

Alternative Reporting Standard: Disclosure Guidelines for the Pink[®] Market

Federal and state securities laws require issuers to provide *current information* to the public markets. With a view to facilitating compliance with these laws, OTC Markets Group has created these Disclosure Guidelines (“Guidelines”)¹ that set forth the disclosure obligations that make up the “Alternative Reporting Standard” for Pink companies. Companies on the Pink Market that do not make disclosure directly to the SEC (via EDGAR), a banking regulator, or a non-U.S. regulatory authority may provide disclosure under our “Alternative Reporting Standard.” We use information provided by companies under these Guidelines to designate the appropriate tier in the Pink Market: Current Information or Limited Information.²

Pink Current Information Tier

To qualify for the Current Information Tier:

1. **Subscribe to the OTC Disclosure & News Service:** To submit an application, visit [Gateway](#) to sign in or create a new account. Allow OTC Markets Group 2-4 weeks to process your application and provide authorized user credentials to OTCIQ.
2. **Publish Initial Disclosure:** Upload the following documents through OTCIQ:
 - Annual Report for the most recently completed fiscal year.
 - All Quarterly Reports for the Current Fiscal Year.

Annual or Quarterly Reports are composed of:

- **Disclosure Statements:** Disclosure information pursuant to these Guidelines for the applicable period. Available as a fillable form beginning on page 4 of these Guidelines.
- **Financial Statements:** Qualifying Financial Statements in accordance with the Financial Statement Requirements specified in Item 9 of these Guidelines.

Qualifying Financial Statements include:

- Audit Letter, if audited
- Balance Sheet
- Statement of Income
- Statement of Cash Flows
- Statement of Retained Earnings (Statement of Changes in Stockholders’ Equity)
- Notes to Financial Statements

¹ These Guidelines have been designed to encompass the “current information” requirements under state and federal securities laws, such as Rules 10b-5 and 15c2-11 of the Securities Exchange Act of 1934 (“Exchange Act”) as well as Rule 144 of the Securities Act of 1933 (“Securities Act”), and state Blue Sky laws. However, these Guidelines have not been reviewed by the U.S. Securities and Exchange Commission or any state securities regulator. These Guidelines do not constitute legal advice, and OTC Markets Group makes no assurance that compliance with our disclosure requirements will satisfy any legal requirements. These Guidelines may be amended from time to time, in the sole and absolute discretion of OTC Markets Group, with or without notice.

² OTC Markets Group may require companies with securities designated as “Caveat Emptor” or other compliance flags to make additional disclosures to qualify for the Pink Current Information tier.

3. **Publish Attorney Letter:** If financial statements are not audited by a PCAOB registered firm, companies must retain U.S. counsel to review their disclosure and provide a letter to OTC Markets Group with respect to adequate current information by providing the following:
 - ***Attorney Letter Agreement:*** The attorney for the company must submit a signed Attorney Letter Agreement according to the [Attorney Letter Agreement Instructions](#).
 - ***Attorney Letter:*** After the attorney reviews the company’s disclosure, publish the “Attorney Letter With Respect to Current Information” through OTCIQ. Attorney Letters must be in accordance with the [Attorney Letter Guidelines](#).
4. **Verify Profile:** Verify the Company Profile through OTCIQ. This includes the complete list of current officers, directors, and service providers; outstanding shares; a business description; contact information; and the names of all company insiders and beneficial owners of 10% or more of the outstanding units or shares of any class of any equity security of the issuer.
5. **OTC Markets Group Processing of Reports:** Allow OTC Markets Group to process the posted documents (typically three to five business days) and provide any comments. Companies will only be evaluated for Current Information once all required documentation has been submitted. A new Attorney Letter is required upon amendment of any referenced report.
6. **Ongoing Requirements:** To qualify for Current Information on an ongoing basis, companies must:
 - Publish reports through OTCIQ on the following schedule:
 - Quarterly Report within **45 days** of the quarter end
 - Annual Report within **90 days** of the fiscal year end
 - Attorney Letter within **120 days** of the fiscal year end if financial statements are unaudited.
 - Maintain a Verified Profile. At least once every six months, review and verify the Company Profile through OTCIQ.
 - Maintain Transfer Agent Verified share data. If your transfer agent participates in the [Transfer Agent Verified Shares Program](#), then your securities must have current share data verified by the transfer agent.
 - Maintain an Active standing in the Company’s State of Incorporation.

Pink Limited Information Tier

Companies that do not meet the requirements of the Pink Current Information tier set forth above may still qualify for the Pink Limited Information Tier by meeting the following minimum disclosure requirements.

1. **Annual Financial Statements:** Publish one set of Qualifying Annual Financial Statements which cover the past 2 completed fiscal years, provided the most recently completed fiscal year is within the past 16 months.
2. **Verified Profile:** The Company must verify the Company Profile through OTCIQ, including, but not limited to, a complete list of officers, directors, and service providers; outstanding shares; a business description; contact information; and the name of all company insiders. “Company Insiders” shall include the beneficial owner of 10% or more of the outstanding units or shares of any class of any equity security of the issuer.
3. **Ongoing Requirements:** To qualify for Limited Information on an ongoing basis, companies must:
 - Publish reports on the following schedule:
 - Annual Financial Statements as outlined in Item 9 within 120 days of the fiscal year end. Should a change in FYE occur, no more than 16 months may elapse from the fiscal year end of the prior Annual Financial Statement.

- Review and Verify the Company's profile information through OTCIQ at least once every 12 months.
- Maintain Transfer Agent Verified share data. If your transfer agent participates in the [Transfer Agent Verified Shares Program](#), then your securities must have current share data verified by the transfer agent.

Current Reporting of Material Corporate Events

In addition to the disclosure requirements above, all companies on the Pink market are expected to promptly release to the public any news or information regarding corporate events that may be material to the issuer and its securities (including adverse information). Persons with knowledge of such events are considered to be in possession of material nonpublic information and may not buy or sell the issuer's securities until or unless such information is made public. If not included in the issuer's previous public disclosure documents, or if the material events occurs after the publication of such disclosure documents, the issuer shall publicly disclose such events by disseminating a news release **within four (4) business days** following their occurrence and posting such news release through an Integrated Newswire or the OTC Disclosure & News Service.³

Material corporate events may include:

