



DIVISION OF  
CORPORATION FINANCE

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

December 8, 2021

Matthew Markin  
Chief Executive Officer  
POTASH AMERICA, INC.  
2234 North Federal Highway, Suite 2008  
Boca Raton, FL 33431

**Re: POTASH AMERICA, INC.**  
**Offering Statement on Form 1-A**  
**Filed on December 1, 2021**  
**File No. 024-11733**

Dear Mr. Markin:

This is to advise you that we do not intend to review your offering statement.

We will consider qualifying your offering statement at your request. In connection with your request, please confirm in writing that at least one state has advised you that it is prepared to qualify or register your offering. If a participant in your offering is required to clear its compensation arrangements with FINRA, please have FINRA advise us that it has no objections to the compensation arrangements prior to qualification.

We remind you that the company and its management are responsible for the accuracy and adequacy of their disclosures, notwithstanding any review, comments, action or absence of action by the staff.

Please contact Janice Adeloyle at 202-551-3034 or Erin Jaskot at 202-551-3442 with any questions.

Sincerely,

Division of Corporation Finance  
Office of Trade & Services

cc: Matheau J. W. Stout, Esq.