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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549**

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**FORM 20-F/A**  
(Amendment No. 1)

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REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR (g) OF THE SECURITIES EXCHANGE ACT OF 1934

OR

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2025

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

OR

SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Date of event requiring this shell company report

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File No.: 001-42423

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**BRAZIL POTASH CORP.**

(Exact name of registrant as specified in its charter)

Translation of registrant's name into English: Not applicable

**Ontario, Canada**  
(Jurisdiction of incorporation or organization)

**198 Davenport Road  
Toronto, Ontario, Canada  
Tel: +1 (416) 309-2963**  
(Address of principal executive offices)

**Matthew Simpson  
Chief Executive Officer  
+1 (416) 309-2963  
info@brazilpotash.com  
198 Davenport Road  
Toronto, Ontario, Canada**  
(Name, Telephone, E-mail and/or Facsimile number and Address of Company Contact Person)

Securities registered or to be registered pursuant to Section 12(b) of the Act:

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Title of each class to be registered	Trading Symbol(s)	Name of each exchange on which each class is to be registered
Common shares, no par value	GRO	NYSE American

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**Securities registered or to be registered pursuant to Section 12(g) of the Act: None**

**Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act: None**

Number of outstanding shares of each of the issuer's classes of capital or common stock as of December 31, 2025: 53,692,089 ordinary shares.

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Exchange Act of 1934. Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T during the preceding 12 months. Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or an emerging growth company.

Large accelerated filer  Accelerated filer  Non-accelerated filer   
Emerging Growth Company

If an emerging growth company that prepares its financial statements in accordance with U.S. GAAP, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) Exchange Act.

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report.

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements.

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to §240.10D-1(b).

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing.

U.S. GAAP  International Financial Reporting Standards as issued by the International Accounting Standards Board  Other

If "Other" has been checked in response to the previous question, indicate by check mark which financial statement item the registrant has elected to follow.  Item 17  Item 18

If this is an annual report, indicate by check mark whether the registrant is a shell company. Yes  No

Auditor firm Id: 1930, Auditor name: MNP LLP, Auditor location: Mississauga, Canada

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#### EXPLANATORY NOTE

This Amendment No. 1 on Form 20-F/A (the “Amended Annual Report”) amends the Annual Report on Form 20-F of Brazil Potash Corp. (the “Company” or “we”) for the year ended December 31, 2025 (the “Original Form 20-F”), filed on March 23, 2026, with the Securities and Exchange Commission (the “SEC”). The only changes made to the Original Form 20-F are to revise the Exhibit Table to include the consent of the Company’s independent registered public accounting firm and the consents of third-party qualified persons on Exhibits 23.1, 23.2, and 23.3, which were erroneously omitted from the previous filing.

Except as noted above, the Company has not modified, or updated disclosures presented in this Amended Annual Report. Accordingly, the Amended Annual Report does not reflect events occurring after the Original Form 20-F or modify or update those disclosures affected by subsequent events.

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**PART III**

ITEM 19. [EXHIBITS.](#)

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## ITEM 19. EXHIBITS.