- Changes to the company's shell status. Please refer to our [FAQ on Shell Companies](#)
- Changes in control of issuer
- Departure of directors or principal officers; election of directors; appointment of principal officers
- Entry into or termination of a material definitive agreement or material agreement not made in the ordinary course of business
- Completion of an acquisition or disposition of assets, including but not limited to merger transactions
- Creation of a direct financial obligation or an obligation under an off-balance sheet arrangement of an issuer
- Triggering events that accelerate or increase a direct or contingent financial obligation including any default or acceleration of an obligation or an obligation under an off-balance sheet arrangement
- Costs associated with exit or disposal activities including material write-offs and restructuring; Material impairments
- Unregistered sales of equity securities
- Material modification to rights of security holders
- Changes in issuer's certifying accountant
- Non-reliance on previously issued financial statements or a related audit report or completed interim review
- Change in a company's fiscal year; Amendments to articles of incorporation or bylaws that were not previously disclosed in a proxy statement or other such disclosure statement.
- Amendments to the issuer's code of ethics, or waiver of a provision of the code of ethics
- Any changes to litigation the issuer may be involved in, or any new litigation surrounding the issuer
- Officer, director, or insider transactions in the issuer's securities
- Disclosure of investor relations, marketing, brand awareness, and stock promotion activities which might reasonably be expected to materially affect the market for its securities or otherwise deemed material by the issuer
- A company's bankruptcy or receivership
- Termination or reduction of a business relationship with a customer that constitutes a specified amount of the company's revenues
- Any material limitation, restriction, or prohibition, including the beginning and end of lock-out periods, regarding the company's employee benefits, retirement and stock ownership plan
- Earnings releases
- Other materially different information regarding key financial or operation trends from that set forth in periodic reports
- Other events the issuer determines to be material

³ "Integrated Newswire" shall mean a newswire service that is integrated with the OTC Disclosure & News Service and is included on OTC Markets Group's list of Integrated Newswires, as published on <https://www.otcmarkets.com/corporate-services/ir-tools-services>

- **POTASH AMERICA INC.**
- 2234 N. Federal Hwy, Suite 2008, Boca Raton FL 33431
 - Tel: 561-427-9670
- Website: www.potashamerica.net
- mmarkin@potashamerica.net
 - SIC: 0001413860

Quarterly Report

For the period ending June 30th, 2024(the “Reporting Period”)

Outstanding Shares

The number of shares outstanding of our Common Stock was:

435,625,000 as of June 30th, 2024 *(Current Reporting Period Date or More Recent Date)*

435,625,000 as of March 31st, 2024 *(Most Recent Completed Fiscal Year End)*

Shell Status

Indicate by check mark whether the company is a shell company (as defined in Rule 405 of the Securities Act of 1933, Rule 12b-2 of the Exchange Act of 1934 and Rule 15c2-11 of the Exchange Act of 1934):

Yes: No:

Indicate by check mark whether the company’s shell status has changed since the previous reporting period:

Yes: No:

Change in Control

Indicate by check mark whether a Change in Control⁴ of the company has occurred during this reporting period:

Yes: No:

⁴ “Change in Control” shall mean any events resulting in:

- (i) Any “person” (as such term is used in Sections 13(d) and 14(d) of the Exchange Act) becoming the “beneficial owner” (as defined in Rule 13d-3 of the Exchange Act), directly or indirectly, of securities of the Company representing fifty percent (50%) or more of the total voting power represented by the Company’s then outstanding voting securities;
- (ii) The consummation of the sale or disposition by the Company of all or substantially all of the Company’s assets;
- (iii) A change in the composition of the Board occurring within a two (2)-year period, as a result of which fewer than a majority of the directors are directors immediately prior to such change; or
- (iv) The consummation of a merger or consolidation of the Company with any other corporation, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or its parent) at least fifty percent (50%) of the total voting power represented by the voting securities of the Company or such surviving entity or its parent outstanding immediately after such merger or consolidation.

1) Name and address(es) of the issuer and its predecessors (if any)

In answering this item, provide the current name of the issuer and names used by predecessor entities, along with the dates of the name changes.

N/A

Current State and Date of Incorporation or Registration: July 31st, 2007

Standing in this jurisdiction: (e.g. active, default, inactive): Active

Prior Incorporation Information for the issuer and any predecessors during the past five years:

N/A

Describe any trading suspension or halt orders issued by the SEC or FINRA concerning the issuer or its predecessors since inception:

N/A

List any stock split, dividend, recapitalization, merger, acquisition, spin-off, or reorganization either currently anticipated or that occurred within the past 12 months:

N/A

Address of the issuer's principal executive office:

2234 N. Federal Hwy, Suite 2008, Boca Raton, FL 33431

Address of the issuer's principal place of business:

X Check if principal executive office and principal place of business are the same address:

X

Has the issuer or any of its predecessors been in bankruptcy, receivership, or any similar proceeding in the past five years?

No: Yes: If Yes, provide additional details below:

2) Security Information

Transfer Agent

Name: Pacific Stock Transfer Company

Phone: 800-985-7782

Email: luke@pacificstocktransfer.com

Address: 6725 Via Austi Pkwy #300, Las Vegas NV 89119

Publicly Quoted or Traded Securities:

The goal of this section is to provide a clear understanding of the share information for its publicly quoted or traded equity securities. Use the fields below to provide the information, as applicable, for all outstanding classes of securities that are publicly traded/quoted.

Trading symbol: PTAM
Exact title and class of securities outstanding: Common
CUSIP: 737549105
Par or stated value: 0.0001
Total shares authorized: 2,000,000,000 as of date: June 30th, 2024
Total shares outstanding: 435,625,000. as of date: June 30th, 2024
Total number of shareholders of record: 31 as of date: June 30th, 2024

Please provide the above-referenced information for all other publicly quoted or traded securities of the issuer.

Other classes of authorized or outstanding equity securities that do not have a trading symbol:

The goal of this section is to provide a clear understanding of the share information for its other classes of authorized or outstanding equity securities (e.g., preferred shares that do not have a trading symbol). Use the fields below to provide the information, as applicable, for all other authorized or outstanding equity securities.

Exact title and class of the security: _____
Par or stated value: _____
Total shares authorized: _____ as of date: _____
Total shares outstanding: _____ as of date: _____
Total number of shareholders of record: _____ as of date: _____

Please provide the above-referenced information for all other classes of authorized or outstanding equity securities.

Security Description:

The goal of this section is to provide a clear understanding of the material rights and privileges of the securities issued by the company. Please provide the below information for each class of the company's equity securities, as applicable:

1. For common equity, describe any dividend, voting and preemption rights.

_____ N/A _____

2. For preferred stock, describe the dividend, voting, conversion, and liquidation rights as well as redemption or sinking fund provisions.

_____ N/A _____

3. Describe any other material rights of common or preferred stockholders.

N/A

4. Describe any material modifications to rights of holders of the company's securities that have occurred over the reporting period covered by this report.

N/A

3) Issuance History

The goal of this section is to provide disclosure with respect to each event that resulted in any changes to the total shares outstanding of any class of the issuer's securities **in the past two completed fiscal years and any subsequent interim period.**

Disclosure under this item shall include, in chronological order, all offerings and issuances of securities, including debt convertible into equity securities, whether private or public, and all shares, or any other securities or options to acquire such securities, issued for services. Using the tabular format below, please describe these events.

A. Changes to the Number of Outstanding Shares for the two most recently completed fiscal years and any subsequent period.

