

POTASH AMERICA, INC.  
Form 10-K  
July 09, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**FORM 10-K**

(Mark One)

x ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934  
For the fiscal year ended **March 31, 2012**  
.. TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934  
For the transition period from[ ] to [ ]  
Commission file number **333-150775**

**POTASH AMERICA, INC.**  
(Exact name of registrant as specified in its charter)

**Nevada**  
(State or other jurisdiction of incorporation or  
organization)

**41-2247537**  
(I.R.S. Employer Identification No.)

**8th Floor 200 South Virginia Street, Reno, Nevada**  
(Address of principal executive offices)  
Registrant's telephone number, including area code:

**89501**  
(Zip Code)  
**(775) 398-3019**

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

Title of Each Class	Name of Each Exchange On Which Registered
<b>N/A</b>	<b>N/A</b>

Securities registered pursuant to Section 12(g) of the Act:

**N/A**  
(Title of class)

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 the Securities Act.

Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act

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 Securities Exchange Act of 1934 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 last 90 days.

Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-K (§229.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definition of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes  No

The aggregate market value of Common Stock held by non-affiliates of the Registrant on September 30, 2011 was \$138,805,100 based on a \$0.94 average bid and asked price of such common equity, as of the last business day of the registrant's most recently completed second fiscal quarter.

Indicate the number of shares outstanding of each of the registrant's classes of common stock as of the latest practicable date.

147,625,000 common shares as of July 5, 2012.

#### DOCUMENTS INCORPORATED BY REFERENCE

None.



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## PART I

### Item 1.

#### Business

This annual report contains forward-looking statements. These statements relate to future events or our future financial performance. In some cases, you can identify forward-looking statements by terminology such as *may*, *should*, *expects*, *plans*, *anticipates*, *believes*, *estimates*, *predicts*, *potential* or *continue* or the negative or other comparable terminology. These statements are only predictions and involve known and unknown risks, uncertainties and other factors, including the risks in the section entitled *Risk Factors*, that may cause our or our industry's actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by these forward-looking statements.

Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future results, levels of activity, performance or achievements. Except as required by applicable law, including the securities laws of the United States, we do not intend to update any of the forward-looking statements to conform these statements to actual results.

Our financial statements are stated in United States Dollars (US\$) and are prepared in accordance with United States Generally Accepted Accounting Principles.

In this annual report, unless otherwise specified, all dollar amounts are expressed in United States dollars and all references to *common shares* refer to the common shares in our capital stock.

As used in this current report and unless otherwise indicated, the terms "we", "us", "our" and "our company" mean Potash America, Inc., unless otherwise stated.

#### *General Overview*

We were 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 effected a split of our authorized capital and our issued and outstanding common shares on an 80 for 1 basis. On March 3, 2011 we changed our name to Potash America, Inc., and began looking for opportunities to acquire exploration stage mineral properties. We maintain our business offices at 200 South Virginia Street, 8th Floor, Reno, Nevada, 89501 and our telephone number is (775) 398-3019.

Before we went through a change of control and business focus, we were engaged in the business of developing an online advertising brokerage service to bring together high traffic web site publishers with companies wishing to place ads on them in order to drive traffic to their own internet sites. Since our inception, we had been attempting to raise money to operate our business, but have not been able to secure the funds necessary to do so. The lack of funds and the present economy have prevented that from happening. As we have been unable to raise the capital necessary to develop and market our service, we began a search for other business opportunities which may benefit our shareholders and allow us to raise capital and operate.

#### *Current Business*

Shortly after changing our business focus to exploration stage properties, we identified an opportunity to acquire a Newfoundland mineral property from Habitants Minerals Ltd. We entered into a letter of intent on March 15, 2011 and subsequently a mining property acquisition agreement on June 6, 2011. We now plan to undertake further



evaluation of the Newfoundland property.

On March 15, 2011, we entered into a credit facility agreement. The lender agreed to provide us with a line of credit in the amount of up to \$200,000 wherein, within three business days after receipt of notice from us, the lender will advance amounts requested to our company. On June 22, 2011, the credit facility agreement was amended to increase the size of the line of credit to a total of \$1,000,000. We shall use the advances to fund working capital and general corporate activities. Pursuant to the terms of the credit facility agreement, our company shall pay any outstanding amounts to the lender on demand. We may also repay the loan and accrued interest at any time without penalty. Amounts outstanding shall bear interest at the rate of 5% per annum.

We entered into a letter of intent on March 15, 2011 with Habitants Minerals Ltd with respect to an acquisition of a property in Newfoundland, Canada.

On May 11, 2011, we entered into a letter of intent to acquire a 100% interest in 39 Bureau of Land Management claims in Sodaville, Mineral County, Nevada (the Sodaville Claims ). Pursuant to the terms of the letter of intent our company advanced the following payments to the administrator of the claims, Ms. Kim Diaz:

1.

\$20,000, of which \$5,000 was disbursed to Ms. Diaz, contemporaneously with the execution of the letter of intent; and

2.

\$5,000, which was provided upon the execution of the letter of intent, to enable Ms. Diaz and Elwayne E. Everett to commence the bentonite project on the adjacent property;

Under the terms of the letter of intent our company and Ms. Diaz would be required to enter into an option agreement on or before August 31, 2011. Pursuant to the option agreement our company would be required advance \$10,000 to Ms. Diaz to cover reimbursement on the 39 Sodaville Claims which would be deducted from the required payment of \$210,000 to Ms. Diaz upon execution of the option agreement.

On June 6, 2011, we entered into and closed a property acquisition agreement with Habitants. Pursuant to the terms of the agreement, we acquired an undivided 100% interest in certain unpatented mining claims located in Western Newfoundland, Canada which we refer to as the Newfoundland Property . Pursuant to the terms of the agreement, we agreed to provide the following payments to Habitants:

The aggregate consideration of \$50,000 consisting of the following:

.

\$30,000 which was previously provided to Habitants, and

.

the balance of \$20,000 which was provided on the closing of the agreement.

If any third party asserts any right or claim to the Newfoundland Property or to any amounts payable to Habitants, we may deposit any amounts otherwise due to Habitants in escrow with a suitable agent until the validity of such right or claim has been finally resolved. If we deposit said amounts in escrow, we shall be deemed not in default under this agreement for failure to pay such amounts to Habitants.

On August 31, 2011 we entered into a purchase and sale agreement with Ms. Kim Diaz and Sonseeahry related to the acquisition of the 100% interest in the Sodaville Claims. Under the terms of the purchase and sale agreement our

company issued a pre-closing advance of \$200,000 (paid on August 29, 2011).

As additional consideration our company will pay compensation as follows:

1.

\$200,000 on November 31, 2011 (\$465,645 paid as of March 31, 2012, which includes the \$200,000 pre-closing advance and \$65,645 in related pre-payment fees);

2.

\$50,000 on July 1, 2012 (paid);

3.

\$1,500,000, which will be paid in equal payments of \$500,000 on or before January 1st of 2013, 2014 and 2015;

4.

2,500,000 shares of our company's common stock based on the pro-rata interest in the claims and a total of 500,000 shares to those parties designated by the sellers on or before July 1st of 2012, 2013 and 2014;

We have also agreed to pay a royalty of \$10 per short ton of product produced from the Sodaville Claims and sold by our company.

Our company has also located 48 unpatented lode mining claims (the Additional Claims ) in the area in which the Sodaville Claims are located. As part of the consideration our company will also pay the sellers a royalty of \$10 per short ton of product produced from the Additional Claims and sold by our company. In addition to granting the royalty in the Additional Claims our company will issue 50,000 shares of restricted stock to the sellers on or before January 1, 2015.

Our company shall also reserve a net smelter returns royalty (the NSR Royalty ) on certain metallic products produced from the Sodaville Claims equal to 2% of the net smelter returns. The NSR Royalty shall not apply to and no NSR Royalty payments shall be due for any product produced from the Sodaville Claims sold by our company.

Additionally, our company will pay the sellers a guaranteed minimum annual royalty of \$50,000 for a period of 5 years with the first payment due on December 31, 2015 and the last payment due on December 31, 2020.

On November 22, 2011, we entered a second credit facility agreement in which the lender agreed to provide our company with a line of credit in the amount of up to \$500,000. Pursuant to the terms of the credit facility agreement, our company shall pay any outstanding amounts to the lender on demand. Our company may also repay the loan and accrued interest at any time without penalty. Amounts outstanding shall bear interest at the rate of 10% per annum.

Effective December 1, 2011, we entered into an employment agreement with our president, Barry Wattenberg, under which Mr. Wattenberg will receive a base salary of \$10,000 per month, payments of which will accrue, and a key man life insurance policy of \$1,000,000 payable half to our company and half to Mr. Wattenberg's estate.

On April 12, 2012, we entered into a \$1,000,000 letter of credit agreement dated March 27, 2012. Pursuant to the terms outlined in the letter of credit, at any time our company may require any and all funds outstanding under the letter of credit, except for accrued interest which is to be paid in cash, to be converted into units of our company at a price of \$0.80 per unit. Each unit consists of one share of common stock and one warrant to purchase one share of common stock at \$1.50 US for a period of five years. Our company will pay annual interest of 5% until the loan is repaid or converted into units. Our company will issue 1,250,000 units when the exercise provision is enacted.

On May 8, 2012, we announced the acquisition of intellectual property and establishment of a new division. Our company has acquired eight domain names in conjunction with the formation of a new division focusing on the use of our calcium-montmorillonite as an animal supplement. In forming this wholly owned division to be called Trace Elements Clay , our company intends to focus on the probiotic nature of the clay as well as the toxin flushing benefit that the negatively ion-charged montmorillonite provides.

### ***Market, Customers and Distribution Methods***

Although there can be no assurance, large and well capitalized markets are readily available for all minerals throughout the world. A very sophisticated futures market for the pricing and delivery of future production also exists. The price for minerals is affected by a number of global factors, including economic strength and resultant demand for minerals for production, fluctuating supplies, mining activities and production by others in the industry, and new and or reduced uses for subject minerals.

The mining industry is highly speculative and of a very high risk nature. As such, mining activities involve a high degree of risk, which even a combination of experience, knowledge and careful evaluation may not be able to overcome. Few mining projects actually become operating mines.



The mining industry is subject to a number of factors, including intense industry competition, high susceptibility to economic conditions (such as price of minerals, foreign currency exchange rates, and capital and operating costs), and political conditions (which could affect such things as import and export regulations, foreign ownership restrictions). Furthermore, the mining activities are subject to all hazards incidental to mineral exploration, development and production, as well as risk of damage from earthquakes, any of which could result in work stoppages, damage to or loss of property and equipment and possible environmental damage. Hazards such as unusual or unexpected geological formations and other conditions are also involved in mineral exploration and development.

### *Competition*

The mineral exploration industry is highly competitive. We are a new exploration stage company and have a weak competitive position in the industry. We compete with junior and senior mineral exploration companies, independent producers and institutional and individual investors who are actively seeking to acquire mineral exploration properties throughout the world together with the equipment, labor and materials required to operate on those properties. Competition for the acquisition of mineral exploration interests is intense with many mineral exploration leases or concessions available in a competitive bidding process in which we may lack the technological information or expertise available to other bidders.

Many of the mineral exploration companies with which we compete for financing and for the acquisition of mineral exploration properties have greater financial and technical resources than those available to us. Accordingly, these competitors may be able to spend greater amounts on acquiring mineral exploration interests of merit or on exploring or developing their mineral exploration properties. This advantage could enable our competitors to acquire mineral exploration properties of greater quality and interest to prospective investors who may choose to finance their additional exploration and development. Such competition could adversely impact our ability to attain the financing necessary for us to acquire further mineral exploration interests or explore and develop our current or future mineral exploration properties.

We also compete with other junior mineral exploration companies for financing from a limited number of investors that are prepared to invest in such companies. The presence of competing junior mineral exploration companies may impact our ability to raise additional capital in order to fund our acquisition or exploration programs if investors perceive that investments in our competitors are more attractive based on the merit of their mineral exploration properties or the price of the investment opportunity. In addition, we compete with both junior and senior mineral exploration companies for available resources, including, but not limited to, professional geologists, land specialists, engineers, camp staff, helicopters, float planes, mineral exploration supplies and drill rigs.

General competitive conditions may be substantially affected by various forms of energy legislation and/or regulation introduced from time to time by the governments of the United States and other countries, as well as factors beyond our control, including international political conditions, overall levels of supply and demand for mineral exploration.

In the face of competition, we may not be successful in acquiring, exploring or developing profitable mineral properties or interests, and we cannot give any assurance that suitable mineral properties or interests will be available for our acquisition, exploration or development. Despite this, we hope to compete successfully in the mineral exploration industry by:

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keeping our costs low;

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relying on the strength of our management's contacts; and

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using our size and experience to our advantage by adapting quickly to changing market conditions or responding swiftly to potential opportunities.

