

POTASH AMERICA INC.

- 167 Old Shepard Ave, Toronto, Ontario M2J3M2, Canada
- lucas.grant796@gmail.com
- SIC: 0001413860

Annual Report

For the period ending March 31, 2026
(the "Reporting Period")

Outstanding Shares

The number of shares outstanding of our Common Stock was:

435,625,000 as of March 31, 2026

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

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, 2026
Total shares outstanding: 435,625,000. as of date: March 31, 2026
Total number of shareholders of record: 31 as of date: March 31, 2026

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 3/31/25: Common 435,625,000

Total Shares at 3/31/26: 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.)
						0		

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 focused on industries such as renewable energy, commercial agriculture, green energy technology, health & wellness, cannabis/hemp development and environmental responsible mining & exploration; Currently the Company is restructuring operations

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

N/A

C. Describe the issuers' principal products or services.

Currently in transition

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)
Weizhong Lei	CEO/CFO	Ontario, Canada	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: Lucas Grant
Firm:
Address 1:
Address 2:
Phone:
Email: lucas.grant796@gmail.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: Tyrus Young
Title: None
Relationship to Issuer: Consultant

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

Over 45 years of CPA/Consultant experience, including working with OTC/SEC since 2006.

The following financials statements are included in this report::

- o Balance Sheet; as of March 31, 2026 and March 31, 2025
- o Statement of Income: for the years ended March 31, 2026 and 2025
- o Statement of Cash Flows; for the years ended March 31, 2026 and 2025
- o Statement of Changes in Stockholders' Equity for the years ended March 31, 2026 and 2025
- o Notes to the Financial Statements

10) Issuer Certification

Principal Executive Officer:

I, Weizhong Lei 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.

April 10 , 2026

/s/ Weizhong Lei,
Weizhong Lei, CEO

Principal Financial Officer:

I, Weizhong Lei 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.

April 10, 2026

/s/ Weizhong Lei,
Weizhong Lei, CFO

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

POTASH AMERICA, INC
(An Exploration Stage Company)
Balance Sheet

	<u>March 31,</u> <u>2026</u> <u>(Unaudited)</u>	<u>March 31,</u> <u>2025</u> <u>(Unaudited)</u>
ASSETS		
Current Assets		
Cash and cash equivalents	\$ -	\$ 1,435
Loan on Investment	-	41,192
Total Current Assets	<u>-</u>	<u>42,627</u>
Fixed Assets	-	-
Other Assets	-	-
Total Assets	<u>\$ -</u>	<u>\$ 42,627</u>
LIABILITIES AND STOCKHOLDER'S EQUITY (DEFICIT)		
Current Liabilities		
Accounts Payable & accrued expenses	\$ -	\$ 2,146
Deferred compensation	-	1,960,000
Interest payable	-	386,343
Note payable	-	57,140
Line of Credit	-	232,228
Total Liabilities	<u>-</u>	<u>2,637,857</u>
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, 2026 and 2025	43,563	43,563
Additional Paid in Capital	2,285,138	2,285,138
Accumulated deficit	<u>-2,328,701</u>	<u>-4,923,931</u>
Total Stockholder's Equity	<u>-</u>	<u>-2,595,230</u>
Total Liabilities and Stockholders Equity	<u>\$ -</u>	<u>\$ 42,627</u>

POTASH AMERICA, INC
(An Exploration Stage Company)

Statements of Income
(Unaudited)

	For the Years Ended March 31,	
	2026	2025
Revenues	-	1,850
Cost of Goods Sold	-	-
	\$ -	\$ 1,850
Operating Expenses		
General & Administrative	-	310,536
Total Operating Expenses	-	310,536
Operating Income (Loss)		(308,686)
Gain from Discontinued Operations	2,595,230	-
Interest expense	-	(11,533)
NET INCOME	\$ 2,595,230	\$ (320,219)

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

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

	For the Years Ended March 31,	
	2026	2025
Cash flows from operations		
Net (loss)	\$ 2,595,230	(320,219)
Gain on Disposal of Operations	(2,595,230)	
Adjustments to reconcile net operations to net cash		
Accounts Payable and accrued expenses	-	(3,619)
Interest payable	-	11,534
Deferred compensation	-	294,000
Net cash provided by(used) operating activities	-	(18,304)
 Cash flows from investing activities		
	-	-
Net cash provided (used) by investing activities	-	-
 Cash flows from financing activities		
Proceeds (payments) - Line of credit	-	4,357
Shareholder Advances	(1,435)	-
Net cash provided (used) by financing activities	(1,435)	4,357
 Net Increase (Decrease) in cash	(1,435)	(13,947)
Cash, Beginning of Period	1,435	15,382
 Cash, End of Period	\$ -	1,435

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 Paid in Capital	Accumulated Deficit	Total Stockholder's Equity
	Shares	Par Value			
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)	\$ (2,595,230)
Net Profit or Loss				2,595,230	2,595,230
Balance - March 31, 2026	435,625,000	\$ 43,563	\$ 2,285,138	\$ (2,328,701)	\$ -

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, 2026
(UNAUDITED)

NOTE 1 – NATURE OF OPERATIONS

Potash America, Inc. (“the Company” or “PTAM”), was 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 affected 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 attractive prices, caused the Company to withdraw from active involvement in the mineral properties business in 2013.

Our Business Focus

Due to its inability to generate profitability, the new management of the company discontinued operations and is currently exploring operations to sustain itself.

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, 2026, the Company had \$ 0 cash, whereas, on March 31, 2025, the Company had \$1,435 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, 2026, the Company recognized revenue of \$ 0 compared to \$ 0 for the year ended March 31, 2025.

Advertising

The Company expenses advertising costs as incurred. As of March 31, 2026, and 2025 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, 2026, 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 – GAIN ON DISSOLUTION OF OPERATIONS

In the merger that precipitated the dissolution of operations, all assets and liabilities previously reported were eliminated. Due the high amount of liabilities that had grown vs the limited amount of assets, the Company reported a gain.

NOTE 4 – 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 6 – SUBSEQUENT EVENTS

Management has evaluated subsequent events through the date of filing the financial statements with the Securities and Exchange Commission, the date the financial statements were available to be issued. Management is not aware of any significant events that occurred subsequent to the balance sheet date that is reportable.