Indicate by check mark whether there were any changes to the number of outstanding shares within the past two completed fiscal years:

No: Yes: (If yes, you must complete the table below)

Shares Outstanding <u>Opening Balance:</u> Date <u>March 31, 2024</u> Common: <u>435,625,000</u> Preferred: <u>N/A</u>			*Right-click the rows below and select "Insert" to add rows as needed.						
Date of Transaction	Transaction type (e.g., new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to. ***You must disclose the control person(s) for any entities listed.	Reason for share issuance (e.g. for cash or debt conversion) - OR- Nature of Services Provided	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
<u>02/09/2022</u>	<u>Issuance</u>	<u>5,000,000</u>	<u>Common</u>	<u>\$0.005</u>	<u>Yes</u>	<u>Trillium Partners LP/Stephen Hicks</u>	<u>Direct Purchase of Stock</u>	<u>Unrestricted</u>	<u>Regulation A</u>
<u>03/15/2022</u>	<u>Issuance</u>	<u>10,000,000</u>	<u>Common</u>	<u>\$0.005</u>	<u>Yes</u>	<u>Trillium Partners LP/Stephen Hicks</u>	<u>Direct Purchase of Stock</u>	<u>Unrestricted</u>	<u>Regulation A</u>
<u>04/12/2022</u>	<u>Issuance</u>	<u>36,000,000</u>	<u>Common</u>	<u>\$0.005</u>	<u>Yes</u>	<u>Trillium Partners LP/Stephen Hicks</u>	<u>Direct Purchase of Stock</u>	<u>Unrestricted</u>	<u>Regulation A</u>
<u>04/13/2022</u>	<u>Issuance</u>	<u>36,000,000</u>	<u>Common</u>	<u>\$0.005</u>	<u>Yes</u>	<u>King Wharf Opportunities</u>	<u>Direct Purchase of Stock</u>	<u>Unrestricted</u>	<u>Regulation A</u>

						<u>Fund. LP/Bill Horton</u>			
Shares Outstanding on Date of This Report:									
<u>Ending Balance:</u>									
Date <u>06/30/2024</u>	Common: <u>435,625,000</u>								
Preferred: <u>N/A</u>									

Example: A company with a fiscal year end of December 31st 2023, in addressing this item for its Annual Report, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2022 through December 31, 2023 pursuant to the tabular format above.

*****Control persons for any entities in the table above must be disclosed in the table or in a footnote here.**

Use the space below to provide any additional details, including footnotes to the table above:

B. Promissory and Convertible Notes

Indicate by check mark whether there are any outstanding promissory, convertible notes, convertible debentures, or any other debt instruments that may be converted into a class of the issuer's equity securities:

No: Yes: (If yes, you must complete the table below)

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder. *** You must disclose the control person(s) for any entities listed.	Reason for Issuance (e.g. Loan, Services, etc.)
<u>March 31st 2011</u>	<u>\$231,728</u>	<u>\$1,000.00</u> <u>0</u>	<u>\$356,450</u>	<u>On Demand</u>	<u>Conversion into common stock at \$0.001</u>	<u>Matthew Markin</u>	<u>Line of Credit</u>
<u>March 22, 2013</u>	<u>\$57,140</u>	<u>N/A</u>	<u>N/A</u>	<u>On Demand</u>	<u>N/A</u>	<u>Barry Wattenberg</u>	<u>Notes Payable</u>
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____

*****Control persons for any entities in the table above must be disclosed in the table or in a footnote here.**

Use the space below to provide any additional details, including footnotes to the table above:

4) Issuer's Business, Products and Services

The purpose of this section is to provide a clear description of the issuer's current operations. Ensure that these descriptions are updated on the Company's Profile on www.OTCMarkets.com.

A. Summarize the issuer's business operations (If the issuer does not have current operations, state "no operations")

Potash America primary focus on industries such as renewable energy, commercial agriculture, green energy technology, health & wellness, cannabis/hemp development and environmental responsible mining & exploration

B. List any subsidiaries, parent company, or affiliated companies.

N/A

C. Describe the issuers' principal products or services.

At Potash America we offer an unparalleled consultant partnership through our diverse portfolio of clients by identifying people and businesses in key sectors in need of guidance. Through stimulation, reorganization, or introduction of new products and services, we help entrepreneurs reach their fullest potential. When a product or service has an appealing concept, we are willing to take risks and support people and businesses that fit our goals and philosophy, advancing ideas that are new, unique, creative, and experimental.

We believe that socioeconomic and environmental improvements can be made in all sectors of the world. That's why our consulting vision isn't only to explore sectors such as renewable energy or health and wellness, but to continually help the businesses become greener while improving profits. By partnering with these companies, we can help our partners reach their financial goals while also doing good for their communities and the planet

5) Issuer's Facilities

The goal of this section is to provide investors with a clear understanding of all assets, properties or facilities owned, used or leased by the issuer and the extent in which the facilities are utilized.

In responding to this item, please clearly describe the assets, properties or facilities of the issuer. Describe the location of office space, data centers, principal plants, and other property of the issuer and describe the condition of the properties. Specify if the assets, properties, or facilities are owned or leased and the terms of their leases. If the issuer does not have complete ownership or control of the property, describe the limitations on the ownership.

N/A

6) All Officers, Directors, and Control Persons of the Company

Using the table below, please provide information, as of the period end date of this report, regarding all officers and directors of the company, or any person that performs a similar function, regardless of the number of shares they own.

In addition, list all individuals or entities controlling 5% or more of any class of the issuer's securities. If any insiders listed are corporate shareholders or entities, provide the name and address of the person(s) beneficially owning or controlling such corporate shareholders, or the name and contact information (City, State) of an individual representing the corporation or entity. Include Company Insiders who own any outstanding units or shares of any class of any equity security of the issuer.

The goal of this section is to provide investors with a clear understanding of the identity of all the persons or entities that are involved in managing, controlling or advising the operations, business development and disclosure of the issuer, as well as the identity of any significant or beneficial owners.

Names of All Officers, Directors, and Control Persons	Affiliation with Company (e.g. Officer Title /Director/Owner of 5% or more)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Names of control person(s) if a corporate entity
Matthew Markin	Officer/Director	<u>Jupiter, L</u>	<u>280,000,000</u>	<u>Common</u>	<u>64.27</u>	_____
_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____

Confirm that the information in this table matches your public company profile on www.OTCMarkets.com. If any updates are needed to your public company profile, log in to www.OTCIQ.com to update your company profile.

7) Legal/Disciplinary History

A. Identify and provide a brief explanation as to whether any of the persons or entities listed above in Section 6 have, in the past 10 years:

1. Been the subject of an indictment or conviction in a criminal proceeding or plea agreement or named as a defendant in a pending criminal proceeding (excluding minor traffic violations);

N/A

2. Been the subject of the entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, financial- or investment-related, insurance or banking activities;

N/A

3. Been the subject of a finding, disciplinary order or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, a state securities regulator of a violation of federal or state securities or commodities law, or a foreign regulatory body or court, which finding or judgment has not been reversed, suspended, or vacated;

N/A

4. Named as a defendant or a respondent in a regulatory complaint or proceeding that could result in a "yes" answer to part 3 above; or

N/A

5. Been the subject of an order by a self-regulatory organization that permanently or temporarily barred, suspended, or otherwise limited such person's involvement in any type of business or securities activities.

N/A

6. Been the subject of a U.S Postal Service false representation order, or a temporary restraining order, or preliminary injunction with respect to conduct alleged to have violated the false representation statute that applies to U.S mail.

