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UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM D

OMB APPROVAL

OMB Number: 3235-0076
Estimated average burden
hours per response: 4.00

Notice of Exempt Offering of Securities

1. Issuer's Identity

CIK (Filer ID Number)

0001472326

Name of Issuer

Brazil Potash Corp.

Jurisdiction of Incorporation/Organization

ONTARIO, CANADA

Year of Incorporation/Organization

☒ Over Five Years Ago

☐ Within Last Five Years (Specify Year)

☐ Yet to Be Formed

Previous
Names

☐ None

2115567 Ontario Inc.

Entity Type

☒ Corporation

☐ Limited Partnership

☐ Limited Liability Company

☐ General Partnership

☐ Business Trust

☐ Other (Specify)

2. Principal Place of Business and Contact Information

Name of Issuer

Brazil Potash Corp.

Street Address 1

198 Davenport Road

Street Address 2

City

Toronto

State/Province/Country

ONTARIO, CANADA

ZIP/PostalCode

M5R 1J2

Phone Number of Issuer

1 (416) 309-2963

3. Related Persons

Last Name

Simpson

First Name

Matthew

Middle Name

Street Address 1

198 Davenport Road

Street Address 2

City

Toronto

State/Province/Country

ONTARIO, CANADA

ZIP/PostalCode

M5R 1J2

Relationship: ☒ Executive Officer ☒ Director ☐ Promoter

Clarification of Response (if Necessary):

Last Name

Ptolemy

First Name

Ryan

Middle Name

Street Address 1

198 Davenport Road

Street Address 2

City

Toronto

State/Province/Country

ONTARIO, CANADA

ZIP/PostalCode

M5R 1J2

Relationship: ☐ Executive Officer ☒ Director ☐ Promoter

Clarification of Response (if Necessary):

Last Name

Schmidt

First Name

Mayo

Middle Name

Street Address 1

198 Davenport Road

Street Address 2

City

Toronto

State/Province/Country

ONTARIO, CANADA

ZIP/PostalCode

M5R 1J2

Relationship: ☐ Executive Officer ☒ Director ☐ Promoter

Clarification of Response (if Necessary):

Last Name Battiston	First Name Deborah	Middle Name
Street Address 1 198 Davenport Road	Street Address 2	
City Toronto	State/Province/Country ONTARIO, CANADA	ZIP/PostalCode M5R 1J2
Relationship: <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		
Clarification of Response (if Necessary):		

Last Name Lynch	First Name Brett	Middle Name
Street Address 1 198 Davenport Road	Street Address 2	
City Toronto	State/Province/Country ONTARIO, CANADA	ZIP/PostalCode M5R 1J2
Relationship: <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		
Clarification of Response (if Necessary):		

Last Name Pettigrew	First Name Pettigrew	Middle Name
Street Address 1 198 Davenport Road	Street Address 2	
City Toronto	State/Province/Country ONTARIO, CANADA	ZIP/PostalCode M5R 1J2
Relationship: <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		
Clarification of Response (if Necessary):		

Last Name Tagliamonte	First Name Peter	Middle Name
Street Address 1 198 Davenport Road	Street Address 2	
City Toronto	State/Province/Country ONTARIO, CANADA	ZIP/PostalCode M5R 1J2
Relationship: <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		
Clarification of Response (if Necessary):		

Last Name Joerg	First Name Christian	Middle Name
Street Address 1 198 Davenport Road	Street Address 2	
City Toronto	State/Province/Country ONTARIO, CANADA	ZIP/PostalCode M5R 1J2
Relationship: <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		
Clarification of Response (if Necessary):		

