fact against any losses, claims, damages or liabilities (or actions in these respects) that arise out of or are based upon any untrue statements or omissions of necessary facts in the information provided by or at the direction of the undersigned, or upon the lack of timeliness in the delivery of information by or at the direction of the undersigned, to the attorney-in fact for purposes of executing, acknowledging, delivering or filing a Form ID (including amendments thereto), Form 3, Form 4, Form 5, Form 144, Schedule 13D or Schedule 13G (including amendments thereto) and agrees to reimburse the Company and the attorney-in-fact on demand for any legal or other expenses reasonably incurred in connection with investigating or defending against any such loss, claim, damage, liability or action.

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IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of the date written below.

/s/ Ben M. Brigham

-----  
Signature

Ben M. Brigham

-----  
Type or Print Name

Title: Manager

03/01/2023

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Date