## **Intellectual Property**

We have established a website and maintain the domain [www.potashamerica.com](http://www.potashamerica.com). Our company has also acquired eight domain names in conjunction with the formation of a new division focusing on the use of its calcium-montmorillonite as an animal supplement. The domain names are as follows: [traceelementsclay.com](http://traceelementsclay.com), [traceelementsclay.net](http://traceelementsclay.net), [tec-bovine.com](http://tec-bovine.com), [tec-bovine.net](http://tec-bovine.net), [tec-canine.com](http://tec-canine.com), [tec-canine.net](http://tec-canine.net), [tec-equine.com](http://tec-equine.com), [tec-equine.net](http://tec-equine.net), [tec-feline.com](http://tec-feline.com), [tec-feline.net](http://tec-feline.net), [tec-poultry.com](http://tec-poultry.com), [tec-poultry.net](http://tec-poultry.net), [tec-health.net](http://tec-health.net), [tec-soil.com](http://tec-soil.com), and [tec-soil.net](http://tec-soil.net).

## **Research and Development**

We have not spent any amounts which have been classified as research and development activities in our financial statements since our inception.

## **Government Regulation**

Any operations at our Newfoundland Property will be subject to various Federal and Provincial laws and regulations in Canada which govern prospecting, development, mining, production, exports, taxes, labor standards, occupational health, waste disposal, protection of the environment, mine safety, hazardous substances and other matters. We will be required to obtain those licenses, permits or other authorizations currently required to conduct exploration and other programs. There are no current orders or directions relating to us or the Newfoundland Property with respect to the foregoing laws and regulations. Such compliance may include feasibility studies on the surface impact of our proposed operations, costs associated with minimizing surface impact, water treatment and protection, reclamation activities, including rehabilitation of various sites, on-going efforts at alleviating the mining impact on wildlife and permits or bonds as may be required to ensure our compliance with applicable regulations. It is possible that the costs and delays associated with such compliance could become so prohibitive that we may decide to not proceed with exploration, development, or mining operations on any of our mineral properties. We are not presently aware of any specific material environmental constraints affecting our property that would preclude the economic development or operation of property in Canada.

Any operations at our Nevada properties will be subject to various federal and state laws and regulations in the United States which govern prospecting, development, mining, production, exports, taxes, labor standards, occupational health, waste disposal, protection of the environment, mine safety, hazardous substances and other matters. We will be required to obtain those licenses, permits or other authorizations currently required to conduct exploration and other programs. There are no current orders or directions relating to us or our properties with respect to the foregoing laws and regulations. Such compliance may include feasibility studies on the surface impact of our proposed operations, costs associated with minimizing surface impact, water treatment and protection, reclamation activities, including rehabilitation of various sites, on-going efforts at alleviating the mining impact on wildlife and permits or bonds as may be required to ensure our compliance with applicable regulations. It is possible that the costs and delays associated with such compliance could become so prohibitive that we may decide to not proceed with exploration, development, or mining operations on any of our mineral properties. We are not presently aware of any specific material environmental constraints affecting our properties that would preclude the economic development or operation of property in the United States.

The U.S. Forest Service requires that mining operations on lands subject to its regulation obtain an approved plan of operations subject to environmental impact evaluation under the *National Environmental Policy Act*. Any significant modifications to the plan of operations may require the completion of an environmental assessment or Environmental Impact Statement prior to approval. Mining companies must post a bond or other surety to guarantee the cost of post-mining reclamation. These requirements could add significant additional cost and delays to any mining project undertaken by us.





Under the U.S. *Resource Conservation and Recovery Act*, mining companies may incur costs for generating, transporting, treating, storing, or disposing of hazardous waste, as well as for closure and post-closure maintenance once they have completed mining activities on a property. Any future mining operations at the Nevada Properties may produce air emissions, including fugitive dust and other air pollutants, from stationary equipment, storage facilities, and the use of mobile sources such as trucks and heavy construction equipment which are subject to review, monitoring and/or control requirements under the Federal Clean Air Act and state air quality laws. Permitting rules may impose limitations on our production levels or create additional capital expenditures for pollution control in order to comply with the rules.

The U.S. *Comprehensive Environmental Response Compensation and Liability Act of 1980*, as amended ("CERCLA"), imposes strict joint and several liability on parties associated with releases or threats of releases of hazardous substances. Those liable groups include, among others, the current owners and operators of facilities which release hazardous substances into the environment and past owners and operators of properties who owned such properties at the time the disposal of the hazardous substances occurred. This liability could include the cost of removal or remediation of the release and damages for injury to the surrounding property. We cannot predict the potential for future CERCLA liability with respect to our properties or surrounding areas.

### **Environmental Regulations**

We are not aware of any material violations of environmental permits, licenses or approvals that have been issued with respect to our operations. We expect to comply with all applicable laws, rules and regulations relating to our business, and at this time, we do not anticipate incurring any material capital expenditures to comply with any environmental regulations or other requirements.

While our intended projects and business activities do not currently violate any laws, any regulatory changes that impose additional restrictions or requirements on us or on our potential customers could adversely affect us by increasing our operating costs or decreasing demand for our products or services, which could have a material adverse effect on our results of operations.

### **Employees**

We have commenced only limited operations; therefore, we have no full-time employees. Our officers and directors provide services to us on an as-needed basis. When we commence full operations, we will need to establish full-time management and administrative support staff. Our company intends to contract-out many of these functions.

### **Item 1A.**

#### **Risk Factors**

As a smaller reporting company, we are not required to provide the information required by this Item.

### **Item 1B.**

#### **Unresolved Staff Comments**

As a smaller reporting company, we are not required to provide the information required by this Item.

**Item 2.**

**Properties**

We currently rent an office totaling approximately 300 square feet in area for which we pay \$199 per month. Our office is located at 200 South Virginia Street, 8th Floor, Reno, Nevada, 89501 and our telephone number is (775) 398-3019. Our company deems this to be satisfactory at this time.

## *Newfoundland Property*

### Location and Access

The potash claim which comprises the Newfoundland Property is located in the St. George's Bay Basin of Western Newfoundland, Canada. Title #018321M is part of the historic St. Finton's Potash Intercept. The area of Western Newfoundland is at the mouth of the St. Lawrence River emptying into St. George's Basin on the Western coast of Newfoundland. The Robinsons River in Newfoundland also runs into St. George's Basin. The area is sparsely populated with several small villages including Barachois Brook, Heatherton, Robinson's, Bay Saint George and St. Fintan's, about 3.2-4.8 kilometers (2-3 miles) east of the claims.

Access to the property is readily available as a gypsum operation exists abutting the property. Canadian Highway #1 coupled with existing roads and mining paths should allow our company to carefully proceed while at the same time doing as little to disturb life at the site.

About half the area is forested, but much of the higher land in the south and west consists of "moss barrens" which are of no value for pasture or timber. In accord with the temperature, ash and elm are confined to the warmer south-west valleys, while yellow birch and white pine are common in the centre and west. Balsam fir and black spruce are general everywhere in the lower lands except in the north-east, where aspen and paper birch stand the cold climate better.



*Figure 2*

As set out in Figure 2 and Figure 3, the property is located beginning at the Northeast corner of the herein described parcel of land, and said corner having UTM coordinates of 5 340 000 N, 362 500 E; of Zone 21; thence South 1,500 metres, thence West 1,500 metres, thence North 500 metres, thence West 500 metres, thence North 1,000 metres, thence East 2,000 metres to the point of beginning. All bearings are referred to the UTM grid, Zone 21. NAD27.

*Figure 3*

The island has a marine climate much modified by the cold Labrador current. This keeps the summer cool, and also lowers the winter temperatures considerably. Thus the range of mean temperatures is 36°F, from 59° in July to 23° in January. In January all the island is below freezing point, and even in summer snow persists in places on the elevated plateau. In July most of the island is above or near 57°F, but the warmest region (61°F) is in the west in the vicinity of Corner Brook. The rainfall is adequate, ranging from 30 inches on the north-west to 60 inches on the south coast. Fogs are very prevalent on the south-east coasts.

Ownership and Interest

On June 6, 2011, we entered into and closed a property acquisition agreement with Habitants Minerals Ltd. Pursuant to the terms of the agreement, we acquired an undivided 100% interest in certain unpatented mining claims located in Western Newfoundland, Canada which we refer to as the Newfoundland Property. Pursuant to the terms of the agreement, we agreed to provide the following payments to Habitants:

The aggregate consideration of \$50,000 consisting of the following:

.

\$30,000 which was previously provided to Habitants, and

.

the balance of \$20,000 which was provided on the closing of the agreement.

If we identify any material defect in Habitant's title to the Newfoundland Property, we shall give Habitants notice of such defect. If the defect has not been cured within 30 days of receipt of such notice, we shall be entitled to take such

curative action as is reasonably necessary, and shall be entitled to deduct the costs and expenses incurred in taking such action from the payments then otherwise due or accruing due to Habitants. If there are no such payments, we shall be entitled to a refund in the amount of said costs and expenses.



If any third party asserts any right or claim to the Newfoundland Property or to any amounts payable to Habitants, we may deposit any amounts otherwise due to Habitants in escrow with a suitable agent until the validity of such right or claim has been finally resolved. If we deposit said amounts in escrow, we shall be deemed not in default under this agreement for failure to pay such amounts to Habitants.

### History of Operations

We are not aware of any operations on the Newfoundland Property directly. What follows is a summary of various operations on properties in the St. George's Basin of Newfoundland related to properties located in close proximity to our claims.

For over forty five years the greater St. George's Basin of Newfoundland has been sporadically mapped and considered as a potential site for salt/potash accumulation at depth. During the summer of 1947, drilling operations for salt were carried out by the Geological Survey of Newfoundland. The program consisted of 8 drill holes near Plaster Pond 3.2-4.8 kilometers (2-3 miles) east of Heatherton. The holes encountered limestone, anhydrite and gypsum, but no salt was encountered.

In 1953, the Newfoundland Government drilled four holes near "Cartwheel Turn" along Highlands River and the Canadian National Railroad. In 1954, a regional gravity and mapping survey of the Bay St. George's area was carried out by Peter Verrall for the Geological Survey of Newfoundland.

During 1968-1973, Hooker Chemicals Limited tested three of the abovementioned negative gravity anomalies for salt at Robinson's, St. Fintan's and Newfoundland Property. (Figure 4)

At Robinson's, along the coast, a hole was core drilled in 1972. The hole collared in the Jeffrey's Village Formation consisting of grey beds and then remained in predominantly red beds. In 1973, Hooker Chemicals Ltd. drilled a 459.0 meter (1,105 foot) hole at St. Fintan's. The hole was rotated to 230.4 meters (756 feet) where it intersected grey halite.



During 1976 Amax Exploration, under agreement with Hooker Chemicals Limited, drilled an additional 794 meter (2,605 foot) vertical hole to test the property's potential for potash. It failed to intersect the evaporites of the Woodville Formation. It is postulated that a fault with a vertical displacement of at least 610 meters (2,000 feet) lies between the Hooker and Amax holes. (Figure 5)

*Figure 5*

During the period March 1, 1980 to August 1, 1980, two diamond drill holes were completed by Pronto Explorations Ltd. using rotary and H.Q. coring equipment to depths of 2,887 feet (879.9 meters) and 2,106 feet (641.9 meters). During March 1981 through May 1982, five holes were drilled in the Stephenville area of southwestern Newfoundland for the Pronto-Noranda Newfoundland Potash Joint Venture. The holes were drilled to test the potash potential of three negative gravity anomalies in both the inner and outer portions of the St. George's Basin.

Present Condition and Plan of Exploration

Our company has completed a 43-101F compliant study of the Newfoundland Property.

The full report issued by the independent geologist is available on the company's website [www.potashamerica.com](http://www.potashamerica.com).

The results of this study have been communicated to our Board of Advisors to determine what course of action the company should take at that time. Such decisions may include:

1.

Further geological studies and assays:

a.

Core sampling;

b.

Seismic geological studies.

2.

Re-offering the property for sale.

3.

Maintaining the property in our company's inventory.

During each stage of the development process our company will continue to evaluate the economic feasibility, as well as the economic valuation of the property. At any time our company may determine that a sale or joint venture of the property would be in its best interest. Our entire Board of Directors, with the guidance of the Board of Advisors, shall make such determination as appropriate at the time.

### Geology

We are not aware of any operations on the Newfoundland Property directly. What follows is a discussion of the general geological characteristics of the St. George's Basin of Newfoundland and properties located in close proximity to our claims.

The greatest thickness of Mississippian aged sediments within Eastern Canada lie in the Fundy epi-epieugeosyncline. Figure 1 shows the area of interest in orange. During late Devonian times this northeasterly trending graben or rift structure extended from eastern New Brunswick to western Newfoundland. The tectonic activity referred to as the Maritime Disturbance occurred mainly in the basin areas of the Fundy Epieugeosyncline. This resulted in fragmentation of the Appalachian basement followed by contemporaneous uplift and subsidence, creating source and depositional areas for carboniferous sedimentation. The combination of reoccurring epeirogenic subsidence with local uplifts during carboniferous sedimentation resulted in onlap of each succeeding rock unit upon the flanks of positive areas.