4. Industry Group

- | | | |
|---|---|--|
| <input type="checkbox"/> Agriculture | Health Care | <input type="checkbox"/> Retailing |
| <input type="checkbox"/> Banking & Financial Services | <input type="checkbox"/> Biotechnology | <input type="checkbox"/> Restaurants |
| <input type="checkbox"/> Commercial Banking | <input type="checkbox"/> Health Insurance | Technology |
| <input type="checkbox"/> Insurance | <input type="checkbox"/> Hospitals & Physicians | <input type="checkbox"/> Computers |
| <input type="checkbox"/> Investing | <input type="checkbox"/> Pharmaceuticals | <input type="checkbox"/> Telecommunications |
| <input type="checkbox"/> Investment Banking | <input type="checkbox"/> Other Health Care | <input type="checkbox"/> Other Technology |
| <input type="checkbox"/> Pooled Investment Fund | <input type="checkbox"/> Manufacturing | Travel |
| Is the issuer registered as an investment company under the Investment Company Act of 1940? | Real Estate | <input type="checkbox"/> Airlines & Airports |
| | <input type="checkbox"/> Commercial | <input type="checkbox"/> Lodging & Conventions |

<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> Construction	<input type="checkbox"/> Tourism & Travel Services
<input type="checkbox"/> Other Banking & Financial Services	<input type="checkbox"/> REITS & Finance	<input type="checkbox"/> Other Travel	
<input type="checkbox"/> Business Services	<input type="checkbox"/> Residential	<input checked="" type="checkbox"/> Other	
Energy	<input type="checkbox"/> Other Real Estate		
<input type="checkbox"/> Coal Mining			
<input type="checkbox"/> Electric Utilities			
<input type="checkbox"/> Energy Conservation			
<input type="checkbox"/> Environmental Services			
<input type="checkbox"/> Oil & Gas			
<input type="checkbox"/> Other Energy			

5. Issuer Size

Revenue Range	OR	Aggregate Net Asset Value Range
<input type="checkbox"/> No Revenues		<input type="checkbox"/> No Aggregate Net Asset Value
<input type="checkbox"/> \$1 - \$1,000,000		<input type="checkbox"/> \$1 - \$5,000,000
<input type="checkbox"/> \$1,000,001 - \$5,000,000		<input type="checkbox"/> \$5,000,001 - \$25,000,000
<input type="checkbox"/> \$5,000,001 - \$25,000,000		<input type="checkbox"/> \$25,000,001 - \$50,000,000
<input type="checkbox"/> \$25,000,001 - \$100,000,000		<input type="checkbox"/> \$50,000,001 - \$100,000,000
<input type="checkbox"/> Over \$100,000,000		<input type="checkbox"/> Over \$100,000,000
<input checked="" type="checkbox"/> Decline to Disclose		<input type="checkbox"/> Decline to Disclose
<input type="checkbox"/> Not Applicable		<input type="checkbox"/> Not Applicable

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

<input type="checkbox"/> Rule 504(b)(1) (not (i), (ii) or (iii))	<input type="checkbox"/> Investment Company Act Section 3(c)	
<input type="checkbox"/> Rule 504 (b)(1)(i)	<input type="checkbox"/> Section 3(c)(1)	<input type="checkbox"/> Section 3(c)(9)
<input type="checkbox"/> Rule 504 (b)(1)(ii)	<input type="checkbox"/> Section 3(c)(2)	<input type="checkbox"/> Section 3(c)(10)
<input type="checkbox"/> Rule 504 (b)(1)(iii)	<input type="checkbox"/> Section 3(c)(3)	<input type="checkbox"/> Section 3(c)(11)
<input checked="" type="checkbox"/> Rule 506(b)	<input type="checkbox"/> Section 3(c)(4)	<input type="checkbox"/> Section 3(c)(12)
<input type="checkbox"/> Rule 506(c)	<input type="checkbox"/> Section 3(c)(5)	<input type="checkbox"/> Section 3(c)(13)
<input type="checkbox"/> Securities Act Section 4(a)(5)	<input type="checkbox"/> Section 3(c)(6)	<input type="checkbox"/> Section 3(c)(14)
	<input type="checkbox"/> Section 3(c)(7)	

