

Alternative Reporting Standard: Pink® Basic Disclosure Guidelines

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, require issuers to provide *adequate current information* to the public markets. With a view to encouraging compliance with these laws, OTC Markets Group has created these Pink Basic Disclosure Guidelines (“Guidelines”).¹ These Guidelines set forth the disclosure obligations that make up the “Alternative Reporting Standard” for Pink companies. These Guidelines have not been reviewed by the U.S. Securities and Exchange Commission or any state securities regulator, although OTC Markets Group as a matter of policy welcomes comments from these and other regulators. We use information provided by companies under these Guidelines to designate the appropriate tier in the Pink Market: Current Information, Limited Information or No Information.² The information provided by companies under these Guidelines is subject to our [Privacy Policy](#).

These Guidelines may be amended from time to time, in the sole and absolute discretion of OTC Markets Group, with or without notice.

Qualifications for the Pink Current Information Tier

Companies that make the information described below publicly available on a timely basis (90 days after fiscal year end for Annual Reports; 45 days after each fiscal quarter end for Quarterly Reports) may qualify for the Current Information Tier. Financial reports must be prepared according to U.S. GAAP or International Financial Reporting Standards (IFRS) but are not required to be audited.

Initial Qualification:

1. Subscribe to the [OTC Disclosure & News Service](#) by submitting an OTCIQ Order Form.
2. Create the following documents, save them in PDF format and upload them via www.OTCIQ.com (note financial statements may be included within a disclosure statement or included by reference):
 - **Disclosure Statements:** Disclosure information pursuant to these Guidelines for the company’s latest fiscal year end and each subsequent quarter for which reports are due. Disclosure statements should include all information in accordance with these Pink Basic Disclosure Guidelines (see the fillable form starting on Page 4).
 - **Financial Statements:** Annual and quarterly financial statements (including a balance sheet, income statement, statement of cash flows, and notes to financial statements) for the previous two completed fiscal years and each subsequent quarter. If the annual financial statements are audited, please attach the audit letter from the audit firm. Financial statements may be included within the disclosure statement for corresponding periods or posted separately and incorporated in the disclosure statement by reference.
3. If financial statements are not audited by a PCAOB registered firm:
 - **Attorney Letter Agreement:** Submit a signed Attorney Letter Agreement (first two pages of the [Attorney Letter Guidelines](#)) to OTC Markets Group via email to issuers@otcmarkets.com or fax (212-652-5920).

¹ This is not legal advice, and OTC Markets Group makes no assurance that compliance with our disclosure requirements will satisfy any legal requirements.

² OTC Markets Group may require companies with securities designated as Caveat Emptor to make additional disclosures in order to qualify for the Pink Current Information tier.

- **Attorney Letter:** After following the appropriate procedures with a qualified attorney, submit an Attorney Letter in accordance with the [Attorney Letter Guidelines](#) through OTCIQ.
4. Allow OTC Markets Group to process the posted documents (typically three to five business days) and provide any comments.

Ongoing Qualification for the Pink Current Information Tier:

1. **For each Fiscal Quarter End**, file a Quarterly Report through OTCIQ within **45 days** of the quarter end. (A separate Quarterly Report is not required for the 4th quarter.) The Quarterly Report should include:
 - **Disclosure Statement:** Disclosure information pursuant to these Guidelines. Use the fillable form beginning on page 4.
 - **Financial Statements:** Quarterly financial statements (including a balance sheet, income statement, statement of cash flows, and notes to financial statements).
2. **For each Fiscal Year End**, file an Annual Report through OTCIQ within **90 days** of the fiscal year end. The Annual Report should include:
 - **Disclosure Statement:** Disclosure information pursuant to these Guidelines. Use the fillable form beginning on page 4.
 - **Financial Statements:** Annual financial statements (including a balance sheet, income statement, statement of cash flows, and notes to financial statements).
 - **Attorney Letter:** If the annual financial statements are not audited by a PCAOB registered firm, submit an Attorney Letter in accordance with the [Attorney Letter Guidelines](#) through OTCIQ within **120 days** of the fiscal year end.

Qualifications for the Pink Limited Information Tier

Companies that make the information described below publicly available within the prior 6 months may qualify for the Limited Information Tier.

1. Subscribe to the [OTC Disclosure & News Service](#) by submitting an OTCIQ Order Form.
2. Create a Quarterly Report or Annual Report for a fiscal period ended within the previous 6 months, save it in PDF format and file through OTCIQ. The Quarterly Report or Annual Report must include:
 - **Financial Statements:** A balance sheet and income statement for a period within the previous 6 months. The financial statements must be prepared in accordance with US GAAP or IFRS but are not required to be audited.³
 - **Outstanding Shares:** The current number of outstanding shares from a period no later than the financial statements above.
 - A company in the Pink Limited Information tier may, but is not required to, include information in accordance with these Pink Basic Disclosure Guidelines using the fillable form beginning on page 4.