Exhibit No.	Exhibit Description
1.1	<a href="#"><u>Articles of Incorporation of Brazil Potash Corp. (included as Exhibit 3.1 to our Registration Statement on Form F-1 as filed with the Securities and Exchange Commission on November 25, 2024, and incorporated herein by reference).</u></a>
1.2	<a href="#"><u>Articles of Amendment (to Articles of Incorporation) of Brazil Potash Corp., dated October 18, 2024 (included as Exhibit 3.2 to our Registration Statement on Form F-1 filed with the Securities and Exchange Commission on November 25, 2024, and incorporate herein by reference).</u></a>
1.3	<a href="#"><u>Bylaws of Brazil Potash Corp. (included as Exhibit 3.3 to our Registration Statement on Form F-1 filed with the Securities and Exchange Commission on November 25, 2024, and incorporate herein by reference).</u></a>
2.1	<a href="#"><u>Description of the Registrant's Securities Registered Pursuant to Section 12 of the Exchange Act (inculded as Exhibit 2.1 to our Form 20-F filed with the SEC on March 28, 2025, and incorporated herein by reference).</u></a>
2.2	<a href="#"><u>For of Common Warrant (included as Exhibit 4.1 to our Form 6-K filed with the Securities and Exchange Commission on October 23, 2025, and incorporated herein by reference).</u></a>
2.3	<a href="#"><u>Form of Pre-Funded Warrant (included as Exhibit 4.2 to our Form 6-K filed with the Securities and Exchange Commission on October 23, 2025, and incorporated herein by reference).</u></a>
4.1†	<a href="#"><u>Independent Contractor Agreement, dated as of October 1, 2009, between Brazil Potash Corp. and Forbes &amp; Manhattan, Inc. (included as Exhibit 10.9 to our Registration Statement on Form F-1 filed with the Securities and Exchange Commission on November 25, 2024, and incorporated herein by reference).</u></a>
4.2†	<a href="#"><u>Amendment to Independent Contractor Agreement, dated as of September 1, 2011, between Brazil Potash Corp. and Forbes &amp; Manhattan, Inc. (included as Exhibit 10.10 to our Registration Statement on Form F-1 filed with the Securities and Exchange Commission on November 25, 2024, and incorporated herein by reference).</u></a>
4.3†	<a href="#"><u>Amendment to Independent Contractor Agreement, dated as of February 1, 2015, between Brazil Potash Corp. and Forbes &amp; Manhattan, Inc. (included as Exhibit 10.11 to our Registration Statement on Form F-1 filed with the Securities and Exchange Commission on November 25, 2024, and incorporated herein by reference).</u></a>
4.4†	<a href="#"><u>Amendment to Independent Contractor Agreement, dated as of September 11, 2024, between Brazil Potash Corp. and Forbes &amp; Manhattan, Inc. (included as Exhibit 10.12 to our Registration Statement on Form F-1 filed with the Securities and Exchange Commission on November 25, 2024, and incorporated herein by reference).</u></a>
4.5†	<a href="#"><u>Independent Contractor Agreement, dated as of January 1, 2014, between Brazil Potash Corp. and Neil Said (included as Exhibit 10.13 to our Registration Statement on Form F-1 filed with the Securities and Exchange Commission on November 25, 2024, and incorporated herein by reference).</u></a>
4.6†	<a href="#"><u>Amendment to Independent Contractor Agreement, dated as of November 1, 2021, between Brazil Potash Corp. and Neil Said (included as Exhibit 10.14 to our Registration Statement on Form F-1 filed with the Securities and Exchange Commission on November 25, 2024, and incorporated herein by reference).</u></a>