Deformation caused local and regional compression and tilting, now-represented by broad, open folds, reverse and normal faulting and salt tectonism. Today, the Mississippian and Pennsylvanian formations lie with pronounced angular unconformity on paleozoic and precambrian fault hounded basement blocks.

The St. George's Basin within the Fundy Epieugeosyncline lies along the southwest coast of Newfoundland. It is bounded as the northwest by a folded Cambrian Platform and on the southeast by the Newfoundland Platform. These two positive areas stood above deposition through the carboniferous time. The Long Range Mountains composed of precambrian igneous, and metamorphic rocks has been thrust westward upon the younger carboniferous lowlands, and subsequently dissected the St. George's Basin to its present surface.

### ***Sodaville Claims, Mineral County, Nevada***

#### Location and Access

The deposits and claims are more specifically located in Section 36, of T6N, R34E; Sections 1, 11, 12, and 14 of T5N, R34E; and Sections 6 and 7 of T5N, R35E, Mount Diablo Base and Meridian (Map 1). The deposits are about 2.3 miles east of the small settlement of Sodaville, Nevada and are accessed from Highway 95 on good dirt roads. The deposits and claims are intermittently located over an approximate 3-mile square area and have large tonnage potentials.



Map 1





### Ownership and Interest

On August 31, 2011, we entered into a purchase and sale agreement with Ms. Kim Diaz and Sonseeahry related to the acquisition of the 100% interest in the Sodaville Claims. Under the terms of the purchase and sale agreement our company issued a pre-closing advance of \$200,000 (paid on August 29, 2011).

As additional consideration our company will pay compensation as follows:

1.

\$200,000 on November 31, 2011 ();

2.

\$50,000 on July 1, 2012 (paid);

3.

\$1,500,000, which will be paid in equal payments of \$500,000 on or before January 1st of 2013, 2014 and 2015;

4.

2,500,000 shares of our company's common stock based on the pro-rata interest in the claims and a total of 500,000 shares to those parties designated by the sellers on or before July 1st of 2012, 2013 and 2014;

We have also agreed to pay a royalty of \$10 per short ton of product produced from the Sodaville Claims and sold by our company.

Our company has also located an additional 48 unpatented lode mining claims in the area in which the Sodaville Claims are located. As part of the consideration our company will also pay the sellers a royalty of \$10 per short ton of product produced from the Additional Claims and sold by our company. In addition to granting the royalty in the Additional Claims our company will issue 50,000 shares of restricted stock to the sellers on or before January 1, 2015.

Our company shall also reserve a NSR Royalty on certain metallic products produced from the Sodaville Claims equal to 2% of the net smelter returns. The NSR Royalty shall not apply to and no NSR Royalty payments shall be due for any product produced from the Sodaville Claims sold by our company.

Additionally, our company will pay the sellers a guaranteed minimum annual royalty of \$50,000 for a period of 5 years with the first payment due on December 31, 2015 and the last payment due on December 31, 2020.

### Active and Proposed Mining Claims

The present Sodaville Montmorillonite claim block contains 39 un-patented lode mining claims. Due to overlapping of adjacent claim owners, our company is staking the 48 unpatented Additional Claims to buffer the main claim block in Section 36 of Township 6 North, Range 34 East and in Sections 1 and 12 of Township 5 North, Range 35 East, Mount Diablo Base and Meridian. See the copy of the new and old claim map (Map 7) for the location of these new claims.



Map 7

Previous Mining

There is considerable evidence of previous mining for montmorillonite and argillite alteration on the Sodaville Montmorillonite claim blocks. The main claim block contains two open quarries and the Yellow Cap #1 and Margie Claim blocks show evidence of mining in the montmorillonite altered zone.

Many historical documents, lease agreements, testimonials, and agreements that are in the archives of the claim owners indicate that the clay mineral was mined and sold at several times during the past. Mining seems to have spanned periods from the 1950 s up to the late 1990 s. Actual records of production amounts are not evident without further research of the archived files and they may not be available; however, a quick estimate of the tonnage removed from Pit #1 and Pit #2 from aerial photo measurement suggests that at least 100,000 tons of mineral was mined from the area. Some small stockpiles of material are still in the Pit #2 area and open mined faces could be readily mined

with permitting.

Drilling and Assay Activity

In general, all the assays show pervasive sulfate mineralization seen in hydrothermally altered rocks within a metallogenic province. This type of mineralization creates acidic alteration suites that can be used to amend alkaline soils. This lower (acidic) pH is in all the samples. All of the essential nutrient elements and micro-nutrient elements are in abundance in the claimed deposits except the low phosphate amounts. It is rare to find a deposit with so many of the necessary elements available for plant growth. Most alteration assemblages that do not have montmorillonitic clay alteration do not have this complete range of essential elements.

Drilling, conducted by Bruce Miller and Sons, Drilling of Reno, Nevada, commenced in May and was completed in early June. Results are being prepared for shipment to the various laboratories for specific testing.

Our company issued a statement on May 2, 2012 regarding the commencement of drilling at its Pit #1, Sodaville, Nevada Calcium-Montmorillonite quarry.

Further information regarding our Newfoundland and Nevada Properties can be found on our website at [www.potashamerica.com](http://www.potashamerica.com).

Index of Geologic Terms

<b>Term</b>	<b>Definition</b>
Argillite	A fine-grained sedimentary rock composed predominantly of indurated clay particles. Argillites are basically lithified muds and oozes. They contain variable amounts of silt-sized particles. The argillites grade into shale when the fissile layering typical of shale is developed.
Bentonite	An absorbent aluminium phyllosilicate, essentially impure clay consisting mostly of montmorillonite.
Calcium-Montmorillonite	Also known as an edible "living clay" for it principally consists of minerals that enhance the production of enzymes in all living organisms. Both human and animal ingestion of calcium montmorillonite minerals have been an accepted practice throughout the world for many years. Calcium montmorillonite mineral deposits have been used by Native American healers for centuries as an internal and external healing agent. The Native Americans would use mineral rich clay on open wounds and for stomach or intestinal distress. The key to these healing benefits is the natural form in which these minerals are found.
Evaporite	A name for a water-soluble mineral sediment that result from the evaporation from an aqueous solution and has been concentrated by evaporation. There are two types of evaporate deposits, marine which can also be described as ocean deposits, and non-marine which are found in standing bodies of water such as lakes. Evaporites are considered sedimentary rocks.
Epeirogenic	Refers to upheavals or depressions of land exhibiting long wavelengths and little folding apart from broad undulations.
Epieugeosyncline	Deep troughs formed by subsidence which have limited volcanic power and overlie a eugeosyncline.
Evaporate	Refers to any of a variety of individual minerals found in the sedimentary deposit of soluble salts that results from the evaporation of water.
Graben	A depressed block of land bordered by parallel faults.
Halite	Commonly known as rock salt, is the mineral form of sodium chloride.



<b>Term</b>	<b>Definition</b>
Montmorillonite Clay	A very soft phyllosilicate group of minerals that typically form in microscopic crystals forming a clay. Montmorillonite is the main constituent of the volcanic ash weathering product bentonite.
Paleozoic	The era of geologic time, about 570 million to 248 million years ago, during which fish, insects, amphibians, reptiles, and land plants first appeared.
Precambrian	The span of time before the current Phanerozoic Eon, and is a Supereon divided into several eons of the geologic time scale. It spans from the formation of Earth around 4600 Ma (million years ago) to the beginning of the Cambrian Period, about 542 Ma, when macroscopic hard-shelled animals first appeared in abundance.
Smectite	The name used for a group of phyllosilicate mineral species, the most important of which are montmorillonite, beidellite, nontronite, saponite and hectorite.
Tectonism	The faulting or folding or other deformation of the outer layer of a planet.

### **Item 3.**

#### **Legal Proceedings**

We know of no material, existing or pending legal proceedings against us, nor are we involved as a plaintiff in any material proceeding or pending litigation. There are no proceedings in which any of our directors, officers or affiliates, or any registered or beneficial shareholder, is an adverse party or has a material interest adverse to our company.

### **Item 4.**

#### **Mine Safety Disclosures**

Not applicable.

## **PART II**

### **Item 5.**

#### **Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities**

Our common stock is quoted on the OTC Bulletin Board under the Symbol "PTAM". We received approval on July 10, 2008 for trading under the symbol ADMZ . On March 7, 2011, our symbol was changed to our current symbol PTAM in connection with our merger and name change.

The following table reflects the high and low bid information for our common stock obtained from Stockwatch and reflects inter-dealer prices, without retail mark-up, markdown or commission, and may not necessarily represent actual transactions.

The high and low bid prices of our common stock for the periods indicated below are as follows:





<b>OTC Bulletin Board</b>		
<b>Quarter Ended</b>	<b>High</b>	<b>Low</b>
March 31, 2012	\$0.96	\$0.88
December 31, 2011	\$0.96	\$0.90
September 30, 2011	\$0.99	\$0.79
June 30, 2011	\$1.25	\$0.54
March 31, 2011	\$0.17	\$0.54
December 31, 2010	\$0.60	\$0.27
September 30, 2010	Nil <sup>(1)</sup>	Nil <sup>(1)</sup>
June 30, 2010	\$0.60	\$0.55 <sup>(1)</sup>

(1)

The first trade in our common stock occurred on June 2, 2010. There was no trading for the month of September, 2010.

As of June 26, 2011, there were 85 holders of record of our common stock. As of such date, 147,625,000 shares of our common stock were issued and outstanding.

Our common shares are issued in registered form. Island Stock Transfer, Roosevelt Office Center, 15500 Roosevelt Boulevard, Suite 301, Clearwater, Florida 33760 (Telephone: (727) 289-0010) is the registrar and transfer agent for our common shares.

#### *Dividend Policy*

We have not paid any cash dividends on our common stock and have no present intention of paying any dividends on the shares of our common stock. Our current policy is to retain earnings, if any, for use in our operations and in the development of our business. Our future dividend policy will be determined from time to time by our board of directors.

#### *Recent Sales of Unregistered Securities; Use of Proceeds from Registered Securities*

Other than as disclosed herein, we did not sell any equity securities which were not registered under the Securities Act during the year ended March 31, 2012 that were not otherwise disclosed on our quarterly reports on Form 10-Q or our current reports on Form 8-K filed during the year ended March 31, 2012.

#### *Equity Compensation Plan Information*

On April 21, 2011 our directors approved the adoption of the 2011 Stock Option Plan which permits our company to issue up to 3,000,000 shares of our common stock to directors, officers, employees and consultants of our company upon the exercise of stock options granted under the 2011 Stock Option Plan.

Awards under our 2011 Stock Option Plan will vest as determined by our board of directors and as established in stock option agreements to be entered into between our company and each participant receiving an award.

#### *Convertible Securities*

As of March 31, 2012, we had outstanding options to purchase 1,185,000 shares of our common stock at \$0.60 - \$1.00 exercisable for three to five years through March 20, 2017.

*Purchase of Equity Securities by the Issuer and Affiliated Purchasers*

We did not purchase any of our shares of common stock or other securities during our fiscal year ended March 31, 2012.

**Item 6.**

**Selected Financial Data**

As a smaller reporting company, we are not required to provide the information required by this Item.

**Item 7.**

**Management's Discussion and Analysis of Financial Condition and Results of Operations**

The following discussion should be read in conjunction with our audited financial statements and the related notes for the years ended March 31, 2012 and March 31, 2011 that appear elsewhere in this annual report. The following discussion contains forward-looking statements that reflect our plans, estimates and beliefs. Our actual results could differ materially from those discussed in the forward looking statements. Factors that could cause or contribute to such differences include, but are not limited to those discussed below and elsewhere in this annual report.

Our audited financial statements are prepared in accordance with United States Generally Accepted Accounting Principles.

**Purchase of Significant Equipment**

We do not intend to purchase any significant equipment over the next twelve months.

**Personnel Plan**

We do not expect any material changes in the number of employees over the next 12 month period (although we may enter into employment or consulting agreements with our officers or directors). We do and will continue to outsource contract employment as needed.

