

POTASH AMERICA INC.

- 2234 N. Federal Hwy, Suite 2008, Boca Raton FL 33431
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- Website: www.potashamerica.net
- mmarkin@potashamerica.net
- SIC: 0001413860

Annual Report

For the period ending March 31 2025
(the "Reporting Period")

Outstanding Shares

The number of shares outstanding of our Common Stock was:

435,625,000 as of **March 31, 2025**

435,625,000 as of **March 31st, 2024**

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:

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.

Potash America, Inc.

Current State and Date of Incorporation or Registration: *Nevada, 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:

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

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:

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: March 31, 2025
Total shares outstanding: 435,625,000. as of date: March 31, 2025
Total number of shareholders of record: 31 as of date: March 31, 2025

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:

NONE

Security Description:

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

Each share has one voting right; Dividend eligible if declared by the Board of Directors

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

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)

Total Shares at 3/31/23: Common 435,625,000

Total Shares at 3/31/25: Common 435,625,000

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	Principal Amount at Issuance (\$)	Outstanding Balance (\$) (include accrued interest)	Maturity Date	Conversion Terms (e.g., pricing mechanism for determining conversion of instrument to shares)	# Shares Converted to Date	# of Potential Shares to be Issued Upon Conversion ⁵	Name of Noteholder	Reason for Issuance (e.g., Loan, Services, etc.)
3/31/2011	1,000,000	618,571	On Demand	\$0.001 per share	None	232	Matthew Martin	Line of Credit
3/22/2013	57,140	57,140	On Demand	Not Applicable	None	0	Barry Wattenburg	Note Payable

4) Issuer's Business, Products and Services

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.

Potash America offers 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 the 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

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

Individual Name (First, Last) or Entity Name (Include names of control person(s) if a corporate entity)	Position/Company Affiliation (ex: CEO, 5% Control person)	City and State (Include Country if outside U.S.)	Number of Shares Owned (List common, preferred, warrants and options separately)	Class of Shares Owned	Percentage of Class of Shares Owned (undiluted)
Matthew Markin	Officer/Director	Boca Raton, FL	280,000,000	Common	64.27%

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

Securities Counsel

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

Other Service Providers

None

9) Disclosure & Financial Information

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

Name: Tyrus C Young
Title: None
Relationship to Issuer: Consultant

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: *Accountant*

The following financials statements are included in this report::

- o Balance Sheet; as of March 31, 2025 and March 31, 2024
- o Statement of Income: for the years ended March 31, 2025 and March 31, 2024
- o Statement of Cash Flows; : for the years ended March 31, 2025 and March 31, 2024
- o Statement of Changes in Stockholders' Equity for the period March 31, 2023 through March 31, 2025
- o Notes to the Financial Statements

10) Issuer Certification

Principal Executive 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.

June 5, 2025

/s/Matthew Markin, CEO

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.

June 5, 2025

/s/Matthew Markin, CFO

POTASH AMERICA, INC
(An Exploration Stage Company)

Balance Sheet

	March 31, 2025 <u>(Unaudited)</u>	March 31, 2024 <u>(Unaudited)</u>
ASSETS		
Current Assets		
Cash and cash equivalents	\$ 1,435	\$ 15,383
Loan on Investment	<u>41,192</u>	<u>41,192</u>
Total Current Assets	42,627	56,575
Fixed Assets	0	0
Other Assets	0	0
Total Assets	<u><u>\$ 42,627</u></u>	<u><u>\$ 56,575</u></u>
LIABILITIES AND STOCKHOLDER'S EQUITY (DEFICIT)		
Current Liabilities		
Accounts Payable & accrued expenses	\$ 2,146	\$ 5,765
Deferred compensation	1,960,000	1,666,000
Interest payable	386,343	374,810
Note payable	57,140	57,140
Line of Credit	<u>232,228</u>	<u>227,871</u>
Total; Liabilities	2,637,857	2,331,586
Stockholder equity (deficit)		
Common Stock \$.0001 par value, 2,000,000,000 shares authorized, and 435,625,000 shares issued and outstanding at March 31, 2025 and March 31, 2024	43,563	43,563
Additional Paid in Capital	2,285,138	2,285,138
Accumulated deficit	<u>(4,923,931)</u>	<u>(4,603,712)</u>
Total Stockholder's Equity	<u>(2,595,230)</u>	<u>(2,275,011)</u>
Total Liabilities and Stockholders Equity	<u><u>\$ 42,627</u></u>	<u><u>\$ 56,575</u></u>

The accompany Notes to the Financial Statements are an integral part of these statements