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- 4.7† [Amendment to Independent Contractor Agreement, dated as of January 16, 2025, between Brazil Potash Corp. and Neil Said \(included as Exhibit 4.7 to our Form 20-F filed with the Securities and Exchange Commission on March 28, 2025, and incorporated herein by reference\).](#)
- 4.8† [Independent Contractor Agreement, dated as of August 1, 2014, between Brazil Potash Corp. and Ryan Ptolemy \(included as Exhibit 10.15 to our Registration Statement on Form F-1 filed with the Securities and Exchange Commission on November 25, 2024, and incorporated herein by reference\).](#)
- 4.9† [Amendment to Independent Contractor Agreement, dated as of November 1, 2021, between Brazil Potash Corp. and Ryan Ptolemy \(included as Exhibit 10.16 to our Registration Statement on Form F-1 filed with the Securities and Exchange Commission on November 25, 2024, and incorporated herein by reference\).](#)
- 4.10† [Amendment to Independent Contractor Agreement, dated as of January 16, 2025, between Brazil Potash Corp. and Ryan Ptolemy \(included as Exhibit 4.10 to our Form 20-F filed with the Securities and Exchange Commission on March 28, 2025, and incorporated herein by reference\).](#)
- 4.11† [Independent Contractor Agreement, dated as of February 1, 2015, between Brazil Potash Corp. and Iron Strike Inc. \(included as Exhibit 10.17 to our Registration Statement on Form F-1 filed with the Securities and Exchange Commission on November 25, 2024, and incorporated herein by reference\).](#)
- 4.12† [Service Agreement, dated as of September 16, 2021, between Potássio do Brasil Ltda. and J. Mendo Consultoria Empresarial Ltda. \[English translation\] \(included as Exhibit 10.18 to our Registration Statement on Form F-1 filed with the Securities and Exchange Commission on November 25, 2024, and incorporated herein by reference\).](#)
- 4.13 [Loan Agreement, dated as of June 15, 2020, between Brazil Potash Corp. and 2227929 Ontario Inc. \(included as Exhibit 10.19 to our Registration Statement on Form F-1 filed with the Securities and Exchange Commission on November 25, 2024, and incorporated herein by reference\).](#)
- 4.14 [Maturity Date Extension, dated December 17, 2020, between 2227929 Ontario Inc. and Brazil Potash Corp., amending Loan Agreement between Brazil Potash Corp. and 2227929 Ontario Inc. \(included as Exhibit 10.20 to our Registration Statement on Form F-1 filed with the Securities and Exchange Commission on November 25, 2024, and incorporated herein by reference\).](#)
- 4.15 [Maturity Date Extension, dated September 30, 2021, between 2227929 Ontario Inc. and Brazil Potash Corp., amending Loan Agreement between Brazil Potash Corp. and 2227929 Ontario Inc. \(included as Exhibit 10.21 to our Registration Statement on Form F-1 filed with the Securities and Exchange Commission on November 25, 2024, and incorporated herein by reference\).](#)
- 4.16 [Loan Agreement, dated as of July 2, 2020, between Brazil Potash Corp. and Aberdeen International Inc. \(included as Exhibit 10.22 to our Registration Statement on Form F-1 filed with the Securities and Exchange Commission on November 25, 2024, and incorporated herein by reference\).](#)
- 4.17 [Maturity Date Extension, dated February 9, 2021, between Aberdeen International Inc. and Brazil Potash Corp., amending Loan Agreement between Brazil Potash Corp. and Aberdeen International Inc. \(included as Exhibit 10.23 to our Registration Statement on Form F-1 filed with the Securities and Exchange Commission on November 25, 2024, and incorporated herein by reference\).](#)
- 4.18 [Maturity Date Extension, dated September 30, 2021, between Aberdeen International Inc. and Brazil Potash Corp., amending Loan Agreement between Brazil Potash Corp. and Aberdeen International Inc. \(included as Exhibit 10.24 to our Registration Statement on Form F-1 filed with the Securities and Exchange Commission on November 25, 2024, and incorporated herein by reference\).](#)