N/A

- B. Describe briefly any material pending legal proceedings, other than ordinary routine litigation incidental to the business, to which the issuer or any of its subsidiaries is a party to or of which any of their property is the subject. Include the name of the court or agency in which the proceedings are pending, the date instituted, the principal parties thereto, a description of the factual basis alleged to underlie the proceeding and the relief sought. Include similar information as to any such proceedings known to be contemplated by governmental authorities.

N/A

8) Third Party Service Providers

Provide the name, address, telephone number and email address of each of the following outside providers. You may add additional space as needed.

Confirm that the information in this table matches your public company profile on www.OTCMarkets.com. If any updates are needed to your public company profile, update your company profile.

Securities Counsel (must include Counsel preparing Attorney Letters).

Name: Morgan E. Petitti, Esq.
Address 1: 118 W. Streetsboro Road Suite 317
Address 2: Hudson, OH 44236
Phone: 330.697.8548
Email: PetittiLaw@gmail.com

Accountant or Auditor

Name: Grace Cohen
Firm: Saving Grace Bookkeeping
Address 1: 10811 Washington Blvd, Suite 360
Address 2: Culver City, CA 90232
Phone: 310-838-2199
Email: grace@savingsgracebooks.com

Investor Relations

Name: _____
Firm: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

All other means of Investor Communication:

X (Twitter): _____

Discord: _____
LinkedIn _____
Facebook: _____
[Other] _____

Other Service Providers

Provide the name of any other service provider(s) that **that assisted, advised, prepared, or provided information with respect to this disclosure statement**. This includes counsel, broker-dealer(s), advisor(s), consultant(s) or any entity/individual that provided assistance or services to the issuer during the reporting period.

Name: _____
Firm: _____
Nature of Services: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

9) Disclosure & Financial Information

A. This Disclosure Statement was prepared by (name of individual):

Name: Matthew Markin
Title: President
Relationship to Issuer: Director

B. The following financial statements were prepared in accordance with:

IFRS
 U.S. GAAP

C. The following financial statements were prepared by (name of individual):

Name: Grace Cohen
Title: Accountant
Relationship to Issuer: Accounting Director of Potash America Inc.

Describe the qualifications of the person or persons who prepared the financial statements:⁵ Accountant

Provide the following qualifying financial statements:

- Audit letter, if audited;
- Balance Sheet;
- Statement of Income;
- Statement of Cash Flows;

⁵ The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS and by persons with sufficient financial skills.

- Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)
- Financial Notes

Financial Statement Requirements:

- Financial statements must be published together with this disclosure statement as one document.
- Financial statements must be “machine readable”. Do not publish images/scans of financial statements.
- Financial statements must be presented with comparative financials against the prior FYE or period, as applicable.
- Financial statements must be prepared in accordance with U.S. GAAP or International Financial Reporting Standards (IFRS) but are not required to be audited.

10) Issuer Certification

Principal Executive Officer:

The issuer shall include certifications by the chief executive officer and chief financial officer of the issuer (or any other persons with different titles but having the same responsibilities) in each Quarterly Report or Annual Report.

The certifications shall follow the format below:

I, Matthew Markin certify that:

1. I have reviewed this Disclosure Statement for Potash America Inc;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

August 9, 2024

/s/Matthew Markin

Principal Financial Officer:

I, Matthew Markin certify that:

1. I have reviewed this Disclosure Statement for Potash America Inc;

2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

August 9, 2024

/s/Matthew Markin

POTASH AMERICA, INC.
FINANCIAL STATEMENTS
(UNAUDITED)
JUNE 30, 2024, AND JUNE 30, 2023

POTASH AMERICA, INC.
UNAUDITED FINANCIAL STATEMENTS
FOR THE THREE MONTHS ENDED JUNE 30, 2024, AND 2023

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Potash America, Inc.
(An Exploration Stage Company)
Balance Sheets
(Unaudited)

As at,	June 30, 2024	March 31, 2024
	\$	\$
ASSETS		
Current assets		
Cash and cash equivalents	10,396	15,383
Loan on investment	41,192	41,192
Total current assets	51,588	56,575
Property and equipment		
Mining interests	-	-
Total property and equipment	-	-
Other assets		
Prepaid Expenses	3,150	-
Total property and equipment	3,150	-
Total assets	54,738	56,575
LIABILITIES		
Current liabilities		
Accounts payable and accrued expenses	1,765	5,765
Deferred compensation	1,739,500	1,666,000
Interest payable	377,696	374,810
Note payable	57,140	57,140
Line of credit	231,728	227,871
Total current liabilities	2,407,829	2,331,586
Total liabilities	2,407,829	2,331,586
Commitments and contingencies		
	-	-
SHAREHOLDERS' EQUITY		
Common shares, \$0.0001 par value, 2,000,000,000 common shares authorized; 435,625,000 and 435,625,000 common shares issued and outstanding, respectively	43,563	43,563
Additional paid-in-capital	2,285,138	2,285,138
Deferred stock compensation	-	-
Deficit accumulated during the exploration stage	(4,681,792)	(4,603,712)
Total shareholders' equity	(2,353,091)	(2,275,011)
Total liabilities and shareholders' equity	54,738	56,575

The accompanying notes are an integral part of these financial statements

Potash America, Inc.
(An Exploration Stage Company)
Statements of Operations
(Unaudited)

	Three Months Ended June 30,	
	2024	2023
	\$	\$
Revenue	-	-
Operating expenses		
Professional fees	656	1,824
Transfer agent and filing fees	987	4,017
General and administrative	73,551	73,551
Total operating expenses	75,194	79,392
Loss from operations	(75,194)	(79,392)
Other income or gain (expense or loss)		
Interest expense	(2,886)	(4,976)
Total other income or gain (expense or loss)	(2,886)	(4,976)
Loss before income tax	(78,080)	(84,368)
Provision for income taxes	-	-
Net loss and comprehensive loss	(78,080)	(84,368)
Loss per common share – basic and fully diluted	(0.00)	(0.00)
Weighted average common shares – basic and fully diluted	435,625,000	435,625,000

The accompanying notes are an integral part of these financial statements

Potash America, Inc.
Statements of Stockholders' (Deficit)
Unaudited

	Common Stock			Deficit Accumulated During Exploration Stage	Total Stockholders' Equity
	Shares	Amount	Additional Paid in Capital		
Balance, March 31, 2023	435,625,000	43,563	2,285,138	(4,270,954)	(1,942,243)
Net loss for the period ending June 30,2023	-	-	-	(84,368)	(84,368)
Balance, June 30, 2023	435,625,000	43,563	2,285,138	(4,355,322)	(2,026,611)
Balance, March 31, 2024	435,625,000	43,563	2,285,138	(4,603,712)	(2,275,011)
Net loss for the period ending June 30, 2024	-	-	-	(78,080)	(78,080)
Balance, June 30, 2024	871,250,000	43,563	2,285,138	(4,681,792)	(2,353,091)

⁽¹⁾ The Company consolidated its outstanding shares on the basis of 1 new for every 15 old shares and any fractional shares were rounded up, resulting is extra shares being issued

The accompanying notes are an integral part of these financial statements

Potash America, Inc.
(An Exploration Stage Company)
Statements of Cash Flows
(Unaudited)