**Results of Operations**

*For the Year Ending March 31, 2012 and 2011*

	<b>Year Ended March 31</b>	
	<b>2012</b>	<b>2011</b>
Revenue	\$ Nil	\$ Nil
Operating Expenses	\$ 1,381,162	\$ 55,444
Loss from Operations	\$ (1,381,162)	\$ (55,444)



**Expenses**

Our operating expenses for the years ended March 31, 2012 and 2011 are outlined in the table below:

	<b>Year Ended March 31</b>	
	<b>2012</b>	<b>2011</b>
Professional fees	\$ 98,512	\$ 24,401
Transfer agent and filing fees	\$ 15,098	\$ 6,963
Consulting	\$ 157,926	\$ 13,500
Web development	\$ 20,740	\$ 7,368
Stock compensation	\$ 969,171	\$ Nil
Exploration costs	\$ 37,260	\$ 1,000
General and administrative	\$ 82,455	\$ 2,212
Total Operating Expenses	\$ 1,381,162	\$ 55,444

Operating expenses for year ended March 31, 2012 increased by 2,391.09% as compared to the comparative period in 2011 primarily as a result of increased professional fees, transfer agent and filing fees, consulting fees, web development costs, stock compensation, exploration costs, and general and administrative expenses.

**Revenue**

We have not earned any revenues since our inception and we do not anticipate earning revenues in the upcoming quarter.

**Equity Compensation**

On April 21, 2011 our directors approved the adoption of the 2011 Stock Option Plan which permits our company to issue up to 3,000,000 shares of our common stock to directors, officers, employees and consultants of our company upon the exercise of stock options granted under the 2011 Stock Option Plan.

On April 21, 2011, Mr. Brass and Mr. Marcus were granted 300,000 stock options each exercisable at a price of \$0.60 per share for a period of five years from the date of grant. The vesting schedule for the stock options is 100,000 options upon execution of the Stock Option Agreement of April 21, 2011; 100,000 options on the first anniversary (April 21, 2012) and 100,000 options on the second anniversary (April 21, 2013).

**Liquidity and Financial Condition**Working Capital

	<b>At March 31, 2012</b>	<b>At March 31, 2011</b>	<b>Percentage Increase/ (Decrease)</b>
Current Assets	\$ 251,381	\$ 38,233	557.5%
Current Liabilities	\$ 1,165,088	\$ 103,565	1,024.9%
Working Capital (Deficit)	\$ (913,707)	\$ (65,332)	1,298.5%



Cash Flows

	Year Ended		Year Ended	
	March 31,		March 31,	
	2012		2011	
Net Cash used in Operating Activities	\$	(412,846)	\$	(40,312)
Net Cash used in Investing Activities	\$	(515,645)	\$	(30,000)
Net Cash Provided by Financing Activities	\$	990,000	\$	77,939
<b>Increase in Cash During the Period</b>	<b>\$</b>	<b>61,509</b>	<b>\$</b>	<b>7,627</b>

We estimate that our cash expenses over the next 12 months will be approximately \$420,000 as described in the table below. These estimates may change significantly depending on the nature of our future business activities and our ability to raise capital from shareholders or other sources.

Specifically, we estimate our operating expenses and working capital requirements for the next 12 months to be as follows:

Description	Target completion date or period	Estimated expenses (\$)
Legal and accounting fees	12 months	50,000
Management and operating costs	12 months	25,000
Consulting fees	12 months	180,000
General and administrative	12 months	5,000
Drilling and assay expenses	12 months	160,000
<b>Total</b>		<b>420,000</b>

**Future Financings**

We will require additional financing in order to enable us to proceed with our plan of operations, as discussed above, including approximately \$420,000 over the next 12 months to pay for our ongoing expenses. These expenses include legal, accounting and audit fees as well as general and administrative expenses. These cash requirements are in excess of our current cash and working capital resources. Accordingly, we will require additional financing in order to continue operations and to repay our liabilities. There is no assurance that any party will advance additional funds to us in order to enable us to sustain our plan of operations or to repay our liabilities.

We anticipate continuing to rely on equity sales of our common stock in order to continue to fund our business operations. Issuances of additional shares will result in dilution to our existing stockholders. There is no assurance that we will achieve any additional sales of our equity securities or arrange for debt or other financing to fund our planned business activities.

We presently do not have any arrangements for additional financing for the expansion of our exploration operations, and no potential lines of credit or sources of financing are currently available for the purpose of proceeding with our plan of operations.

**Contractual Obligations**

As a smaller reporting company, we are not required to provide tabular disclosure obligations.





## **Going Concern**

We have generated only nominal revenues and are dependent upon obtaining outside financing to carry out our operations and pursue our business development activities. If we are unable to generate future cash flows, raise equity or secure alternative financing, we may not be able to continue our operations and our business plan may fail. You may lose your entire investment.

If our operations and cash flow improve, our management believes that we can continue to operate. However, no assurance can be given that management's actions will result in profitable operations or an improvement in our liquidity situation. The threat of our ability to continue as a going concern will cease to exist only when our revenues have reached a level able to sustain our business operations.

## **Off-Balance Sheet Arrangements**

We have no off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that is material to stockholders.

## **Critical Accounting Policies**

The discussion and analysis of our financial condition and results of operations are based upon our financial statements, which have been prepared in accordance with the accounting principles generally accepted in the United States of America. Preparing financial statements requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue, and expenses. These estimates and assumptions are affected by management's application of accounting policies. We believe that understanding the basis and nature of the estimates and assumptions involved with the following aspects of our financial statements is critical to an understanding of our financial statements.

### *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 our 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 our 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. There are no such common stock equivalents outstanding as of March 31, 2012.

During the year ended March 31, 2011, our company enacted an 80 to 1 forward stock split. All share and per share data has been adjusted to reflect such stock split.



### *Stock-Based Compensation*

Stock-based compensation is accounted for at fair value in accordance with ASC Topic 718. On April 21, 2011, our company instituted a Stock Option Plan which allows for the issuance of 3,000,000 shares of common stock to our company's management, employees and consultants. As of March 31, 2012, there were 1,185,000 stock options issued.

### *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.

### **Recent Accounting Pronouncements**

Our company does not expect the adoption of recently issued accounting pronouncements to have a significant impact on our company's results of operations, financial position or cash flow.

### **Item 7A.**

### **Quantitative and Qualitative Disclosures About Market Risk**

As a smaller reporting company, we are not required to provide the information required by this Item.

### **Item 8.**

### **Financial Statements and Supplementary Data**

**POTASH AMERICA, INC.**  
**(FORMERLY ADTOMIZE, INC.)**

**(AN EXPLORATION STAGE COMPANY)**

**FINANCIAL STATEMENTS**

**MARCH 31, 2012 AND 2011**

**POTASH AMERICA, INC.**  
**(FORMERLY ADTOMIZE, INC.)**

**(AN EXPLORATION STAGE COMPANY)**

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**Report of Independent Registered Public Accounting Firm**

To the Board of Directors of

Potash America, Inc.

Reno, Nevada

We have audited the accompanying balance sheets of Potash America, Inc. (formerly Adtomize, Inc.) (the Company ) as of March 31, 2012 and 2011, and the related statements of operations, stockholders' equity (deficit), and cash flows for the years then ended and for the period from July 31, 2007 (Date of Inception) through March 31, 2012. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Potash America, Inc. (formerly Adtomize, Inc.) as of March 31, 2012 and 2011 and the results of its operations and



its cash flows for the years then ended and for the period from July 31, 2007 (Date of Inception) through March 31, 2012 in conformity with accounting principles generally accepted in the United States of America.

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 11 to the financial statements, the Company has negative working capital, has not yet received revenue from sales of products or services, and has incurred losses from operations since inception. These factors raise substantial doubt about the Company's ability to continue as a going concern. Management's plans with regard to these matters are described in Note 11. The accompanying financial statements do not include any adjustments that might result from the outcome of this uncertainty.

/s/ Silberstein Ungar, PLLC

Bingham Farms, Michigan

June 27, 2012

F-1

**POTASH AMERICA, INC.****(FORMERLY ADTOMIZE, INC.)****(AN EXPLORATION STAGE COMPANY)****BALANCE SHEETS****MARCH 31, 2012 AND 2011**

	<b>ASSETS</b>	
	March 31, 2012	March 31, 2011
Current Assets		
Cash and cash equivalents	\$ 69,323	\$ 7,814
Prepaid expenses, current portion	132,058	419
Deposits	50,000	30,000
Total Current Assets	251,381	38,233
Fixed Assets		
Mining claims	515,645	-
Total Fixed Assets	515,645	-
Other Assets		
Prepaid expenses, net of current portion	107,639	-
Total Fixed Assets	107,639	-
Total Assets	\$ 874,665	\$ 38,233
	<b>LIABILITIES AND STOCKHOLDERS DEFICIT</b>	
Current Liabilities		
Accrued expenses	\$ 5,761	\$ 14,477
Deferred compensation	65,500	13,500
Accrued interest	28,327	88
Notes payable related parties	35,500	35,500
Line of credit	1,030,000	40,000
Total Liabilities	1,165,088	103,565
Stockholders Deficit		
Common stock, par value \$0.0001; 200,000,000 shares authorized, 147,665,000 and 147,200,000 shares issued and outstanding	14,767	14,720
Additional paid in capital	1,233,927	49,524
Deficit accumulated during the exploration stage	(1,539,117)	(129,576)
Total Stockholders Deficit	(290,423)	(65,332)
Total Liabilities and Stockholders Deficit	\$ 874,665	\$ 38,233

*The accompanying notes are an integral part of these financial statements*

F-2

**POTASH AMERICA, INC.****(FORMERLY ADTOMIZE, INC.)****(AN EXPLORATION STAGE COMPANY)****STATEMENTS OF OPERATIONS****FOR THE YEARS ENDED MARCH 31, 2012 AND 2011****FOR THE PERIOD FROM JULY 31, 2007 (INCEPTION) TO MARCH 31, 2012**

	Year Ended March 31,		Period from July 31, 2007 (Inception) to March 31, 2012
	2012	2011	
<b>REVENUE</b>	\$ -	\$ -	\$ -
<b>OPERATING EXPENSES</b>			
Professional fees	98,512	24,401	169,803
Transfer Agent and filing fees	15,098	6,963	39,009
Consulting	157,926	13,500	171,426
Web development	20,740	7,368	28,108
Stock compensation	969,171	-	969,171
Exploration costs	37,260	1,000	38,260
General and administrative	82,455	2,212	94,873
<b>TOTAL OPERATING EXPENSES</b>	<b>1,381,162</b>	<b>55,444</b>	<b>1,510,650</b>
<b>LOSS FROM OPERATIONS</b>	<b>(1,381,162)</b>	<b>(55,444)</b>	<b>(1,510,650)</b>
<b>OTHER INCOME (EXPENSES)</b>			
Interest expense	(28,379)	(88)	(28,467)
<b>TOTAL OTHER INCOME (EXPENSES)</b>	<b>(28,379)</b>	<b>(88)</b>	<b>(28,467)</b>
<b>NET LOSS PRIOR TO INCOME TAXES</b>	<b>(1,409,541)</b>	<b>(55,532)</b>	<b>(1,539,117)</b>
<b>PROVISION FOR INCOME TAXES</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>NET LOSS</b>	<b>\$ (1,409,541)</b>	<b>\$ (55,532)</b>	<b>\$ (1,539,117)</b>
<b>NET LOSS PER SHARE: BASIC AND DILUTED</b>	<b>\$ (0.01)</b>	<b>\$ (0.00)</b>	
<b>WEIGHTED AVERAGE NUMBER OF SHARES OUTSTANDING</b>	<b>147,386,548</b>	<b>147,200,000</b>	

*The accompanying notes are an integral part of these financial statements*

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**POTASH AMERICA, INC.****(FORMERLY ADTOMIZE, INC.)****(AN EXPLORATION STAGE COMPANY)****STATEMENT OF STOCKHOLDERS EQUITY (DEFICIT)****FOR THE PERIOD FROM JULY 31, 2007 (INCEPTION) TO MARCH 31, 2012**

	<b>Common Stock</b>		<b>Additional Paid in Capital</b>	<b>Deficit Accumulated During the Exploration Stage</b>	<b>Total</b>
	<b>Shares</b>	<b>Amount</b>			
Balance, July 31, 2007 (date of inception)	-	\$ -	\$ -	\$ -	\$ -
Shares issued to founders for cash	80,000,000	100	7,900	-	8,000
Shares issued for cash	67,200,000	84	41,916	-	42,000
Net loss for the period ended March 31, 2008	-	-	-	(14,180)	(14,180)
Balance, March 31, 2008	147,200,000	184	49,816	(14,180)	35,820
Net loss for the year ended March 31, 2009	-	-	-	(41,059)	(41,059)
Balance, March 31, 2009	147,200,000	184	49,816	(55,239)	(5,239)
Net loss for the year ended March 31, 2010	-	-	-	(18,805)	(18,805)
Balance, March 31, 2010	147,200,000	184	49,816	(74,044)	(24,044)
Forward stock split (80:1)	-	14,536	(14,536)	-	0
Forgiveness of shareholder debt	-	-	14,244	-	14,244
Net loss for the year ended March 31, 2011	-	-	-	(55,532)	(55,532)
Balance, March 31, 2011	147,200,000	14,720	49,524	(129,576)	(65,332)
Stock options issued for services	-	-	876,695	-	876,695