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- 4.19 [Loan Agreement, dated as of April 1, 2021, between Brazil Potash Corp. and Aberdeen International Inc. \(included as Exhibit 10.25 to our Registration Statement on Form F-1 filed with the Securities and Exchange Commission on November 25, 2024, and incorporated herein by reference\).](#)
- 4.20 [Maturity Date Extension, dated September 30, 2021, between Aberdeen International Inc. and Brazil Potash Corp., amending Loan Agreement between Brazil Potash Corp. and Aberdeen International Inc. \(included as Exhibit 10.26 to our Registration Statement on Form F-1 filed with the Securities and Exchange Commission on November 25, 2024, and incorporated herein by reference\).](#)
- 4.21 [Loan Agreement, dated as of August 4, 2021, between Brazil Potash Corp. and Aberdeen International Inc. \(included as Exhibit 10.27 to our Registration Statement on Form F-1 filed with the Securities and Exchange Commission on November 25, 2024, and incorporated herein by reference\).](#)
- 4.22 [Maturity Date Extension, dated September 30, 2021, between Aberdeen International Inc. and Brazil Potash Corp., amending Loan Agreement between Brazil Potash Corp. and Aberdeen International Inc. \(included as Exhibit 10.28 to our Registration Statement on Form F-1 filed with the Securities and Exchange Commission on November 25, 2024, and incorporated herein by reference\).](#)
- 4.23 [Loan Agreement, dated as of October 22, 2020, between Brazil Potash Corp. and Sulliden Mining Capital Inc. \(included as Exhibit 10.29 to our Registration Statement on Form F-1 filed with the Securities and Exchange Commission on November 25, 2024, and incorporated herein by reference\).](#)
- 4.24 [Maturity Date Extension, dated February 10, 2021, between Sulliden Mining Capital Inc. and Brazil Potash Corp., amending Loan Agreement between Brazil Potash Corp. and Sulliden Mining Capital Inc. \(included as Exhibit 10.30 to our Registration Statement on Form F-1 filed with the Securities and Exchange Commission on November 25, 2024, and incorporated herein by reference\).](#)
- 4.25 [Maturity Date Extension, dated September 30, 2021, between Sulliden Mining Capital Inc. and Brazil Potash Corp., amending Loan Agreement between Brazil Potash Corp. and Sulliden Mining Capital Inc. \(included as Exhibit 10.31 to our Registration Statement on Form F-1 filed with the Securities and Exchange Commission on November 25, 2024, and incorporated herein by reference\).](#)
- 4.26 [Loan Agreement, dated as of February 26, 2021, between Brazil Potash Corp. and Greenway Investments International Ltd. \(included as Exhibit 10.32 to our Registration Statement on Form F-1 filed with the Securities and Exchange Commission on November 25, 2024, and incorporated herein by reference\).](#)
- 4.27 [Maturity Date Extension, dated September 30, 2021, between Greenway Investments International Ltd. and Brazil Potash Corp., amending Loan Agreement between Brazil Potash Corp. and Greenway Investments International Ltd. \(included as Exhibit 10.33 to our Registration Statement on Form F-1 filed with the Securities and Exchange Commission on November 25, 2024, and incorporated herein by reference\).](#)
- 4.28 [Loan Agreement, dated as of May 5, 2021, between Brazil Potash Corp. and Newdene Gold Inc. \(included as Exhibit 10.34 to our Registration Statement on Form F-1 filed with the Securities and Exchange Commission on November 25, 2024, and incorporated herein by reference\).](#)
- 4.29 [Maturity Date Extension, dated September 30, 2021, between Newdene Gold Inc. and Brazil Potash Corp., amending Loan Agreement between Brazil Potash Corp. and Newdene Gold Inc. \(included as Exhibit 10.35 to our Registration Statement on Form F-1 filed with the Securities and Exchange Commission on November 25, 2024, and incorporated herein by reference\).](#)
- 4.30+ [Offtake Agreement, dated as of September 29, 2022, between Potássio do Brasil Ltda. and Amaggi Exportação e Importação Ltda. \[English translation\] \(included as Exhibit 10.36 to our Registration Statement on Form F-1 filed with the Securities and Exchange Commission on November 25, 2024, and incorporated herein by reference\).](#)

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- 4.31+ [Distribution and Marketing Agreement, dated as of September 29, 2022, between Potássio do Brasil Ltda. and Amaggi Exportação e Importação Ltda. \[English translation\] \(included as Exhibit 10.37 to our Registration Statement on Form F-1 filed with the Securities and Exchange Commission on November 25, 2024, and incorporated herein by reference\).](#)
- 4.32+ [Shipping Agreement, dated as of September 30, 2022, between Potássio do Brasil Ltda. and Hermasa Navegação da Amazônia Ltda. \[English translation\] \(included as Exhibit 10.38 to our Registration Statement on Form F-1 filed with the Securities and Exchange Commission on November 25, 2024, and incorporated herein by reference\).](#)
- 4.33 [Form of Contract for Assignment of Possessory Rights over the Property and Other Covenants, between assignor and Potássio do Brasil Ltda., as assignee \[English translation\] \(included as Exhibit 10.39 to our Registration Statement on Form F-1 filed with the Securities and Exchange Commission on November 25, 2024, and incorporated herein by reference\).](#)
- 4.34 [Form of Lease Agreement for rural land, between lessor and Potássio do Brasil Ltda., as lessee \[English translation\] \(included as Exhibit 10.40 to our Registration Statement on Form F-1 filed with the Securities and Exchange Commission on November 25, 2024, and incorporated herein by reference\).](#)
- 4.35+ [Option Agreement, dated as of November 1, 2024, among Franco-Nevada Corporation \(as option holder\), Potássio do Brasil Ltda. \(as grantor\), and Brazil Potash Corp. \(included as Exhibit 10.41 to our Registration Statement on Form F-1 filed with the Securities and Exchange Commission on November 25, 2024, and incorporated herein by reference\).](#)
- 4.36 [Form of Underwriters' Warrants \(included as Exhibit 4.3 to our Registration Statement on Form F-1 filed with the Securities and Exchange Commission on November 25, 2024, and incorporated herein by reference\).](#)
- 4.37† [Stock Option Plan \(included as Exhibit 10.1 to our Registration Statement on Form F-1 filed with the Securities and Exchange Commission on November 25, 2024, and incorporated herein by reference\).](#)
- 4.38† [Form of Stock Option Agreement \(included as Exhibit 10.2 to our Registration Statement on Form F-1 filed with the Securities and Exchange Commission on November 25, 2024, and incorporated herein by reference\).](#)
- 4.39† [Consulting Agreement, effective January 9, 2025, between Brazil Potash Corp. and Mayo Schmidt, Trustee of the MMS Trust, Dated April 18, 2024 \(included as exhibit 4.39 to our Form 20-F filed with the Securities and Exchange Commission on March 28, 2025, and incorporated herein by reference\).](#)
- 4.40† [2024 Incentive Compensation Plan \(included as Exhibit 10.4 to our Registration Statement on Form F-1 filed with the Securities and Exchange Commission on November 25, 2024, and incorporated herein by reference\).](#)
- 4.41† [Amended and Restated Deferred Share Unit Plan \(included as Exhibit 10.3 to our Registration Statement on Form F-1 filed with the Securities and Exchange Commission on November 25, 2024, and incorporated herein by reference\).](#)
- 4.42 [Form of Indemnity Agreement between Brazil Potash Corp. and each of its directors and executives \(included as Exhibit 10.5 to our Registration Statement on Form F-1 filed with the Securities and Exchange Commission on November 25, 2024, and incorporated herein by reference\).](#)
- 4.43 [Any Market Purchase Agreement, dated May 1, 2025 \(included as Exhibit 10.1 to our Form 6-K filed with the Securities and Exchange Commission on May 6, 2025, and incorporated herein by reference\).](#)