For the Three Months Ended June 30,	2024	2023
	\$	\$
Cash flows from operating activities		
Net loss and comprehensive loss	(78,080)	(84,368)
Adjustments to reconcile net loss to net cash used in operating activities:		
Changes in operating assets and liabilities:		
(Increase) decrease in other assets	(3,150)	-
Increase (decrease) in accounts payable and accrued expenses	(4,000)	(1,850)
Increase in interest payable	2,886	4,976
Increase in deferred compensation	73,500	73,500
Net cash used in operating activities	(8,844)	(7,742)
Cash flows from investing activities		
Loan of Investment	-	-
Net cash used in investing activities	-	-
Cash flows from financing activities		
Proceeds from note payable - related parties	-	-
Proceeds from (payments on) lines of credit	3,857	357
Proceeds from line of credit - convertible	-	-
Proceeds from sale of stock	-	-
Purchase of treasury stock	-	-
Net cash from financing activities	3,857	357
Increase (decrease) in cash and cash equivalents	(4,987)	(7,385)
Cash and cash equivalents, beginning of period	15,383	210,525
Cash and cash equivalents, end of period	10,396	203,140

The accompanying notes are an integral part of these financial statements

Potash America, Inc.
Statements of Cash Flows
(Unaudited)

For the Months Ended June 30, **2024** 2023

Supplemental Disclosures:

Cash paid for:

Interest	\$	-	\$	-
Income tax		-		-

Non-cash financing activities:

Forgiveness of debt from former shareholder converted to capital	-	-
Stock options recorded as deferred stock compensation	-	-
Issuance of common stock to acquire mineral properties	-	-
Intrinsic value of beneficial conversion feature of convertible line of credit	-	-

The accompanying notes are an integral part of these financial statements

POTASH AMERICA, INC.
NOTES TO THE FINANCIAL STATEMENTS
THREE MONTHS ENDED JUNE 30, 2024
UNAUDITED

NOTE 1 – NATURE OF OPERATIONS

Potash America, Inc. (“the Company” or “PTAM”), was incorporated in the state of Nevada on July 31, 2007. We were incorporated in the state of Nevada on July 31, 2007, as Adtomize Inc. On June 29, 2010, we underwent a change of control. On September 8, 2010, we effected a split of our authorized capital and our issued and outstanding common shares on an 80 for 1 share basis. On March 3, 2011, we changed our name to Potash America, Inc. We maintain an office at 501 East Las Olas Blvd, Suite 247, Fort Lauderdale, Florida 33301 and our telephone number is (954) 751-3732.

Commencing with its organization, the Company focused on the acquisition and development of exploration stage mineral properties, with emphasis on fertilizer and agri-business assets, including potash, montmorillonite, bentonite and gypsum. The Company sought to acquire known deposits whose economic value had changed with market pricing levels, and to develop these assets into agri-products. Changes in the agri-business market, together with the Company’s lack of sufficient to acquire mineral properties at attractive prices, caused the Company to withdraw from active involvement in the mineral properties business in 2013.

Our Business Focus

At Potash America we offer an unparalleled consultant partnership through our diverse portfolio of clients by identifying people and businesses in key sectors in need of guidance. Through stimulation, reorganization, or introduction of new products and services, we help entrepreneurs reach their fullest potential. When a product or service has an appealing concept, we are willing to take risks and support people and businesses that fit our goals and philosophy, advancing ideas that are new, unique, creative, and experimental.

We believe that socioeconomic and environmental improvements can be made in all sectors of the world. That’s why our consulting vision isn’t only to explore sectors such as renewable energy or health and wellness, but to continually help the businesses become greener while improving profits. By partnering with these companies, we can help our partners reach their financial goals while also doing good for their communities and the planet.

NOTE 2 – SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The financial statements of the Company have been prepared in accordance with generally accepted accounting principles in the United States of America and are presented in US dollars.

Accounting Basis

The Company uses the accrual basis of accounting and accounting principles generally accepted in the United States of America (“GAAP” accounting). The Company has adopted a March 31 fiscal year end.

Financial Instrument

The Company’s financial instrument consists of cash, prepaid expenses, deposits, accounts payable and accrued expenses, deferred compensation, accrued interest, convertible line of credit, note payable, and a line of credit due to a related party.

POTASH AMERICA, INC.
NOTES TO THE FINANCIAL STATEMENTS
THREE MONTHS ENDED JUNE 30, 2024
UNAUDITED

It is the management's opinion that the Company is not exposed to significant interest, currency or credit risks arising from its other financial instruments and that their fair values approximate their carrying values except where separately disclosed.

Income Taxes

Income taxes are computed using the asset and liability method. Under the asset and liability method, deferred income tax assets and liabilities are determined based on the differences between the financial reporting and tax bases of assets and liabilities and are measured using the currently enacted tax rates and laws. A valuation allowance is provided for the amount of deferred tax assets that, based on available evidence, are not expected to be realized.

Cash and Cash Equivalents

PTAM considers all highly liquid investments with maturities of three months or less to be cash equivalents. At June 30, 2024, the Company had \$10,396 cash, whereas, on June 30, 2023, the Company had \$203,140 cash.

Revenue Recognition

The Company recognizes revenue when products are fully delivered, or services have been provided and collection is reasonably assured. At June 30, 2024, the Company recognized revenue of \$0 compared to \$0 on June 30, 2023.

Advertising

The Company expenses advertising costs as incurred. As of June 30, 2024, and 2023 respectively, the Company expensed \$0 in marketing and website development and maintenance of its site.

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles of the United States 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 year. The more significant areas requiring the use of estimates include asset impairment, stock-based compensation, and future income tax amounts. Management bases its estimates on historical experience and on other assumptions considered to be reasonable under the circumstances. However, actual results may differ from the estimates.

Basic Income (Loss) Per Share

Basic income (loss) per share is calculated by dividing the Company's net loss applicable to common shareholders by the weighted average number of common shares during the period. Diluted earnings per share is calculated by dividing the Company's net income available to common shareholders by the diluted weighted average number of shares outstanding during the year. The diluted weighted average number of shares outstanding is the basic weighted number of shares adjusted for any potentially dilutive debt or equity.

Stock-Based Compensation

Stock-based compensation is accounted for at fair value in accordance with ASC Topic 718. As of June 30, 2024, there were no stock options outstanding.

POTASH AMERICA, INC.
NOTES TO THE FINANCIAL STATEMENTS
THREE MONTHS ENDED JUNE 30, 2024
UNAUDITED

Recent Accounting Pronouncements

PTAM does not expect the adoption of recently issued accounting pronouncements to have a significant impact on the Company's results of operations, financial position, or cash flow.

NOTE 3 – LOAN INVESTMENT

On June 1, 2022, the Company entered into a loan on investment in conjunction with a potential acquisition of an asset. Currently, the loan is a non-interest bearing. The total amount invested as of June 30, 2024, is \$41,192.

NOTE 4 – NOTES PAYABLE

A former shareholder and director of the Company advanced funds at various times since inception in order to support operations. The loans are unsecured, non-interest bearing and due on demand. The amount due to the former shareholder and director was \$57,140 as of June 30, 2024, and 2023.