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Shares issued for compensation	465,000	47	307,708	-	307,755
Net loss for the year ended March 31, 2012	-	-	-	(1,409,541)	(1,409,541)
Balance, March 31, 2012	147,665,000	\$ 14,767	\$ 1,233,927	\$ (1,539,117)	\$ (290,423)

*The accompanying notes are an integral part of these financial statements*

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**POTASH AMERICA, INC.****(FORMERLY ADTOMIZE, INC.)****(AN EXPLORATION STAGE COMPANY)****STATEMENTS OF CASH FLOWS****FOR THE PERIODS ENDED MARCH 31, 2012 AND 2011****FOR THE PERIOD FROM JULY 31, 2007 (INCEPTION) TO MARCH 31, 2012**

	Year Ended March 31,		Period from July 31, 2007 (Inception) to March 31, 2012
	2012	2011	
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>			
Net loss for the period	\$ (1,409,541)	\$ (55,532)	\$ (1,539,117)
Stock-based compensation	969,171	-	1,184,448
Changes in assets and liabilities:			
(Increase) in prepaid expenses	(24,000)	(419)	(239,695)
(Increase) in deposits	(20,000)	-	(50,000)
Increase (decrease) in accrued expenses	(14,477)	2,051	-
Increase in accrued interest	28,240	88	28,327
Increase in accounts payable	5,761	-	5,761
Increase in deferred compensation	52,000	13,500	65,500
Net Cash Used in Operating Activities	(412,846)	(40,312)	(544,776)
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>			
Acquisitions of mineral properties	(515,645)	(30,000)	(515,645)
Net Cash Used in Investing Activities	(515,645)	(30,000)	(515,645)
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>			
Proceeds from notes payable related parties	-	37,939	35,500
Proceeds from lines of credit	990,000	40,000	1,044,244
Proceeds from sale of stock	-	-	50,000
Net Cash Provided by Financing Activities	990,000	77,939	1,129,744
<b>INCREASE IN CASH</b>	61,509	7,627	69,323
Cash, beginning balance	7,814	187	-
Cash, ending balance	\$ 69,323	\$ 7,814	\$ 69,323

**SUPPLEMENTAL CASH FLOW INFORMATION:**



Cash paid for interest	\$	-	\$	-	\$	-
Cash paid for income taxes	\$	-	\$	-	\$	-
<b>SUPPLEMENTAL NON-CASH INVESTING AND FINANCING INFORMATION:</b>						
Forgiveness of debt from former shareholder converted to capital	\$	-	\$	-	\$	14,244
Stock option issues as prepaid expense	\$	215,278	\$	-	\$	215,278

*The accompanying notes are an integral part of these financial statements*

**POTASH AMERICA, INC.**

**(FORMERLY ADTOMIZE, INC.)**

**(AN EXPLORATION STAGE COMPANY)**

**NOTES TO THE FINANCIAL STATEMENTS**

**MARCH 31, 2012 AND 2011**

**NOTE 1 NATURE OF OPERATIONS**

Potash America, Inc. (formerly Adtomize, Inc.) ( the Company or PTAM ), was incorporated in the state of Nevada on July 31, 2007. PTAM s primary focus is the development of fertilizer and agri-business assets. Such assets may include Potash, Montmorillonite, Bentonite and Gypsum. The Company seeks to acquire known deposits whose economic value has recently changed with market pricing levels, and develop these assets into agri-products.

**NOTE 2 SIGNIFICANT ACCOUNTING POLICIES**

Exploration Stage Company

The accompanying financial statements have been prepared in accordance with generally accepted accounting principles related to accounting and reporting by exploration stage companies. An exploration stage company is one in which planned principal operations have not commenced or if its operations have commenced, there has been no significant revenues there from.

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, accrued expenses, deferred compensation, an amount due to a stockholder and lines of credit.

The amount due to a stockholder is non-interest bearing. It is 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.

#### Cash and Cash Equivalents

PTAM considers all highly liquid investments with maturities of three months or less to be cash equivalents. At March 31, 2012 and 2011, respectively, the Company had \$69,323 and \$7,814 of cash.

#### Advertising

The Company expenses advertising costs as incurred. As of March 31, 2012 and 2011, respectively, the Company expensed \$25,806 and \$7,368 in marketing, in website development and maintenance of its site.

#### Revenue Recognition

The Company recognizes revenue when products are fully delivered or services have been provided and collection is reasonably assured.

**POTASH AMERICA, INC.**

**(FORMERLY ADTOMIZE, INC.)**

**(AN EXPLORATION STAGE COMPANY)**

**NOTES TO THE FINANCIAL STATEMENTS**

**MARCH 31, 2012 AND 2011**

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. The Company issued 1,185,000 stock options during the year ended March 31, 2012.

During the year ended March 31, 2011, the Company enacted an 80 to 1 forward stock split. All share and per share data has been adjusted to reflect such stock split.

Stock-Based Compensation

Stock-based compensation is accounted for at fair value in accordance with ASC Topic 718. On April 21, 2011, the Company instituted a Stock Option Plan which allows for the issuance of 3,000,000 shares of common stock to the Company's management, employees and consultants. As of March 31, 2012, there were 1,185,000 stock options issued.

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.

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.

**POTASH AMERICA, INC.**

**(FORMERLY ADTOMIZE, INC.)**

**(AN EXPLORATION STAGE COMPANY)**

**NOTES TO THE FINANCIAL STATEMENTS**

**MARCH 31, 2012 AND 2011**

**NOTE 3 PREPAID EXPENSES**

Prepaid expenses of \$239,697 and \$419 consisted of the following at March 31, 2012 and 2011:

	<b>2012</b>	<b>2011</b>
	\$ 9,190	
Insurance		\$ 0
Stock-based compensation, current	107,639	0
Stock-based compensation, long-term	107,639	0
Rent	199	419
Legal	15,030	0
Total prepaid expenses	\$ 239,697	\$ 419

**NOTE 4 DEPOSITS**

On March 20, 2012, the Company agreed to pay \$120,850 for exploration expense requiring a \$50,000 deposit upon execution of the contract. Drilling started on June 1, 2012, later than expected, due to the driller's equipment issues and ended on June 18, 2012. The Company began and completed the drilling process at pit #1 of the Sodaville Calcium Montmorillonite Project. The drilling was to 3-D map the deposit. The results are being assayed and will be evaluated when available.

**NOTE 5 ACCRUED EXPENSES AND LIABILITIES**

Accrued expenses and liabilities consisted of the following as of March 31, 2012 and 2011:

**2012                      2011**

Accounting fees	\$ 0	\$ 6,000
Consulting	0	0
Legal fees	5,588	4,617
Filing fees	173	860
Web development	0	3,000
Total Accrued Expenses	\$ 5,761	\$ 14,477

**NOTE 6 NOTE PAYABLE RELATED PARTY**

A shareholder and current director of the Company advanced funds at various times during the year ended March 31, 2012 in order to support operations. The loans are unsecured, non-interest bearing and due on demand. The amount due to the shareholder and director was \$35,500 as of March 31, 2012.

**NOTE 7 LINE OF CREDIT**

The Company opened a line of credit during the year ended March 31, 2011 in the amount of \$200,000. The line of credit is secured by the assets of the company, bears 5% interest and is due on demand. The line was drawn to \$40,000 as of March 31, 2011. Interest expense related to the line of credit was \$88 for the year ended March 31, 2011.

On June 22, 2011, the Company's credit line was increased from \$200,000 to \$1,000,000 under the same terms. The line of credit was drawn to \$630,000 as of March 31, 2012. Interest expense related to the line of credit was \$20,035 for the year ended March 31, 2012.

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**NOTE 7 LINE OF CREDIT (CONTINUED)**

On November 22, 2011, the Company entered into a second Credit Facility Agreement in which the lender agreed to provide the Company with a line of credit in the amount of up to \$500,000. Pursuant to the terms of the Credit Facility Agreement, the Company shall pay any outstanding amounts to the lender on demand. The Company may also repay the loan and accrued interest at any time without penalty. Amounts outstanding shall bear interest at the rate of 10% per annum. The line of credit was drawn to \$400,000 as of March 31, 2012. Interest expense related to the line of credit was \$8,204 for the year ended March 31, 2012.

**NOTE 8 RELATED PARTY TRANSACTIONS**

Beginning July 1, 2010, the Company entered into a consulting agreement with a director for \$1,500 per month as compensation.

On November 7, 2011, the Company entered into an employment agreement with Barry Wattenberg, our president, chief executive officer, chief financial officer, secretary, treasurer and a member of our board of directors. The employment agreement became effective on December 1, 2011.

Pursuant to the terms of the employment agreement Mr. Wattenberg is receiving a base salary of \$10,000 per month, payments of which will accrue, and a key man life insurance policy of \$1,000,000 payable half to the Company and half to Mr. Wattenberg's estate. The Company shall also reimburse all reasonable and necessary business expenses incurred by Mr. Wattenberg in performance of his duties. When established, the company will compensate Mr. Wattenberg with group health insurance benefits and will allow for standard executive benefits such as vacation, holidays, sick leave and the granting of stock options when deemed appropriate by the Company.



The total amounts of \$65,500 and \$13,500 as of March 31, 2012 and March 31, 2011 have been recorded as deferred compensation.

## **NOTE 9 CAPITAL STOCK**

### **Stock issued**

The company has 200,000,000 common shares authorized at a par value of \$0.0001 per share.

During the period ended March 31, 2008, the Company issued 80,000,000 common shares to founders for total proceeds of \$8,000. Additionally, the Company issued 67,200,000 shares during the period ended March 31, 2008 for total proceeds of \$42,000.

On July 9, 2010, a former shareholder and director of the Company agreed to forgive debt in the amount of \$14,244. This amount has been recorded as contributed capital.

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**NOTE 9 CAPITAL STOCK (CONTINUED)**

Effective September 8, 2010 the Company increased the authorized shares of common stock from 100,000,000 to 200,000,000 and enacted a forward stock split of 80 to 1. All share and per share data has been adjusted to reflect such stock split.

In May 2011 the Company issued 150,000 common shares as compensation along with stock options valued at \$96,600.

On November 10, 2011, the Company issued 25,000 shares of common stock as compensation valued at \$16,275 for a finder's fee related to the Sodaville, Nevada property.

On December 31, 2011, the Company issued an aggregate of 190,000 restricted shares to our directors, advisors and consultants for the Company valued at \$127,680.

On March 20, 2012, the Company issued an aggregate of 100,000 restricted shares as compensation valued at \$67,200.

During the year ended March 31, 2012, the Company issued 1,185,000 stock options valued at \$876,695.

There were 147,665,000 shares of common stock issued and outstanding as of March 31, 2012.

As March 31, 2012, the Company has no warrants outstanding. There are 1,185,000 stock options outstanding at March 31, 2012.

**Stock options**

In April 2011, the Company issued 600,000 stock options to directors of the Company per the Stock Option Plan with an exercise price of \$0.60 per share for a 5 year term.

In May 2011, the Company entered into a consulting agreement which granted a total of 50,000 stock options per the Company's Stock Option Plan. All these stock options are exercisable at \$1.00 per share for a 5 year term.

In July 2011, the Company entered into two consulting agreement which granted a total of 75,000 stock options per the Company's Stock Option Plan. All these stock options are exercisable at \$1.00 per share for a 5 year term.

In August 2011, the Company entered into a consulting agreement which granted a total of 25,000 stock options per the Company's Stock Option Plan. All these stock options are exercisable at \$1.00 per share for a 5 year term.

In October 2011, the Company entered into two consulting agreement which granted a total of 35,000 stock options per the Company's Stock Option Plan. All these stock options are exercisable at \$0.94 per share for a 5 year term.

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**NOTE 9 CAPITAL STOCK (CONTINUED)**

In November 2011, the Company entered into a consulting agreement which granted a total of 25,000 stock options per the Company's Stock Option Plan. All these stock options are exercisable at \$1.00 per share for a 5 year term.

In December 2011, the Company granted a total of 115,000 stock options to advisors and consultants. All these stock options are exercisable at \$1.00 per share for a 3 year term.

In January 2012, the Company entered into a consulting agreement which granted a total of 35,000 stock options per the Company's Stock Option Plan. All these stock options are exercisable at \$0.92 per share for a 5 year term.

In February 2012, the Company entered into a consulting agreement which granted a total of 25,000 stock options per the Company's Stock Option Plan. All these stock options are exercisable at \$1.00 per share for a 5 year term.

In March 2012, the Company entered into a consulting agreement which granted a total of 200,000 stock options per the Company's Stock Option Plan. All these stock options are exercisable at \$1.00 per share for a 5 year term.

In total, 1,185,000 stock options were issued during the year ended March 31, 2012. The options were valued using the Black-Scholes pricing model for a total valuation of \$876,695.