³ Please note that Cash Flow Statements are not required to qualify for the Pink Limited Information tier; however, unless the financial statements include a Cash Flow Statement, no financial data will be included in the OTC Financials Data Service, which distributes company financial data to online investor portals and makes the data available on your company's financials tab on www.otcmarkets.com.

Current Reporting of Material Corporate Events

Companies are expected to release quickly to the public any news or information regarding corporate events that may be material to the issuer and its securities. Persons with knowledge of such events would be 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 any of the following events occur after the publication of such disclosure documents, the issuer shall publicly disclose such events by disseminating a news release within 4 business days following their occurrence and posting such news release through an Integrated Newswire or OTCIQ.⁴

Material corporate events include:

- Entry into or termination of a material definitive agreement
- 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 financial obligation or an obligation under an off-balance sheet arrangement
- Costs associated with exit or disposal activities
- Material impairments
- 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
- Changes in control of issuer
- Departure of directors or principal officers; election of directors; appointment of principal officers
- Amendments to articles of incorporation or bylaws; change in fiscal year
- 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 regarding stock promotion campaigns deemed material by the issuer
- Other events the issuer considers to be of importance

⁴ "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 www.otcmarkets.com.

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

POTASH AMERICA INC

A Nevada Corporation

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

Tel: 561-427-9670

Website: www.potashamerica.net

mmarkin@potashamerica.net

0001431880 CCC:nsvh#y9b

Annual Report

For the Period Ending: March 31st 2019.

(the "Reporting Period")

As of June 30th, 2019, the number of shares outstanding of our Common Stock was: 348,625,000

As of March 31st, 2018, the number of shares outstanding of our Common Stock was: 348,625,000

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

Yes: No: (Double-click and select "Default Value" to check)

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

Yes: No:

Indicate by check mark whether a Change in Control⁵ of the company has occurred over this reporting period:

Yes: No:

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

In answering this item, please also provide any names used by predecessor entities in the past five years and the dates of the name changes.

⁵ "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.

N/A

Date and state (or jurisdiction) of incorporation (also describe any changes to incorporation since inception, if applicable)
Please also include the issuer's current standing in its state of incorporation (e.g. active, default, inactive):

July 31st, 2007 Nevada

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

Yes: No:

2) Security Information

Trading symbol:	<u>PTAM</u>	
Exact title and class of securities outstanding:	<u>Common</u>	
CUSIP:	<u>737549105</u>	
Par or stated value:	<u>0.0001</u>	
Total shares authorized:	<u>500,000,000</u>	as of date: <u>June 30th, 2019</u>
Total shares outstanding:	<u>348,625,000</u>	as of date: <u>June 30th, 2019</u>
Number of shares in the Public Float ⁶ :	<u>68,625,000</u>	as of date: <u>June 30th, 2019</u>
Total number of shareholders of record:	<u>31</u>	as of date: <u>June 30th, 2019</u>

Additional class of securities (if any):

Trading symbol:	_____	
Exact title and class of securities outstanding:	_____	
CUSIP:	_____	
Par or stated value:	_____	
Total shares authorized:	_____	as of date: _____
Total shares outstanding:	_____	as of date: _____

Transfer Agent

Name: Pacific Services Group
Phone: 571-485-9998
Email: michelle@pacificstocktransfer.com

Is the Transfer Agent registered under the Exchange Act?⁷ Yes: No:

Describe any trading suspension orders issued by the SEC concerning the issuer or its predecessors:

N/A

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

N/A

3) Issuance History

⁶ "Public Float" shall mean the total number of unrestricted shares not held directly or indirectly by an officer, director, any person who is the beneficial owner of more than 10 percent of the total shares outstanding (a "control person"), or any affiliates thereof, or any immediate family members of officers, directors and control persons.

⁷ To be included in the Pink Current Information tier, the transfer agent must be registered under the Exchange Act.

The goal of this section is to provide disclosure with respect to each event that resulted in any direct 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

Check this box to indicate there were no changes to the number of outstanding shares within the past two completed fiscal years and any subsequent periods:

Number of Shares outstanding as of <u>June 30th, 2018</u>		<u>Opening Balance:</u> Common: <u>348,625,000</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 (entities must have individual with voting / investment control disclosed).	Reason for share issuance (e.g. for cash or debt conversion) OR Nature of Services Provided (if applicable)	Restricted or Unrestricted as of this filing?	Exemption or Registration Type?
December 7, 2007	<u>New</u>	<u>200,000,000</u>	<u>Common</u>	<u>0.001</u>	<u>NO</u>	<u>Matthew Markin</u>	<u>Debt Conversion</u>	<u>Restricted</u>	_____
_____	_____	_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____	_____	_____
Shares Outstanding on <u>Jun 30th, 2019</u>		<u>Ending Balance:</u> Common: <u>348,625,000</u> Preferred: _____							

Example: A company with a fiscal year end of December 31st, in addressing this item for its quarter ended September 30, 2018, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2016 through September 30, 2018 pursuant to the tabular format above.