7. Type of Filing

☒ New Notice Date of First Sale [2025-10-23](#) ☐ First Sale Yet to Occur

☐ Amendment

8. Duration of Offering

Does the Issuer intend this offering to last more than one year? ☐ Yes ☒ No

9. Type(s) of Securities Offered (select all that apply)

<input checked="" type="checkbox"/> Equity	<input type="checkbox"/> Pooled Investment Fund Interests
<input type="checkbox"/> Debt	<input type="checkbox"/> Tenant-in-Common Securities
<input checked="" type="checkbox"/> Option, Warrant or Other Right to Acquire Another Security	<input type="checkbox"/> Mineral Property Securities
<input checked="" type="checkbox"/> Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security	<input type="checkbox"/> Other (describe)

10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer? ☐ Yes ☒ No

Clarification of Response (if Necessary):

11. Minimum Investment

Minimum investment accepted from any outside investor \$60,000 USD

12. Sales Compensation

Recipient	Recipient CRD Number	<input type="checkbox"/> None
Canaccord Genuity LLC	1020	
(Associated) Broker or Dealer	(Associated) Broker or Dealer CRD Number	<input checked="" type="checkbox"/> None
None	None	
Street Address 1	Street Address 2	
ONE PENNSYLVANIA PLAZA	SUITE 2900	
City	State/Province/Country	ZIP/Postal Code
NEW YORK	NEW YORK	10119
State(s) of Solicitation (select all that apply)	<input type="checkbox"/> Foreign/non-US	
Check "All States" or check individual States	<input checked="" type="checkbox"/> All States	

Recipient	Recipient CRD Number		None
Canaccord Genuity LLC	1020		
(Associated) Broker or Dealer	<input checked="" type="checkbox"/>	None	(Associated) Broker or Dealer CRD Number
None	None		
Street Address 1	Street Address 2		
ONE PENNSYLVANIA PLAZA	SUITE 2900		
City	State/Province/Country		ZIP/Postal Code
NEW YORK	NEW YORK		10119
State(s) of Solicitation (select all that apply)			
Check "All States" or check individual States	<input type="checkbox"/>	All States	<input type="checkbox"/>
	Foreign/non-US		

Recipient	Recipient CRD Number		None
ROTH CAPITAL PARTNERS, LLC	15407		
(Associated) Broker or Dealer	<input checked="" type="checkbox"/>	None	(Associated) Broker or Dealer CRD Number
None	None		<input checked="" type="checkbox"/>
Street Address 1	Street Address 2		
888 SAN CLEMENTE DRIVE	SUITE 400		
City	State/Province/Country		ZIP/Postal Code
NEWPORT BEACH	CALIFORNIA		92660
State(s) of Solicitation (select all that apply)			
Check "All States" or check individual States	<input checked="" type="checkbox"/>	All States	<input checked="" type="checkbox"/>
	Foreign/non-US		

13. Offering and Sales Amounts

Total Offering Amount	\$27,995,450	USD	or	<input type="checkbox"/> Indefinite
Total Amount Sold	\$27,995,450	USD		
Total Remaining to be Sold	\$0	USD	or	<input type="checkbox"/> Indefinite

Clarification of Response (if Necessary):

Total Offering and Total Amount Sold is based on price paid for the Common Units, which consist of one common share and one common warrant and the Pre-Funded Units, which consist of one pre-funded warrant to purchase one common share and one common warrant.

14. Investors

☐ Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering.

Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:

15. Sales Commissions & Finder's Fees Expenses

Provide separately the amounts of sales commissions and finders fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions \$1,680,000 USD ☐ Estimate

Finders' Fees \$0 USD Estimate

Clarification of Response (if Necessary):

16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$2,960,000 USD ☐ Estimate

Clarification of Response (if Necessary):

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

Terms of Submission

In submitting this notice, each issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in the accordance with applicable law, the information furnished to offerees.*
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that, if the issuer is claiming a Regulation D exemption for the offering, the issuer is not disqualified from relying on Rule 504 or Rule 506 for one of the reasons stated in Rule 504(b)(3) or Rule 506(d).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
Brazil Potash Corp.	Matthew Simpson	/s/ Matthew Simpson	Chief Executive Officer and Director	2026-02-09

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

* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.