NOTE 5 – LINE OF CREDIT – RELATED PARTY

The Company opened a line of credit during the year ended March 31, 2011 in the amount of \$200,000. The line of credit is secured by the assets of the company, bears 5% interest and is due on demand.

On June 22, 2011, the Company's credit line was increased from \$200,000 to \$1,000,000 under the same terms. The line of credit was drawn to \$231,728 as of June 30, 2024. Interest expense related to the line of credit was \$356,450 as of June 30, 2024, and has not been paid.

During the year ended March 31, 2013, control of the Company was acquired by Mr. Markin who also controls the company that has issued this line of credit.

NOTE 6 – LINE OF CREDIT

On November 22, 2011, the Company entered into a second Credit Facility Agreement in which the lender agreed to provide the Company with a line of credit in the amount of up to \$500,000. Pursuant to the terms of the Credit Facility Agreement, the Company shall pay any outstanding amounts to the lender on demand. The Company may also repay the loan and accrued interest at any time without penalty.

Amounts outstanding shall bear interest at the rate of 10% per annum. The line of credit was drawn to \$400,000 as of March 31, 2012.

During the year ended March 31, 2013, the balance was repaid and the amount due at March 31, 2013 was \$0. Accrued interest related to the line of credit was \$21,247 as of June 30, 2024, and has not been paid.

NOTE 7 – RELATED PARTY TRANSACTIONS

On November 7, 2011, the Company entered into an employment agreement with Barry Wattenberg, our former president, chief executive officer, chief financial officer, secretary, treasurer, and a member of our board of directors. The employment agreement became effective on December 1, 2011.

POTASH AMERICA, INC.
NOTES TO THE FINANCIAL STATEMENTS
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Barry Wattenberg resigned as director, Chairman, President and Treasurer of the Company, effective March 22, 2013.

The total deferred compensation amounts of \$185,500 as of March 22, 2013, has not changed.

On October 1, 2019, the Company entered into an employment agreement with Matthew Markin as our chief executive officer. The employment agreement became effective on October 1, 2019.

The total deferred compensation for Mr. Markin salary as June 30, 2024, is \$1,396,500.

On August 1, 2021, the Company entered into an employment agreement with Christian Garay as our Senior Vice President of Marketing and Business Development. The employment agreement became effective on August 15, 2019. Mr. Garay resigned as of July 1, 2022.

The total deferred compensation for Mr. Garay salary as of June 30, 2022, is \$157,500.

The total amount of deferred compensation as of June 30, 2024, is \$1,739,500 compared to total deferred compensation as of June 30, 2023, of \$1,445,500.

NOTE 8 – CAPITAL STOCK

Stock issued

The company has 2,000,000,000 common shares authorized at a par value of \$0.0001 per share.

During the period ended March 31, 2008, the Company issued 80,000,000 common shares to founders for total proceeds of \$8,000. Additionally, the Company issued 67,200,000 shares during the period ended March 31, 2008 for total proceeds of \$42,000.

On July 9, 2010, a former shareholder and director of the Company agreed to forgive debt in the amount of \$14,244. This amount has been recorded as contributed capital.

Effective September 8, 2010 the Company increased the authorized shares of common stock from 100,000,000 to 200,000,000 and enacted a forward stock split of 80 to 1. All share and per share data has been adjusted to reflect such stock split.

In May 2011 the Company issued 150,000 common shares in lieu of compensation along with stock options.

On November 10, 2011, the Company issued 25,000 shares of common stock as compensation for a finder's fee related to the Sodaville, Nevada property.

On December 31, 2011, the Company issued an aggregate of 190,000 restricted shares to our directors, advisors and consultants for the Company.

On March 20, 2012, the Company issued an aggregate of 100,000 restricted shares in lieu of compensation along with stock options.

On April 11, 2012, the Company purchased 40,000 shares back from an investor for a total payment of \$10,000. The shares were subsequently cancelled and retired on May 2, 2012.

POTASH AMERICA, INC.
NOTES TO THE FINANCIAL STATEMENTS
THREE MONTHS ENDED JUNE 30, 2024
UNAUDITED

On June 30, 2012, the Company issued 1,000,000 restricted shares of our common stock at a value of \$196,000 in connection with the acquisition of mineral properties. (See note 3 for further details).

On December 7, 2017, the Company issued 200,000,000 restricted shares of common stock in lieu of payment on related shareholder's line of credit.

On February 10, 2022, the Company issued 5,000,000 shares of common stock at \$0.005 per share for a total of \$25,000 in cash proceeds.

On March 8, 2022, the Company issued 10,000,000 shares of common stock at \$0.005 per share for a total of \$50,000 in cash proceeds.

Stock-based compensation expense related to option grants for the three months ended June 30, 2024, was \$0.

There were 435,625,000 shares of common stock issued and outstanding as of June 30, 2024.

As of June 30, 2024, the Company has no warrants or stock options outstanding.

Stock options

The Company uses the Black-Scholes Option Pricing Method to value all stock options granted.

The Company did not have stock-based compensation expense related to option as of June 30, 2024.

All prior options granted have expired.

NOTE 9 – INCOME TAXES

The provision for Federal income tax consists of the following for the months ended June 30, 2024, and 2023:

	June 30, 2024	June 30, 2023
Federal income tax benefit attributable to:		
Current operations	\$ (27,328)	\$ 29,529
Less: valuation allowance	27,328	(29,529)
Net provision for Federal income taxes	<u>\$ -</u>	<u>\$ -</u>

The cumulative tax effect at the expected rate of 35% of significant items comprising our net deferred tax amount is as follows as of June 30, 2024, and 2023, respectively:

POTASH AMERICA, INC.
NOTES TO THE FINANCIAL STATEMENTS
THREE MONTHS ENDED JUNE 30, 2024
UNAUDITED

	June 30, 2024	June 30, 2023
Deferred tax asset attributable to:		
Net operating loss carryover	\$ (1,638,627)	\$ (1,524,359)
Less: valuation allowance	1,638,627	1,524,359
Net deferred tax asset	\$ -	\$ -

Due to the change in ownership provisions of the Tax Reform Act of 1986, net operating loss carry forwards of \$4,681,792 for federal income tax reporting purposes are subject to annual limitations. Should a change in ownership occur, net operating loss carry forwards may be limited to use in future years.

NOTE 10 – GOING CONCERN

The accompanying financial statements have been prepared assuming that the company will continue as a going concern. The Company has negative working capital, no established source of revenue and significant losses since inception. These factors raise substantial doubt about the Company’s ability to continue as a going concern. Without realization of additional capital, it would be unlikely for the Company to continue as a going concern. The financial statements do not include any adjustments that might result from this uncertainty. Management continues to seek funding from its shareholders and other qualified investors to pursue its business plan.