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

B. Debt Securities, Including Promissory and Convertible Notes

Use the chart and additional space below to list and describe any issuance of promissory notes, convertible notes or convertible debentures **in the past two completed fiscal years and any subsequent interim period**.

Check this box if there are no outstanding promissory, convertible notes or debt arrangements:

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	Reason for Issuance (e.g. Loan, Services, etc.)
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____

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

4) Financial Statements

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

- U.S. GAAP
 IFRS

B. The financial statements for this reporting period were prepared by (name of individual)⁸:

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

Provide the financial statements described below for the most recent fiscal year or quarter. For the initial disclosure statement (qualifying for Pink Current Information for the first time) please provide reports for the two previous fiscal years and any subsequent interim periods.

- C. Balance sheet;
D. Statement of income;
E. Statement of cash flows;
F. Financial notes; and
G. Audit letter, if audited

You may either (i) attach/append the financial statements to this disclosure statement or (ii) file the financial statements through OTCIQ as a separate report using the appropriate report name for the applicable period end. ("Annual Report," "Quarterly Report" or "Interim Report").

If you choose to publish the financial statements in a separate report as described above, you must state in the accompanying disclosure statement that such financial statements are incorporated by reference. You may reference the document(s) containing the required financial statements by indicating the document name, period end date, and the date that it was posted to OTCIQ in the field below.

Annual Report for the period end date of June 30th , 2019 posted on OTCIQ on August 9, 2019.

⁸ The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS by persons with sufficient financial skills.

Financial statement information is considered current until the due date for the subsequent report (as set forth in the qualifications section above). To remain qualified for Current Information, a company must post its Annual Report within 90 days from its fiscal year-end date and Quarterly Reports within 45 days of each fiscal quarter-end date.

5) Issuer's Business, Products and Services

The purpose of this section is to provide a clear description of the issuer's current operations. In answering this item, please include the following:

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

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

- B. Describe any subsidiaries, parents, or affiliated companies, if applicable, and a description of their business contact information for the business, officers, directors, managers or control persons. Subsidiary information may be included by reference

N/A

- C. Describe the issuers' principal products or services, and their markets

Potash America focuses on compelling technology, product, and service opportunities by partnering with innovative entrepreneurs in venture and growth capital investments. Our investment vision continues to explore the following sectors: Environmentally responsible mining explorations, Renewable Energy, Commercial Agriculture Farming, Cannabis/Hemp Development, Health & Wellness and Green Technologies.

6) Issuer's Facilities

The goal of this section is to provide a potential investor with a clear understanding of all assets, properties or facilities owned, used or leased by the issuer.

In responding to this item, please clearly describe the assets, properties or facilities of the issuer, give the location of the principal plants and other property of the issuer and describe the condition of the properties. If the issuer does not have complete ownership or control of the property (for example, if others also own the property or if there is a mortgage on the property), describe the limitations on the ownership.

If the issuer leases any assets, properties or facilities, clearly describe them as above and the terms of their leases.

N/A

7) Officers, Directors, and Control Persons

The goal of this section is to provide an investor 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 shareholders.

Using the tabular format below, please provide information regarding any person or entity owning 5% or more of the issuer, as well as any officer, and any director of the company, regardless of the number of shares they own. **If any 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 of an individual representing the corporation or entity in the note section.**

Name of Officer/Director and Control Person	Affiliation with Company (e.g. Officer/Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Note
<u>Matthew Markin</u>	<u>Officer/Director</u>	<u>Boca Raton, FL</u>	<u>280,000,000</u>	<u>Common</u>	<u>80.92</u>	_____
_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____

8) Legal/Disciplinary History

A. Please identify whether any of the persons listed above have, in the past 10 years, been the subject of:

1. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);

N/A

2. 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, or banking activities;

N/A

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

N/A

4. The entry 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

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 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

9) Third Party Providers

Please provide the name, address, telephone number and email address of each of the following outside providers:

Securities Counsel

Name: Jonathan Shepard
Firm: Shepard PLLC
Address 1: 5500 North Military Trail, Suite 474
Address 2: Boca Raton, FL 33496
Phone: 561-306-2909

Email: js@jonshepard.com

Accountant or Auditor

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

Investor Relations Consultant

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

Other Service Providers

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

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

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

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).

The certifications shall follow the format below:

I, Matthew Markin certify that:

1. I have reviewed this Information Disclosure Statement of 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, 2019

/S/Matthew Markin

President

Principal Financial Officer:

I, Matthew Markin certify that:

1. I have reviewed this Information Disclosure Statement of 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, 2019

/S/Matthew Markin

President