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- 4.44 [Take or Pay Contract between Potassio do Brasil Ltda. and Keytrade Fertilizantes Brasil Ltda., dated August 20, 2025 \(included as Exhibit 10.1 to Form 6-K filed with the Securities and Exchange Commission on August 26, 2025, and incorporated herein by reference\).](#)
  - 4.45 [Form of Securities Purchase Agreement, dated October 17, 2025 \(included as Exhibit 10.1 to our Form 6-K filed with the Securities and Exchange Commission on October 23, 2025, and incorporated herein by reference\).](#)
  - 4.46 [Form of Lock-Up Agreement \(included as Exhibit 10.2 to our Form 6-K filed with the Securities and Exchange Commission on October 23, 2025, and incorporated herein by reference\).](#)
  - 4.47 [Form of Registration Rights Agreement, dated October 17, 2025 \(included as Exhibit 10.3 to our Form 6-K filed with the Securities and Exchange Commission on October 23, 2025, and incorporated herein by reference\).](#)
  - 4.48 [Take or Pay Contract between Potassio do Brasil Ltda. and Kimia Solutions Ltda., dated October 28, 2025 \(included as Exhibit 10.1 to Form 6-K filed with the Securities and Exchange Commission on October 29, 2025, and incorporated herein by reference\).](#)
  - 8.1 [List of subsidiaries of the Company \(included as Exhibit 21.1 to our Registration Statement on Form F-1 filed with the Securities and Exchange Commission on November 25, 2024, and incorporated herein by reference\).](#)
  - 11.1 [Amended and Restated Insider Trading Policy \(included as Exhibit 11.1 to our Form 20-F filed with the Securities and Exchange Commission on March 28, 2025, and incorporated herein by reference\).](#)
  - 12.1\* [Certification of the Chief Executive Officer pursuant to rule 13a-14\(a\) of the Securities Exchange Act of 1934.](#)
  - 12.2\* [Certification of the Chief Financial Officer pursuant to rule 13a-14\(a\) of the Securities Exchange Act of 1934.](#)
  - 13.1\* [Certification of the Chief Executive Officer pursuant to 18 U.S.C. 1350, furnished herewith.](#)
  - 13.2\* [Certification of the Chief Financial Officer pursuant to 18 U.S.C. 1350, furnished herewith.](#)
  - 23.1\* [Consent of independent registered public accounting firm – MNP LLP](#)
  - 23.2\* [Consent of third-party qualified person—ERCOSPLAN Ingenieuresellschaft Geotechnik und Bergbau mbH](#)
  - 23.3\* [Consent of third-party qualified person—L&M Assessoria](#)
  - 96.1 [Technical Report Summary of the Autazes Potash Project-Pre-Feasibility Study \(included as Exhibit 96.1 to our Registration Statement on Form F-1 filed with the Securities and Exchange Commission on November 25, 2024, and incorporated herein by reference\).](#)
  - 97.1 [Executive Officer Clawback Policy \(included as Exhibit 97.1 to our Form 20-F filed with the Securities and Exchange Commission on March 28, 2025, and incorporated herein by reference\).](#)
  - 101.INS Inline XBRL Instance Document
  - 101.SCH Inline XBRL Taxonomy Extension Schema Document
  - 104 Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)