NOTE 11 – SUBSEQUENT EVENTS

There are no other subsequent events in the Company’s operation to the date these financial statements were issued and has determined that it does not have any material subsequent events to disclose in these financial statements other than the events described above.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

FORWARD-LOOKING STATEMENTS

This quarterly report contains forward-looking statements. These statements relate to future events or our future financial performance. In some cases, you can identify forward-looking statements by terminology such as "could", "may", "will", "should", "expect", "plan", "anticipate", "believe", "estimate", "predict", "potential" or the negative of these terms or other comparable terminology. These statements are only predictions and involve known and unknown risks, uncertainties and other factors that may cause our or our industry's actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by these forward-looking statements.

Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future results, levels of activity, performance or achievements. Except as required by applicable laws, including the securities laws of the United States, we do not intend to update any of the forward-looking statements so as to conform these statements to actual results.

Our unaudited financial statements are stated in U.S. dollars and are prepared in accordance with generally accepted accounting principles in the United States. The following discussion should be read in conjunction with our financial statements and the related notes that appear elsewhere in this quarterly report.

In this quarterly report, unless otherwise specified, all dollar amounts are expressed in United States dollars. All references to "common shares" refer to the common shares in our capital stock.

As used in this quarterly report and unless otherwise indicated, the terms "we", "us", "our" and "our company" mean Potash America, Inc., a Nevada corporation, unless otherwise indicated.

General Overview

We were incorporated in the state of Nevada on July 31, 2007 as Adtomize Inc. On June 29, 2010, we underwent a change of control. On September 8, 2010, we effected a split of our authorized capital and our issued and outstanding common shares on an 80 for 1 basis. On March 3, 2011, we changed our name to Potash America, Inc., and began looking for opportunities to acquire exploration stage mineral properties. We maintain our business offices at 200 South Virginia Street, 8th Floor, Reno, Nevada, 89501 and our telephone number is (775) 398-3019.

Before we went through a change of control and business focus, we engaged in the business of developing an online advertising brokerage service to bring together high traffic web site publishers with companies wishing to place ads on them in order to drive traffic to their own internet sites. Since our inception, we had been attempting to raise money to operate our business but have not been able to secure the funds necessary to do so. The lack of funds and the present economy have prevented that from happening. As we have been unable to raise the capital necessary to develop and market our service, we began a search for other business opportunities which may benefit our shareholders and allow us to raise capital and operate.

Current Business

We Potash America, Inc. ("the Company" or "PTAM"), was incorporated in the state of Nevada on July 31, 2007. We were incorporated in the state of Nevada on July 31, 2007, as Adtomize Inc. On June 29,

2010, we underwent a change of control. On September 8, 2010, we effected a split of our authorized capital and our issued and outstanding common shares on an 80 for 1 share basis. On March 3, 2011, we changed our name to Potash America, Inc. We maintain an office at 2234 North Federal Highway, Suite 2002, Boca Raton, Florida 33431 and our telephone number is (561) 427-9670.

Commencing with its organization, the Company focused on the acquisition and development of exploration stage mineral properties, with emphasis on fertilizer and agri-business assets, including potash, montmorillonite, bentonite and gypsum. The Company sought to acquire known deposits whose economic value had changed with market pricing levels, and to develop these assets into agri-products. Changes in the agri-business market, together with the Company's lack of sufficient to acquire mineral properties at attractive prices, caused the Company to withdraw from active involvement in the mineral properties business in 2013.

Our Business Focus

At Potash America we offer an unparalleled consultant partnership through our diverse portfolio of clients by identifying people and businesses in key sectors in need of guidance. Through stimulation, reorganization, or introduction of new products and services, we help entrepreneurs reach their fullest potential. When a product or service has an appealing concept, we are willing to take risks and support people and businesses that fit our goals and philosophy, advancing ideas that are new, unique, creative, and experimental.

We believe that socioeconomic and environmental improvements can be made in all sectors of the world. That's why our consulting vision isn't only to explore sectors such as renewable energy or health and wellness, but to continually help the businesses become greener while improving profits. By partnering with these companies, we can help our partners reach their financial goals while also doing good for their communities and the planet.

Credit Facility Agreements

On March 15, 2011, we entered into a credit facility agreement. The lender agreed to provide us with a line of credit in the amount of up to \$200,000 wherein, within three business days after receipt of notice from us, the lender would advance amounts requested from our company. On June 22, 2011, the credit facility agreement was amended to increase the size of the line of credit to a total of \$1,000,000. We shall use the advances to fund working capital and general corporate activities. Pursuant to the terms of the credit facility agreement, our company shall pay any outstanding amounts to the lender on demand. We may also repay the loan and accrued interest at any time without penalty. Amounts outstanding shall bear interest at the rate of 5% per annum. During the year ended March 31, 2013, control of the Company was acquired by the person who also controls the company that has issued this line of credit.

On November 22, 2011, we entered into a second credit facility agreement in which the lender agreed to provide our company with a line of credit in the amount of up to \$500,000. Pursuant to the terms of the credit facility agreement, our company shall pay any outstanding amounts to the lender on demand. Our company may also repay the loan and accrued interest at any time without penalty. Amounts outstanding shall bear interest at the rate of 10% per annum.

On April 12, 2012, we entered into a \$1,000,000 letter of credit agreement dated March 27, 2012. Pursuant to the terms outlined in the letter of credit, at any time our company may require any and all funds outstanding under the letter of credit, except for accrued interest, which is to be paid in cash, to be converted

into units of our company at a price of \$0.80 per unit. Each unit consists of one share of common stock and one warrant to purchase one share of common stock at \$1.50 US for a period of five years. Our company will pay annual interest of 5% until the loan is repaid or converted into units. Our company will issue 1,250,000 units when the exercise provision is enacted.

Purchase of Significant Equipment

We do not intend to purchase any significant equipment over the next twelve months.

Off-Balance Sheet Arrangements

We have no significant off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that are material to stockholders.

Employees

We do not expect any material changes in the number of employees over the next 3-month period (although we may enter into employment or consulting agreements with our officers or directors). We do and will continue to outsource contract employment as needed.

Results of Operations

Results of Operations for the three months ended June 30, 2024, and 2023

During the three months ended June 30, 2024, we generated revenue of \$0, in comparison to \$0 revenue during the three months ended June 30, 2023. The Company is dependent upon obtaining financing to pursue our business activities. For these reasons, our auditors believe that there is substantial doubt that we will be able to continue as a going concern.

Our operating results for the three months ended June 30, 2024, and 2023 and the changes between those periods for the respective items are summarized as follows:

	Three Months Ended June 30, 2024	Three Months Ended June 30, 2023	Change Between Three Months Ended June 30, 2024, and 2023
Revenue	\$ -	\$ -	\$ -
Professional fees	\$ (656)	\$ (1,824)	\$ (1,168)
Transfer agent and filing fees	\$ (987)	\$ (4,017)	\$ (3,030)
General and administrative	\$ (73,551)	\$ (73,551)	\$ -
Interest Expense	\$ (2,886)	\$ (4,976)	\$ (2,090)
Debt Settlement	\$ -	\$ -	\$ -
Net (loss) income	\$ (70,080)	\$ 84,368	\$ (6,288)

Our expenses during the three months ended June 30, 2024, compared to the same period in 2023 primarily decrease as a result of professional fees, transfer agent and filing fees, and interest expense decreasing.