The following table summarizes information about options as of March 31, 2012:

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	Number of Shares		Weighted Average Exercise Price
Outstanding, March 31, 2011	-	\$	-
Options granted	1,185,000		.84
Options expired	-		-
Options cancelled	-		-
Outstanding, March 31, 2012	1,185,000	\$	.84
Exercisable, March 31, 2012	1,185,000	\$	.84

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The following table summarizes information about stock warrants granted to employees, advisors, investors and board members at March 31, 2012:

Range of Exercise Prices	Stock Options Outstanding			Weighted Average Remaining Contractual Life (in years)	Stock Options Exercisable	
	Number Outstanding	Weighted Average Exercise Price	Weighted Average Exercise Price		Number of Options	Weighted Average Exercise Price
\$ .60 to 1.00	1,185,000	\$ .84		3.76	1,185,000	\$ 0.84

As of March 31, 2012, the aggregate intrinsic value of the stock options outstanding and exercisable was \$0. The weighted-average grant-date fair value of stock options granted for the year ended March 31, 2012 was \$0.84. The total fair value of shares vested during 2011 was 1,185,000 of stock options at fair market value on March 31, 2012.

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**NOTE 10 INCOME TAXES**

The provision for Federal income tax consists of the following for the years ended March 31, 2012 and 2011:

	2012	2011
Federal income tax benefit attributable to:		
	\$ 479,244	
Current operations		\$ 18,881
Less: valuation allowance	(479,244)	(18,881)
Net provision for Federal income taxes	\$ 0	\$ 0

The cumulative tax effect at the expected rate of 34% of significant items comprising our net deferred tax amount is as follows as of March 31, 2012 and 2011:

	March 31, 2012	March 31, 2011
Deferred tax asset attributable to:		
Net operating loss carryover	\$ 523,300	\$ 44,056
Less: valuation allowance	(523,300)	(44,056)
Net deferred tax asset	\$ 0	\$ 0

Due to the change in ownership provisions of the Tax Reform Act of 1986, net operating loss carry forwards of \$1,539,117 for federal income tax reporting purposes are subject to annual limitations. Should a change in ownership occur, net operating loss carry forwards may be limited as to use in future years.





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**(FORMERLY ADTOMIZE, INC.)**

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**NOTES TO THE FINANCIAL STATEMENTS**

**MARCH 31, 2012 AND 2011**

**NOTE 11 GOING CONCERN**

The financial statements have been prepared on a going concern basis which assumes the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. The Company has incurred losses since inception resulting in an accumulated deficit of \$1,539,117 as of May 31, 2012 and further losses are anticipated in the development of its business raising substantial doubt about the Company's ability to continue as a going concern. The ability to continue as a going concern is dependent upon the Company generating profitable operations in the future and/or to obtain the necessary financing to meet its obligations and repay its liabilities arising from normal business operations when they come due. Management intends to finance operating costs over the next twelve months with existing cash on hand and loans from directors and or private placement of common stock.

**NOTE 12 SUBSEQUENT EVENTS**

On April 1, 2012, the Company granted a total of 35,000 stock options per the Company's Stock Option Plan. All these stock options are exercisable at \$0.92 per share for a 5 year term.

On April 17, 2012, the Company entered into an arrangement wherein an investment group agreed to extend the Company a letter of intent (LOI) to lend up to \$1,000,000 at 5% interest; which at the discretion of the Company may be converted into units. Each unit consists of 1 share of common stock and 1 warrant to purchase one share of common stock at a price of \$1.50 for a term of 5 years.

In May 2012, the Company granted a total of 25,000 stock options per the Company's Stock Option Plan. All these stock options are exercisable at \$1.00 per share for a 5 year term.

In June 2012, the Company granted a total of 25,000 stock options per the Company's Stock Option Plan. All these stock options are exercisable at \$1.00 per share for a 5 year term.

In accordance with ASC Topic 855-10, the Company has analyzed its operations subsequent to March 31, 2012 to the date these financial statements were issued, and has determined that it does not have any material subsequent events to disclose in these financial statements other than those discussed above.

**Item 9.**

**Changes in and Disagreements With Accountants on Accounting and Financial Disclosure**

There were no disagreements with our accountants related to accounting principles or practices, financial statement disclosure, internal controls or auditing scope or procedure during the two fiscal years and subsequent interim periods.

**Item 9A.**

**Controls and Procedures**

As required by Rule 13a-15 under the Exchange Act, our management evaluated the effectiveness of the design and operation of our disclosure controls and procedures as of March 31, 2012.

Our management, with the participation of our president (our principal executive officer, principal financial officer and principal accounting officer), evaluated the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) promulgated under the Securities Exchange Act of 1934, as amended (the Exchange Act )) as of the end of the period covered by this report. Based on this evaluation, our president has concluded that, as of the end of such period, our disclosure controls and procedures were not effective to ensure that information that is required to be disclosed by us in the reports we file or submit under the Exchange Act is (i) recorded, processed, summarized and reported, within the time periods specified in the SEC's rules and forms and (ii) accumulated and communicated to our management, including our president, as appropriate, to allow timely decisions regarding required disclosure. The reasons for this finding were the weaknesses in our internal control over financial reporting enumerated below.

***Management's Report on Internal Control Over Financial Reporting***

Our management is responsible for establishing and maintaining adequate internal control over financial reporting. Internal control over financial reporting is defined in Rule 13a-15(f) or 15d-15(f) promulgated under the Securities Exchange Act of 1934 as a process designed by, or under the supervision of, the company's principal executive and principal financial officers and effected by the company's board of directors, management and other personnel, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with accounting principles generally accepted in the United States of America and includes those policies and procedures that:

.

Pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of the assets of the company;

.

Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with accounting principles generally accepted in the United States of America and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and

.

Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate. All internal control systems, no matter how well designed, have inherent limitations. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation. Because of the inherent limitations of internal control, there is a risk that material misstatements may not be prevented or detected on a timely basis by internal control over financial reporting. However, these inherent limitations are known features of the financial reporting process. Therefore, it is possible to design into the process safeguards to reduce, though not eliminate, this risk.

As of March 31, 2012 our principal executive officer, principal financial officer and principal accounting officer assessed the effectiveness of our internal control over financial reporting based on the criteria for effective internal control over financial reporting established in Internal Control--Integrated Framework issued by the Committee of Sponsoring Organizations of the

Treadway Commission ("COSO") and SEC guidance on conducting such assessments. Based on that evaluation, he concluded that, during the period covered by this report, such internal controls and procedures were not effective to detect the inappropriate application of US GAAP rules as more fully described below. This was due to deficiencies that existed in the design or operation of our internal controls over financial reporting that adversely affected our internal controls and that may be considered to be material weaknesses.

The matters involving internal controls and procedures that our principal executive officer and principal financial officer considered to be material weaknesses under the standards of the Public Company Accounting Oversight Board were: (1) lack of a functioning audit committee due to a lack of a majority of independent members and a lack of a majority of outside directors on our board of directors, resulting in ineffective oversight in the establishment and monitoring of required internal controls and procedures; (2) inadequate segregation of duties consistent with control objectives; and (3) ineffective controls over period end financial disclosure and reporting processes. The aforementioned material weaknesses were identified by our principal executive officer and principal financial officer in connection with the audit of our financial statements as of March 31, 2012.

Our principal executive officer, principal financial officer and principal accounting officer believes that the material weaknesses set forth in items (2) and (3) above did not have an effect on our financial results. However, our principal executive officer and principal financial officer believes that the lack of a functioning audit committee and the lack of a majority of outside directors on our board of directors results in ineffective oversight in the establishment and monitoring of required internal controls and procedures, which could result in a material misstatement in our financial statements in future periods.

This annual report does not include an attestation report of our company's registered public accounting firm regarding internal control over financial reporting. Management's report was not subject to attestation by our company's registered public accounting firm pursuant to temporary rules of the SEC that permit our company to provide only the management's report in this annual report.

#### ***Management's Remediation Initiatives***

In an effort to remediate the identified material weaknesses and other deficiencies and enhance our internal controls, we have initiated, or plan to initiate, the following series of measures:

We will create a position to segregate duties consistent with control objectives and will increase our personnel resources and technical accounting expertise within the accounting function when funds are available to us. And, we plan to appoint one or more outside directors to our board of directors who shall be appointed to an audit committee resulting in a fully functioning audit committee who will undertake the oversight in the establishment and monitoring of required internal controls and procedures such as reviewing and approving estimates and assumptions made by management when funds are available to us.

Management believes that the appointment of one or more outside directors, who shall be appointed to a fully functioning audit committee, will remedy the lack of a functioning audit committee and a lack of a majority of outside directors on our Board.

We anticipate that these initiatives will be at least partially, if not fully, implemented by December 31, 2012. Additionally, we plan to test our updated controls and remediate our deficiencies by December 31, 2012.



***Changes in Internal Controls Over Financial Reporting***

There was no change in our internal controls over financial reporting that occurred during the period covered by this report, which has materially affected, or is reasonably likely to materially affect, our internal controls over financial reporting.

**Item 9B.****Other Information**

None.

**PART III****Item 10.****Directors, Executive Officers and Corporate Governance**

All directors of our company hold office until the next annual meeting of the security holders or until their successors have been elected and qualified. The officers of our company are appointed by our board of directors and hold office until their death, resignation or removal from office. Our directors and executive officers, their ages, positions held, and duration as such, are as follows:

<b>Name</b>	<b>Position Held with the Company</b>	<b>Age</b>	<b>Date First Elected or Appointed</b>
Barry Wattenberg	President, Chief Executive Officer, Chief Financial Officer, Secretary, Treasurer and Director	56	June 29, 2010
Alan B. Brass	Director	62	April 21, 2011
Norman Marcus	Director	60	April 21, 2011

**Business Experience**

The following is a brief account of the education and business experience during at least the past five years of each director, executive officer and key employee of our company, indicating the person's principal occupation during that period, and the name and principal business of the organization in which such occupation and employment were carried out.

***Barry Wattenberg***

Barry Wattenberg has been our president, chief executive officer, chief financial officer, secretary treasurer and a director of our company since June 29, 2010.

Mr. Wattenberg has served in various capacities within the securities industry, including chief compliance officer, chief operating officer, head Trader/market maker at several different NASD member broker/dealers from 1988 to 2008. Currently, Mr. Wattenberg is a private investor. Mr. Wattenberg is past president of a local Kiwanis chapter. He has a B.S. Economics and Management Science, Carnegie-Mellon University, Pittsburgh, Pennsylvania. Mr. Wattenberg was chosen as one of our directors due to his experience with publicly traded companies.





***Alan B. Brass***

Alan B. Brass has been a director of our company since April 21, 2011.

Alan Brass, C.P.A., is a 1971 graduate of the University of South Florida. Mr. Brass received his Certified Public Accountant credentials in 1979, and is a member of the Florida Institute of Certified Public Accountants.

Mr. Brass has served on the board of the Aging and Disability Resource Center of Broward County for 26 years, and served 2 years as its president. Additionally, he has served on the board of directors and the advisory board of the Lester H. White Unit of the Boys and Girls Club in Fort Lauderdale, Florida. Mr. Brass was chosen as one of our directors due to his accounting expertise.

***Norman Marcus***

Norman Marcus has been a director of our company since April 21, 2011.

Norman Marcus graduated with a Bachelor of Arts from Tulane University, and earned a Juris Doctor from the University of Miami. Mr. Marcus was licensed to practice law in the State of Florida in 1975, and he has continuously engaged in the private practice of law since that time, operating his own firm since 1978. Mr. Marcus is also certified by the Florida Supreme Court as a family mediator and he is a qualified arbitrator under Florida law. Mr. Marcus was chosen as one of our directors due to his experience in the legal field.

**Other Directorships**

Other than as disclosed above, during the last 5 years, none of our directors held any other directorships in any company with a class of securities registered pursuant to Section 12 of the Exchange Act or subject to the requirements of Section 15(d) of such Act or any company registered as an investment company under the Investment Company Act of 1940.

**Conflicts of Interest**

Our directors are not obligated to commit their full time and attention to our business and, accordingly, they may encounter a conflict of interest in allocating their time between our operations and those of other businesses. In the course of their other business activities, they may become aware of investment and business opportunities which may be appropriate for presentation to us as well as other entities to which they owe a fiduciary duty. As a result, they may have conflicts of interest in determining to which entity a particular business opportunity should be presented. They may also in the future become affiliated with entities, engaged in business activities similar to those we intend to conduct.

In general, officers and directors of a corporation are required to present business opportunities to a corporation if:

.

the corporation could financially undertake the opportunity;

.

the opportunity is within the corporation's line of business; and

.

it would not be fair to the corporation and its stockholders not to bring the opportunity to the attention of the corporation.