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- \* Filed herewith.
  - † Management contract or compensatory plan or arrangement.
  - + Portions of this exhibit have been omitted and filed separately with the Securities and Exchange Commission pursuant to a confidential treatment request.

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**SIGNATURES**

The registrant hereby certifies that it meets all of the requirements for filing on Form 20-F/A and that it has duly caused and authorized the undersigned to sign this Annual Report filed on its behalf.

**BRAZIL POTASH CORP.**

Date: April 7, 2026

By: /s/ Matthew Simpson  
Matthew Simpson  
Chief Executive Officer

**SECTION 302 CERTIFICATION  
CERTIFICATION OF CHIEF EXECUTIVE OFFICER**

I, Matthew Simpson, certify that:

1. I have reviewed this annual report on Form 20-F/A of Brazil Potash Corp. for the Fiscal Year Ended December 31, 2025;
2. Based on my knowledge, this report 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 report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: April 7, 2026

/s/ Matthew Simpson  
\_\_\_\_\_  
Matthew Simpson  
Chief Executive Officer  
(Principal executive officer)

**SECTION 302 CERTIFICATION  
CERTIFICATION OF CHIEF FINANCIAL OFFICER**

I, Ryan Ptolemy, certify that:

1. I have reviewed this annual report on Form 20-F/A of Brazil Potash Corp. for the Fiscal Year Ended December 31, 2025;
2. Based on my knowledge, this report 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 report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: April 7, 2026

/s/ Ryan Ptolemy  
\_\_\_\_\_  
Ryan Ptolemy  
Chief Financial Officer  
(Principal financial officer)

**CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Annual Report of Brazil Potash Corp. (the “Company”) on Form 20-F/A for the Fiscal Year Ended December 31, 2025 (the “Report”), I, Matthew Simpson, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. §1350, as adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002, based on my knowledge, that:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

Date: April 7, 2026

/s/ Matthew Simpson

\_\_\_\_\_  
Matthew Simpson  
Chief Executive Officer  
(Principal executive officer)

**CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Annual Report of Brazil Potash Corp. (the “Company”) on Form 20-F/A for the Fiscal Year Ended December 31, 2025 (the “Report”), I, Ryan Ptolemy, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. §1350, as adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002, based on my knowledge, that:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

Date: April 7, 2026

/s/ Ryan Ptolemy

\_\_\_\_\_  
Ryan Ptolemy  
Chief Financial Officer  
(Principal financial officer)

**Consent of Independent Registered Public Accounting Firm**

We hereby consent to the incorporation by reference in Brazil Potash Corp.'s Registration Statements on Form F-1 (Registration No. 333-291630) and Form S-8 (Registration Nos. 333-286827 and 333-288029) of our report dated March 23, 2026, relating to the consolidated financial statements which appear in this Annual Report on Form 20-F for the year ended December 31, 2025.

*/s/ MNP LLP*

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MNP LLP

Chartered Professional Accountants

Licensed Public Accountants

Mississauga, Canada

April 7, 2026

## CONSENT

Brazil Potash Corp.  
198 Davenport Road, Toronto  
Ontario, Canada, M5R 1J2

Re: S-K 1300 Technical Report and the Annual Report on Form 20-F of Brazil Potash Corp. (the “Company”) for the fiscal year ended December 31, 2025

ERCOSPLAN Ingenieuresellschaft Geotechnik und Bergbau mbH (“ERCOSPLAN”) is the authoring firm of the report titled “Technical Report, Update of the Autazes Potash Project – Pre-Feasibility Study”, dated October 14, 2022 (the “Technical Report”), regarding the Company’s potash mining project known as the Autazes Project (the “Project”), which Technical Report was prepared in accordance with Item 601 and Subpart 1300 (“Subpart 1300”) under Title 17, Part 229 of Regulation S-K promulgated by the U.S. Securities and Exchange Commission (the “Commission”) under the U.S. Securities Act of 1933, as amended.