Liquidity and Financial Condition

Working Capital

	At June 30, 2024	At June 30, 2023	Change Between June 30, 2024, and June 30, 2023
Current Assets	\$ 54,738	\$ 244,332	\$ (189,594)
Current Liabilities	\$ 2,407,829	\$ 2,270,943	\$ 136,886
Working Capital / (Deficit)	\$ (2,359,379)	\$ (2,026,611)	\$ 332,768

Cash Flows

	Three Months Ended June 30, 2024	Three Months Ended June 30, 2023
	\$	\$
Cash Flows (used in) Operating Activities	\$ (8,844)	\$ (7,742)
Cash Flows (used in) Investing Activities	\$ Nil	\$ Nil
Cash Flows provided by Financing Activities	\$ (3,857)	\$ 357
Net Increase (Decrease) in Cash During Period	\$ (4,987)	\$ (7,385)

As of June 30, 2024, our total current assets were \$54,738, and our total liabilities were 2,407,829 and we had a working capital deficit of \$2,359,379. Our unaudited financial statements report a net loss of \$78,080 for the three months ended June 30, 2024, compared to a net loss of \$84,368 for the same period in 2023 and a net loss of \$4,681,792 for the period from July 31, 2007 (inception) to June 30, 2024.

We estimate that our cash expenses over the next 12 months will be approximately \$250,000 as described in the table below. These estimates may change significantly depending on the nature of our future business activities and our ability to raise capital from shareholders or other sources.

Specifically, we estimate our operating expenses and working capital requirements for the next 12 months to be as follows:

Description	Target completion date or period	Estimated expenses (\$)
Legal and accounting fees	12 months	50,000
General and administrative	12 months	200,000
Total		250,000

Future Financings

We will require additional financing in order to enable us to proceed with our plan of operations, as discussed above, including approximately \$250,000 over the next 12 months to pay for our ongoing expenses. These expenses include legal, accounting and audit fees as well as general and administrative expenses. These cash requirements are in excess of our current cash and working capital resources. Accordingly, we will require additional financing in order to continue operations and to repay our liabilities. There is no assurance that any party will advance additional funds to us in order to enable us to sustain our plan of operations or to repay our liabilities.

We anticipate continuing to rely on equity sales of our common stock in order to continue to fund our business operations. Issuance of additional shares will result in dilution to our existing stockholders. There is no assurance that we will achieve any additional sales of our equity securities or arrange for debt or other financing to fund our planned business activities.

We presently do not have any arrangements for additional financing for the expansion of our exploration operations, and no potential lines of credit or sources of financing are currently available for the purpose of proceeding with our plan of operations.

Going Concern

We have generated only nominal revenues and are dependent upon obtaining outside financing to carry out our operations and pursue our business development activities. If we are unable to generate future cash flows, raise equity or secure alternative financing, we may not be able to continue our operations and our business plan may fail. You may lose your entire investment.

If our operations and cash flow improve, our management believes that we can continue to operate. However, no assurance can be given that management's actions will result in profitable operations or an improvement in our liquidity situation. The threat of our ability to continue as a going concern will cease to exist only when our revenues have reached a level able to sustain our business operations.

Critical Accounting Policies

The discussion and analysis of our financial condition and results of operations are based upon our financial statements, which have been prepared in accordance with the accounting principles generally accepted in the United States of America. Preparing financial statements requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue, and expenses. These estimates and assumptions are affected by management's application of accounting policies. We believe that understanding the basis and nature of the estimates and assumptions involved with the following aspects of our financial statements is critical to an understanding of our financial statements.

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles of the United States 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 year. The more significant areas requiring the use of estimates include asset impairment, stock-based compensation, and future income tax amounts. Management bases its estimates on historical experience and on other assumptions considered to be reasonable under the circumstances. However, actual results may differ from the estimates.

Basic Income (Loss) Per Share

Basic income (loss) per share is calculated by dividing our company's net loss applicable to common shareholders by the weighted average number of common shares during the period. Diluted earnings per share is calculated by dividing our company's net income available to common shareholders by the diluted weighted average number of shares outstanding during the year. The diluted weighted average number of shares outstanding is the basic weighted number of shares adjusted for any potentially dilutive debt or equity. There are no such common stock equivalents outstanding as of June 30, 2024.

During the year ended March 31, 2011, our company enacted an 80 to 1 forward stock split. All share and per share data have been adjusted to reflect such stock split.

Stock-Based Compensation

Stock-based compensation is accounted for at fair value in accordance with ASC Topic 718. On April 21, 2011, our company instituted a Stock Option Plan which allows for the issuance of 3,000,000 shares of common stock to our company's management, employees, and consultants. As of June 30, 2024, there were no stock options issued.

Income Taxes

Income taxes are computed using the asset and liability method. Under the asset and liability method, deferred income tax assets and liabilities are determined based on the differences between the financial reporting and tax bases of assets and liabilities and are measured using the currently enacted tax rates and laws. A valuation allowance is provided for the amount of deferred tax assets that, based on available evidence, are not expected to be realized.

Recent Accounting Pronouncements

Our company does not expect the adoption of recently issued accounting pronouncements to have a significant impact on our company's results of operations, financial position or cash flow.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

As a "smaller reporting company", we are not required to provide tabular disclosure obligations.

Item 4. Controls and Procedures

Management's Report on Disclosure Controls and Procedures

We maintain disclosure controls and procedures that are designed to ensure that information required to be disclosed in our reports filed under the *Securities Exchange Act of 1934*, as amended, is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms, and that such information is accumulated and communicated to our management, including our president (our principal executive officer and our principal financial officer and principle accounting officer) to allow for timely decisions regarding required disclosure.

As of the end of our quarter covered by this report, we carried out an evaluation, under the supervision and with the participation of our president (our principal executive officer and our principal financial officer and principal accounting officer), of the effectiveness of the design and operation of our disclosure controls and procedures. Based on the foregoing, our president (our principal executive officer and our principal financial officer and principal accounting officer) concluded that our disclosure controls and procedures were not effective as of the end of the period covered by this quarterly report.

Changes in Internal Control over Financial Reporting

There was no change in our internal controls over financial reporting that occurred during the period covered by this report, which has materially affected, or is reasonably likely to materially affect, our internal controls over financial reporting.

PART II – OTHER INFORMATION

Item 1. Legal Proceedings

We know of no material, existing or pending legal proceedings against our company, nor are we involved as a plaintiff in any material proceeding or pending litigation. There are no proceedings in which any of our directors, executive officers or affiliates, or any registered or beneficial stockholder, is an adverse party or has a material interest adverse to our interest.

Item 1A. Risk Factors

As a “smaller reporting company”, we are not required to provide the information required by this Item.

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

None.

Item 3. Defaults Upon Senior Securities

None.

Item 4. Mining Safety Disclosure

Not Applicable.

Item 5. Other Information

None.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

POTASH AMERICA, INC.
(Registrant)

Dated: August 9, 2024

/s/Matthew Markin

Matthew Markin

President, Chief Executive Officer, Chief Financial
Officer, Secretary, Treasurer and Director
(Principal Executive Officer, Principal Financial
Officer and Principal Accounting Officer)