POTASH AMERICA, INC
(An Exploration Stage Company)
Statements of Income
(Unaudited)

	For the Years Ended	
	March 31,	
	2025	2024
Revenues	1,850	3,000
Cost of Goods Sold		0
	\$ 1,850	\$ 3,000
Operating Expenses		
General & Administrative	310,536	320,377
Total Operating Expenses	310,536	320,377
Operating Income (Loss)	(308,686)	(317,377)
Other Income (Expense)		
Interest expense	(11,533)	(15,391)
NET INCOME	\$ (320,219)	\$ (332,768)

The accompany Notes to the Financial Statements are an integral part of these statements

POTASH AMERICA, INC
(An Exploration Stage Company)
Statement of Cash Flows
(Unaudited)

	For the Years Ended	
	March 31,	
	2025	2024
Cash flows from operations		
Net (loss)	\$ (320,219)	\$ (332,768)
Adjustments to reconcile net operations to net cash		
Accounts Payable and accrued expenses	(3,619)	(694)
Interest payable	11,534	15,391
Deferred compensation	294,000	294,000
Net cash provided by(used) operating activities	(18,304)	(24,071)
Cash flows from investing activities		
	0	0
Net cash provided (used) by investing activities	0	0
Cash flows from financing activities		
Proceeds (payments) - Line of credit	4,357	(171,072)
Shareholder Advances	0	0
Net cash provided (used) by financing activities	4,357	(171,072)
Net Increase (Decrease) in cash	(13,947)	(195,143)
Cash, Beginning of Period	15,382	210,525
Cash, End of Period	\$ 1,435	\$ 15,382

The accompany Notes to the Financial Statements are an integral part of these statements

POTASH AMERICA, INC
(An Explorations Stage Company)
Statement of Shareholder's Equity

	Common Stock		Additional	Accumulated	Total
	Shares	Par Value	Paid in Capital	Deficit	Stockholder's Equity
Balance - March 31, 2023	435,625,000	\$ 43,563	\$ 2,285,138	\$ (4,270,944)	\$ (1,942,244)
Net Profit or Loss				(332,768)	(332,768)
Balance - March 31, 2024	435,625,000	\$ 43,563	\$ 2,285,138	\$ (4,603,712)	\$ (2,275,012)
Net Profit or Loss				(320,219)	(320,219)
Balance - March 31, 2025	435,625,000	\$ 43,563	\$ 2,285,138	\$ (4,923,931)	\$ (2,595,231)

The accompany Notes to the Financial Statements are an integral part of these statements

POTASH AMERICA, INC.
NOTES TO THE FINANCIAL STATEMENTS
YEAR ENDED MARCH 31, 2025
(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 Aptomize 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 N Federal Hwy, Ste 2008, Boca Raton, Florida 33431 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.

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 March 31, 2025, the Company had \$1,435 cash, whereas, on December 31, 2024, the Company had \$15,383 cash.

Revenue Recognition

The Company recognizes revenue when products are fully delivered, or services have been provided and collection is reasonably assured. For the year ended March 31, 2025, the Company recognized revenue of \$1,850 compared to \$3,000 for the year ended March 31, 2024.

Advertising

The Company expenses advertising costs as incurred. As of March 31, 2025, and 2024 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 March 31, 2025, there were no stock options outstanding.

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 March 31, 2025, 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 March 31, 2025, and 2024.

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 \$232,228 as of March 31, 2025. Interest expense related to the line of credit was \$386,343 as of March 31, 2025, 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 – 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. 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 March 31, 2025 and March 31, 2024 was \$1,617,000 and \$1,323,000, respectively.

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 remained at of March 31, 2025, at \$157,500.

The total amount of deferred compensation as of March 31, 2025, is \$1,960,000 compared to total deferred compensation as of March 31, 2024, of \$1,666,000.

NOTE 7 – INCOME TAXES

The net operating loss carryovers may be subject to limitations under Internal Revenue Code due to significant changes in the Company's ownership. The Company has provided a full valuation allowance against the full amount of the net operating loss benefit, since, in the opinion of management, based upon the earnings history of the Company it is more likely than not that the benefits will not be realized.

Management does not believe that the Company has any material uncertain tax positions requiring recognition or measurement in accordance with the provisions of ASC 740. The Company's policy is to record interest and penalties on uncertain tax positions, if any, as income tax expense. All tax years for the Company remain subject to future examinations by the applicable taxing authorities.

NOTE 8 – 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 9 – SUBSEQUENT EVENTS

In the subsequent quarter from these statements the Company began negotiations to transfer the Controlling shares of the Company. As of the report date, a final settlement has not been achieved.