### **Involvement in Certain Legal Proceedings**

To the best of our knowledge, none of our directors or executive officers has, during the past ten years:

1.

been convicted in a criminal proceeding or been subject to a pending criminal proceeding (excluding traffic violations and other minor offences);

2.

had any bankruptcy petition filed by or against the business or property of the person, or of any partnership, corporation or business association of which he was a general partner or executive officer, either at the time of the bankruptcy filing or within two years prior to that time;

3.

been subject to any order, judgment, or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction or federal or state authority, permanently or temporarily enjoining, barring, suspending or otherwise limiting, his involvement in any type of business, securities, futures, commodities, investment, banking, savings and loan, or insurance activities, or to be associated with persons engaged in any such activity;

4.

been found by a court of competent jurisdiction in a civil action or by the SEC or the Commodity Futures Trading Commission to have violated a federal or state securities or commodities law, and the judgment has not been reversed, suspended, or vacated;

5.

been the subject of, or a party to, any federal or state judicial or administrative order, judgment, decree, or finding, not subsequently reversed, suspended or vacated (not including any settlement of a civil proceeding among private litigants), relating to an alleged violation of any federal or state securities or commodities law or regulation, any law or regulation respecting financial institutions or insurance companies including, but not limited to, a temporary or permanent injunction, order of disgorgement or restitution, civil money penalty or temporary or permanent cease-and-desist order, or removal or prohibition order, or any law or regulation prohibiting mail or wire fraud or fraud in connection with any business entity; or

6.

been the subject of, or a party to, any sanction or order, not subsequently reversed, suspended or vacated, of any self-regulatory organization (as defined in Section 3(a)(26) of the Exchange Act (15 U.S.C. 78c(a)(26))), any registered entity (as defined in Section 1(a)(29) of the Commodity Exchange Act (7 U.S.C. 1(a)(29))), or any equivalent exchange, association, entity or organization that has disciplinary authority over its members or persons associated with a member.

### **Compliance with Section 16(a) of the Securities Exchange Act of 1934**

Our common stock is not registered pursuant to Section 12 of the Securities Exchange Act of 1934, as amended (the Exchange Act ). Accordingly, our officers, directors, and principal stockholders are not subject to the beneficial ownership reporting requirements of Section 16(a) of the Exchange Act.

**Code of Ethics**

Our company's board of directors adopted a Code of Business Conduct and Ethics that applies to, among other persons, members of our board of directors, our company's officers including our president, chief executive officer and chief financial officer, employees, consultants and advisors. As adopted, our Code of Business Conduct and Ethics sets forth written standards that are designed to deter wrongdoing and to promote:

1.

honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;

2.

full, fair, accurate, timely, and understandable disclosure in reports and documents that we file with, or submit to, the Securities and Exchange Commission and in other public communications made by us;

3.

compliance with applicable governmental laws, rules and regulations;

4.

the prompt internal reporting of violations of the Code of Business Conduct and Ethics to an appropriate person or persons identified in the Code of Business Conduct and Ethics; and

5.

accountability for adherence to the Code of Business Conduct and Ethics.

Our Code of Business Conduct and Ethics requires, among other things, that all of our company's Senior Officers commit to timely, accurate and consistent disclosure of information; that they maintain confidential information; and that they act with honesty and integrity.

Our Code of Business Conduct and Ethics was filed with the Securities and Exchange Commission as Exhibit 14.1 to our Current Report on Form 8-K filed on June 17, 2011. We will provide a copy of the Code of Business Conduct and Ethics to any person without charge, upon request. Requests can be sent to: Potash America Inc., 8th Floor, 200 South Virginia Street, Reno, Nevada 89501.

### **Committees of the Board**

All proceedings of our board of directors were conducted by resolutions consented to in writing by all the directors and filed with the minutes of the proceedings of the directors. Such resolutions consented to in writing by the directors entitled to vote on that resolution at a meeting of the directors are, according to the corporate laws of the state of Nevada and the bylaws of our company, as valid and effective as if they had been passed at a meeting of the directors duly called and held.

#### *Audit Committee and Charter*

Currently our audit committee consists of Barry Wattenberg and Alan Brass. We have determined that Alan Brass serves the audit committee in the capacity as an independent director. We will appoint a third member of the audit committee when a suitable independent director is appointed to our board of directors.

We have not implemented an audit committee charter. When we do adopt an audit committee charter, we will announce it via the filing of a Current Report on form 8-K.

Compliance Committee and Charter

Our compliance committee consists of Barry Wattenberg and Norman Marcus.

We have not implemented a compliance committee charter. When we do adopt a compliance committee charter, we will announce it via the filing of a Current Report on form 8-K.

Nominating Committee and Charter

We currently do not have nominating committee or other committees performing similar functions. There has not been any defined policy or procedure requirements for shareholders to submit recommendations or nomination for directors.

Advisory Board

We have established an advisory board to assist in the exploration, development and commercialization of fertilizer-oriented projects. Our advisory board members are Jeff Adams, Peter Schaumberg, Roger Haskins and James Leonard.

Jeff Adams: On March 21, 2011, we appointed Jeff Adams as a member of our advisory board. Mr. Adams brings over 30 years experience in the marketing and valuation of mining properties. Canadian-based, Mr. Adams has participated in the company's prospective acquisition of the Newfoundland Property.

Peter Schaumberg: On July 11, 2011, we appointed Peter Schaumberg as a member of our advisory board. Mr. Schaumberg brings an enormous wealth of experience in the field of environmental law, land use and development of energy and mineral resources on federal lands offshore and onshore. He counsels major multi-national corporations, domestic companies and leading industry trade associations regarding development and operations on the Outer Continental Shelf and on federally managed lands onshore, including oil and gas, solar, wind and geothermal resources. Mr. Schaumberg also advises mining company clients on matters related to development of hard-rock mineral resources on public lands. He is a highly recognized authority with respect to royalty reporting and payment issues for federal mineral leases offshore and onshore.

Peter brings more than twenty years of experience in federal public lands, energy development, and royalty regulation and litigation. Schaumberg developed a broad range of expertise in the principal areas of legal practice including federal and Indian lease royalty management. Schaumberg previously served as the Deputy Assistant General Counsel for Petroleum Regulations in the United States Department of Energy. Mr. Schaumberg received numerous service awards which include Presidential Rank Senior Executive Service Meritorious Service Award and the Secretary of the Interior Meritorious Service Award.

He is the co-author of several articles including, Patent Pending: Department of the Interior Administration of the Mining Laws, 46 Rocky Mt. Min. L. Inst. Ch. 16 (2000) and a section on Royalty and Valuation and Payment in Chapter 7 (Federal, State, And Indian Lands) in Lowe, Anderson, Smith, and Pierce, Eds., Oil and Gas Law (4th Ed. 2002).

Peter J. Schaumberg was educated at Tulane University (B.A., cum laude, 1972) George Washington University, National Law Center (J.D., with Honors, 1975). He now practices energy, environmental, and land use. Mr. Schaumberg's bar admissions and memberships are District of Columbia, U.S. Supreme Court, Rocky Mountain Mineral Law Foundation, and American Bar Association (Section of Environment, Energy and Resource).

Roger Haskins: On July 15, 2011, we appointed Roger Haskins as a member of our advisory board. Roger Haskins worked as Bureau Program Manager for Mining Law Administration (1872 Mining Law) on Federal lands. As manager for the National Mineral Program, both technical and administrative, Roger Haskins managed a budget of \$35m and 250 positions.

He authored numerous regulations in the Code of Federal Regulations (CFR). Mr. Haskins is a Certified Professional Geologist. He has served in the state of California and Reno, Nevada where he was with the Surface Management Program of the Bureau of Land Management (mining reclamation and operations approval areas). Roger Haskins worked for the Bureau of Land Management for over 30 years achieving status as a Certified Review Mineral Examiner, as well as an instructor at the agency's National Training Center.

As a mining law specialist he served for 14 years as Bureau Program Manager for Mining Law Administration (1872 Mining Law) on federal lands. Mr. Haskins is also specialist in arcane and extinct federal land and mineral laws. Roger Haskins was educated at University of Manitoba, Economic Geology 1973-1974 and Grand Valley State University BS, Geology, Anthropology 1969-1973, emphasis in economic geology (mineral exploration and

development).



James Leonard: On March 20, 2012, we appointed James Leonard / Friedman Manger & Co. as a member of our advisory board. James Leonard is currently a consultant to publicly traded companies in the area of legal, accounting and crisis management. Mr. Leonard owned and operated a licensed broker dealership for twenty years and then a venture capital firm for ten years where he had extensive experience in contract negotiations specializing in Chinese and Japanese companies. He served on the Board of Directors of many firms and also held the position of CEO in a public company which he took from Venture Capital to a company with a market valuation in excess of half a billion dollars. As a venture capitalist James Leonard personally financed and oversaw the management of a wide range of enterprises including manufacturing in Asia, injection molding throughout Europe, silver mining in Arizona and gold mining in California.

**Audit Committee and Audit Committee Financial Expert**

Our board of directors has determined that none of the members of our audit committee qualifies as an "audit committee financial expert" as defined in Item 407(d)(5)(ii) of Regulation S-K, and is "independent" as the term is used in Item 7(d)(3)(iv) of Schedule 14A under the Securities Exchange Act of 1934, as amended.

We believe that the members of our audit committee are collectively capable of analyzing and evaluating our financial statements and understanding internal controls and procedures for financial reporting. We believe that retaining an independent director who would qualify as an "audit committee financial expert" would be overly costly and burdensome and is not warranted in our circumstances given the early stages of our development and the fact that we have not generated any material revenues to date. In addition, we currently do not have nominating, compensation or committees performing similar functions nor do we have a written nominating, compensation. Our board of directors does not believe that it is necessary to have such committees because it believes the functions of such committees can be adequately performed by our board of directors.

**Item 11.**

**Executive Compensation**

The particulars of the compensation paid to the following persons:

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our principal executive officer;

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our principal financial officer;

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each of our three most highly compensated executive officers who were serving as executive officers at the end of the years ended March 31, 2012 and 2011; and

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up to two additional individuals for whom disclosure would have been provided under (b) but for the fact that the individual was not serving as our executive officer at the end of the years ended March 31, 2012 and 2011,

who we will collectively refer to as the named executive officers of our company, are set out in the following summary compensation table, except that no disclosure is provided for any named executive officer, other than our principal executive officers, whose total compensation did not exceed US\$100,000 for the respective fiscal year:

## SUMMARY COMPENSATION TABLE

Name and Principal Position	Year	Salary (\$)	Bonus (\$)	Stock Awards (\$)	Option Awards (\$)	Non-Equity Incentive Plan Compensation (\$)	Nonqualified	All	Total (\$)
							Deferred Compensation Earnings (\$)	Other Compensation (\$)	
<b>Barry Wattenberg</b> <sup>(1)</sup>	2012	Nil	Nil	Nil	Nil	Nil	30,000	Nil	30,000
<i>President, Chief Executive Officer, Chief Financial Officer, Secretary, Treasurer and Director</i>	2011	Nil	Nil	Nil	Nil	Nil	23,500	Nil	23,500
<b>Alan B. Brass</b> <sup>(2)</sup>	2012	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
<i>Director</i>	2011	Nil	Nil	Nil	107,640	Nil	Nil	Nil	107,640
<b>Norman Marcus</b> <sup>(3)</sup>	2012	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
<i>Director</i>	2011	Nil	Nil	Nil	107,640	Nil	Nil	Nil	107,640

(1)

Mr. Wattenberg was appointed president, chief executive officer, chief financial officer, secretary, treasurer and director of our company on June 29, 2010.

(2)

Mr. Brass was appointed as a director of our company on April 21, 2011.

(3)

Mr. Marcus was appointed as a director of our company on April 21, 2011.

Other than as set out below, there are no arrangements or plans in which we provide pension, retirement or similar benefits for directors or executive officers. Our directors and executive officers may receive share options at the discretion of our board of directors in the future. We do not have any material bonus or profit sharing plans pursuant to which cash or non-cash compensation is or may be paid to our directors or executive officers, except that share options may be granted at the discretion of our board of directors.

On November 7, 2011 we entered into an employment agreement with Barry Wattenberg, which became effective on December 1, 2011. Pursuant to the terms of the employment agreement, Mr. Wattenberg will receive a base salary of \$10,000 per month, payments of which will accrue, and a key man life insurance policy of \$1,000,000 payable half to our company and half to Mr. Wattenberg's estate. Our company shall also reimburse all reasonable and necessary business expenses incurred by Mr. Wattenberg in performance of his duties. When established, the company will compensate Mr. Wattenberg with group health insurance benefits and will allow for standard executive benefits such as vacation, holidays, sick leave and the granting of stock options when deemed appropriate by our company.

### **Stock Option Plan**

On April 21, 2011 our directors approved the adoption of the 2011 Stock Option Plan which permits our company to issue up to 3,000,000 shares of our common stock to directors, officers, employees and consultants of our company upon the exercise of stock options granted under the 2011 Stock Option Plan.