ERCOSPLAN understands that the Company makes reference to ERCOSPLAN’s name and the Technical Report in the Company’s Annual Report on Form 20-F for the fiscal year ended December 31, 2025 (the “Annual Report”), that has been prepared and filed with the Commission in connection with the Company’s Annual Report. ERCOSPLAN further understands that the Company uses certain extracts of, and information from, the Technical Report to describe and provide information regarding the Project in the Annual Report (collectively, the “Expert Information”).

Accordingly, with respect to the Annual Report, ERCOSPLAN does hereby consent to:

- the use of, and references to, its name in the Annual Report;
- the use of, and references to, the Technical Report in the Annual Report; and
- the use of, in the Annual Report, the Expert Information or any portions thereof.

ERCOSPLAN confirms that where its work in the Technical Report and the Expert Information involved a mineral resource or mineral reserve estimate, such estimates comply with the requirements for mineral resource and mineral reserve estimation set forth under Subpart 1300.

ERCOSPLAN further confirms that (i) it has been provided with a copy of the Annual Report, (ii) its representatives have read the disclosure in the Annual Report that relate to the Project, including the Expert Information, and (iii) such disclosure included in the Annual Report does not contain a misrepresentation.

Dated: April 7, 2026

ERCOSPLAN INGENIEURGESELLSCHAFT GEOTECHNIK UND BERGBAU MBH

By: /s/ Dr. Henry Rauche  
Name: Dr. Henry Rauche  
Title: Managing Director and CEO

## CONSENT

Brazil Potash Corp.  
198 Davenport Road, Toronto  
Ontario, Canada, M5R 1J2

Re: S-K 1300 Technical Report and the Annual Report on Form 20-F of Brazil Potash Corp. (the “Company”) for the fiscal year ended December 31, 2025

L&M Assessoria (“L&M”) is the authoring firm of Section 17.6 titled “Opinion of Qualified Person (QP)” and Chapter 19 titled “Economic Analysis” of the report titled “Technical Report, Update of the Autazes Potash Project – Pre-Feasibility Study”, dated October 14, 2022 (the “Technical Report”), regarding the Company’s potash mining project known as the Autazes Project (the “Project”), which Technical Report was prepared in accordance with Item 601 and Subpart 1300 (“Subpart 1300”) under Title 17, Part 229 of Regulation S-K promulgated by the U.S. Securities and Exchange Commission (the “Commission”) under the U.S. Securities Act of 1933, as amended.

L&M understands that the Company makes reference to L&M’s name and the Technical Report in the Company’s Annual Report on Form 20-F for the fiscal year ended December 31, 2025 (the “Annual Report”), that has been prepared and filed with the Commission in connection with the Company’s Annual Report. L&M further understands that the Company uses certain extracts of, and information from, the Technical Report to describe and provide information regarding the Project in the Annual Report (collectively, the “Expert Information”).

Accordingly, with respect to the Annual Report, L&M does hereby consent to:

- the use of, and references to, its name in the Annual Report;
- the use of, and references to, the Technical Report in the Annual Report; and
- the use of, in the Annual Report, the Expert Information or any portions thereof.

L&M confirms that where its work in the Technical Report and the Expert Information involved a mineral resource or mineral reserve estimate, such estimates comply with the requirements for mineral resource and mineral reserve estimation set forth under Subpart 1300.

L&M further confirms that (i) it has been provided with a copy of the Annual Report, (ii) its representatives have read the disclosure in the Annual Report that relate to the Project, including the Expert Information, and (iii) such disclosure included in the Annual Report does not contain a misrepresentation.

Dated: April 7, 2026

L&M ASSESSORIA

By: /s/ João Augusto Hilário de Souza

Name: João Augusto Hilário de Souza

Title: Mining Engineer