### **2011 Grants of Plan-Based Awards**

On April 21, 2011, Alan B. Brass and Norman Marcus were granted 300,000 stock options each exercisable at a price of \$0.60 per share for a period of five years from the date of grant. The vesting schedule for the stock options is 100,000 options upon execution of the Stock Option Agreement of April 21, 2011; 100,000 options on the first anniversary (April 21, 2012) and 100,000 options on the second anniversary (April 21, 2013).

**Outstanding Equity Awards at Fiscal Year End**

The particulars of unexercised options, stock that have not vested and equity incentive plan awards for our named executive officers are set out in the following table:

Name	Options Awards				Stock Awards				
	Number of Securities Underlying Unexercised Options (#)	Number of Securities Underlying Unexercised Options (#)	Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Options (#)	Option Exercise Price (\$)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested (\$)	Equity Incentive Plan Awards: Number of Shares, Units or Other Rights That Have Not Vested (#)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested (\$)
Alan B. Brass <sup>(1)</sup>	200,000	100,000	-	0.60	April 21, 2016	100,000	53,820	-	-
Norman Marcus <sup>(2)</sup>	200,000	100,000	-	0.60	April 21, 2016	100,000	53,820	-	-

(1)

Alan B. Brass was appointed as a director of our company on April 21, 2011.

(2)

Norman Marcus was appointed as a director of our company on April 21, 2011.

**Option Exercises and Stock Vested**

During our fiscal year ended March 31, 2012 there were no options exercised by our named officers.

**Compensation of Directors**

Other than as set out below, we do not have any agreements for compensating our directors for their services in their capacity as directors, although such directors are expected in the future to receive stock options to purchase shares of our common stock as awarded by our board of directors.

We entered into director association agreements with Mr. Brass and Mr. Marcus on April 21, 2011. Pursuant to the terms of the agreement, we will pay Mr. Brass and Mr. Marcus \$500 each per board of directors meeting attended, attendance may be via electronic means. Mr. Brass and Mr. Marcus shall be reimbursed for all reasonable expenses related to their physical attendance at the annual general meeting; in addition to their respective director's fees. The

director association agreements also grant stock options to Mr. Brass and Mr. Marcus as set out above. The term of the agreements is effective April 21, 2011 and shall continue until terminated pursuant to the terms of the agreements.

**Pension, Retirement or Similar Benefit Plans**

There are no arrangements or plans in which we provide pension, retirement or similar benefits for directors or executive officers. We have no material bonus or profit sharing plans pursuant to which cash or non-cash compensation is or may be paid to our directors or executive officers, except that stock options may be granted at the discretion of the board of directors or a committee thereof.

**Indebtedness of Directors, Senior Officers, Executive Officers and Other Management**

None of our directors or executive officers or any associate or affiliate of our company during the last two fiscal years, is or has been indebted to our company by way of guarantee, support agreement, letter of credit or other similar agreement or understanding currently outstanding.

**Family Relationships**

There are no family relationships between any of our executive officers or directors.

**Item 12.****Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters**

The following table sets forth, as of June 26, 2012, certain information with respect to the beneficial ownership of our common shares by each shareholder known by us to be the beneficial owner of more than 5% of our common shares, as well as by each of our current directors and executive officers as a group. Each person has sole voting and investment power with respect to the shares of common stock, except as otherwise indicated. Beneficial ownership consists of a direct interest in the shares of common stock, except as otherwise indicated.

<b>Name and Address of Beneficial Owner</b>	<b>Amount and Nature of Beneficial Ownership</b>	<b>Percentage of Class<sup>(1)</sup></b>
Barry Wattenberg c/o Potash America, Inc. 200 S. Virginia Street, 8 <sup>th</sup> Floor Reno, Nevada 89501	80,000,000 Common	54.19%
Alan B. Brass 8181 W. Broadway Blvd, Suite 350 Plantation, FL 33324	215,000 Common <sup>(2)</sup>	0.15%
Norman Marcus 8181 W. Broadway Blvd, Suite 350 Plantation, FL 33324	215,000 Common <sup>(2)</sup>	0.15%
<b><i>Directors and Officers as a Group</i></b>	<b><i>80,430,000 common</i></b>	<b><i>54.49%</i></b>

(1)

Under Rule 13d-3, a beneficial owner of a security includes any person who, directly or indirectly, through any contract, arrangement, understanding, relationship, or otherwise has or shares: (i) voting power, which includes the power to vote, or to direct the voting of shares; and (ii) investment power, which includes the power to dispose or direct the disposition of shares. Certain shares may be deemed to be beneficially owned by more than one person (if, for example, persons share the power to vote or the power to dispose of the shares). In addition, shares are deemed to be beneficially owned by a person if the person has the right to acquire the shares (for example, upon exercise of an option) within 60 days of the date as of which the information is provided. In computing the percentage ownership of any person, the amount of shares outstanding is deemed to include the amount of shares beneficially owned by such person (and only such person) by reason of these acquisition rights. As a result, the percentage of outstanding shares of any person as shown in this table does not necessarily reflect the person's actual ownership or voting power with respect to the number of shares of common stock actually outstanding on June 26, 2012. As of June 26, 2012, there were 147,625,000 shares of our company's common stock issued and outstanding.

(2)

Includes options to acquire an aggregate of 200,000 shares of common stock by each of Mr. Brass and Mr. Marcus exercisable within 60 days.



## Changes in Control

We are unaware of any contract or other arrangement or provisions of our Articles or Bylaws the operation of which may at a subsequent date result in a change of control of our company. There are not any provisions in our Articles or Bylaws, the operation of which would delay, defer, or prevent a change in control of our company.

## Item 13.

### Certain Relationships and Related Transactions, and Director Independence

Except as disclosed herein, no director, executive officer, shareholder holding at least 5% of shares of our common stock, or any family member thereof, had any material interest, direct or indirect, in any transaction, or proposed transaction since the year ended March 31, 2012, in which the amount involved in the transaction exceeded or exceeds the lesser of US\$120,000 or one percent of the average of our total assets at the year-end for the last three completed fiscal years.

#### *Director Independence*

We currently act with three directors, consisting of Barry Wattenberg, Alan B. Brass and Norman Marcus.

We have determined that Alan B. Brass and Norman Marcus are independent directors, as that term is used in Rule 4200(a)(15) of the Rules of National Association of Securities Dealers.

Currently our audit committee and our compensation committee consist of Barry Wattenberg and Alan B. Brass. We currently do not have a nominating committee or committees performing similar functions. There has not been any defined policy or procedure requirements for shareholders to submit recommendations or nomination for directors.

Our board of directors has determined that we do not have a member of the audit committee that qualifies as an audit committee financial expert as defined in as defined in Item 407(d)(5)(ii) of Regulation S-K.

From inception to present date, we believe that the members of our audit committee and the board of directors have been and are collectively capable of analyzing and evaluating our financial statements and understanding internal controls and procedures for financial reporting.

## Item 14.

### Principal Accounting Fees and Services

The aggregate fees billed for the most recently completed fiscal year ended March 31, 2012 and for the fiscal year ended March 31, 2011 for professional services rendered by the principal accountant for the audit of our annual financial statements and review of the financial statements included in our quarterly reports on Form 10-Q and services that are normally provided by the accountant in connection with statutory and regulatory filings or engagements for these fiscal periods were as follows:

	Year Ended	
	March 31, 2012	March 31, 2011
	\$	\$
Audit Fees	14,500	10,500
Audit Related Fees	Nil	Nil

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Tax Fees	Nil	1,200
All Other Fees	Nil	Nil
Total	14,500	11,700

Our board of directors pre-approves all services provided by our independent auditors. All of the above services and fees were reviewed and approved by the board of directors either before or after the respective services were rendered.

Our board of directors has considered the nature and amount of fees billed by our independent auditors and believes that the provision of services for activities unrelated to the audit is compatible with maintaining our independent auditors' independence.

## PART IV

### Item 15.

#### Exhibits, Financial Statement Schedules

(a)

Financial Statements:

(1)

Financial statements for our company are listed in the index under Item 8 of this document

(2)

All financial statement schedules are omitted because they are not applicable, not material or the required information is shown in the financial statements or notes thereto.

(b)

Exhibits

<b>Exhibit No.</b>	<b>Description</b>
--------------------	--------------------

<b>(3)</b>	<b>Articles of Incorporation and Bylaws</b>
3.1	Articles of Incorporation (incorporated by reference to our Registration Statement on Form S-1 filed on May 9, 2008)
3.2	Certificate of Amendment (incorporated by reference to our Current Report on Form 8-K filed on September 10, 2010)
3.3.	Certificate of Amendment (incorporated by reference to our Current Report on Form 8-K filed on March 7, 2011)
<b>(10)</b>	<b>Material Contracts</b>
10.1	Credit Facility Agreement dated March 2011 (incorporated by reference to our Current Report on Form 8-K filed on March 17, 2011)
10.2	2011 Stock Option Plan (incorporated by reference to our Current Report on Form 8-K filed on April 26, 2011)
10.3	Form of Stock Option Agreement (incorporated by reference to our Current Report on Form 8-K filed on April 26, 2011)
10.4	Director's Association Agreement between our company and Alan B. Brass dated April 21, 2011 (incorporated by reference to our Current Report on Form 8-K filed on April 26, 2011)
10.5	Director's Association Agreement between our company and Norman Marcus dated April 21, 2011 (incorporated by reference to our Current Report on Form 8-K filed on April 26, 2011)
10.6	Stock Option Agreement between our company and Alan B. Brass dated April 21, 2011 (incorporated by reference to our Current Report on Form 8-K filed on April 26, 2011)

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- 10.7 Stock Option Agreement between our company and Norman Marcus dated April 21, 2011 (incorporated by reference to our Current Report on Form 8-K filed on April 26, 2011)
- 10.8 Property Acquisition Agreement between our company and Habitants Minerals Ltd. dated June 6, 2011 (incorporated by reference to our Current Report on Form 8-K filed on June 17, 2011)

<b>Exhibit No.</b>	<b>Description</b>
10.9	Purchase and Sale Agreement dated August 31, 2011 between our company and Kim Diaz and Sonseeahray Diaz (incorporated by reference to our Current Report on Form 8-K filed on September 12, 2011)
10.10	Employment Agreement effective December 1, 2011 between our company and Barry Wattenberg (incorporated by reference to our Current Report on Form 8-K filed on November 18, 2011)
10.11	Letter of Credit dated March 27, 2012 (incorporated by reference to our Current Report on Form 8-K filed on April 17, 2012)
<b>(14)</b>	<b>Code of Ethics</b>
14.1	Code of Business Conduct and Ethics (incorporated by reference to our Current Report on Form 8-K filed on June 17, 2011)
<b>(31)</b>	<b>Rule 13a-14(a)/15d-14(a) Certifications</b>
31.1*	Section 302 Certification under Sarbanes-Oxley Act of 2002 of Barry Wattenberg (principal executive officer, principal financial officer and principal accounting officer)
<b>(32)</b>	<b>Section 1350 Certifications</b>
32.1*	Section 906 Certifications under Sarbanes-Oxley Act of 2002 of Barry Wattenberg (principal executive officer, principal financial officer and principal accounting officer)
<b>101**</b>	<b>Interactive Data File (Form 10-K for the year ended March 31, 2012 furnished in XBRL)</b>
101.INS	XBRL Instance Document
101.SCH	
101.CAL	XBRL Taxonomy Extension Schema Document
101.DEF	
101.LAB	XBRL Taxonomy Extension Calculation Linkbase Document
101.PRE	
	XBRL Taxonomy Extension Definition Linkbase Document
	XBRL Taxonomy Extension Label Linkbase Document
	XBRL Taxonomy Extension Presentation Linkbase Document

\*

*Filed herewith.*

\*\*

*Furnished herewith. Pursuant to Rule 406T of Regulation S-T, the Interactive Data Files on Exhibit 101 hereto are deemed not filed or part of any registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, are deemed not filed for purposes of Section 18 of the Securities and Exchange Act of 1934, and otherwise are not subject to liability under those sections.*



**SIGNATURES**

In accordance with Section 13 or 15(d) of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**POTASH AMERICA, INC.**

(Registrant)

Dated: July 9, 2012

*/s/ Barry Wattenberg*

**Barry Wattenberg**

President, Chief Executive Officer, Chief Financial Officer, Secretary, Treasurer and Director  
(Principal Executive Officer, Principal Financial Officer and Principal Accounting Officer)

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Dated: July 9, 2012

*/s/ Barry Wattenberg*

**Barry Wattenberg**

President, Chief Executive Officer, Chief Financial Officer, Secretary, Treasurer and Director  
(Principal Executive Officer, Principal Financial Officer and Principal Accounting Officer)

Dated: July 9, 2012

*/s/ Alan B. Brass*

**Alan B. Brass**

Director

Dated: July 9, 2012

*/s/ Norman Marcus*

**Norman Marcus**

Director