

Brazil Potash Mandates BTIG to Lead Project-Level Equity Financing for Construction, with a Goal to Minimize Dilution to Shareholders

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[Brazil Potash Corp.](#) ("Brazil Potash" or the "Company") (NYSE American: GRO), a mineral exploration and development company with a critical mineral potash mining project, the Autazes Project (the "Project"), today announced it has appointed BTIG, LLC as its lead financial advisor to secure an equity investment at the project level to fund construction of the Project.

Under the mandate, BTIG will attempt to identify and engage new strategic partners to invest directly at the project entity level. This structure enables Brazil Potash to ideally secure substantial construction funding at the project entity level with less direct dilution on existing shareholders.

"Engaging BTIG represents an important step forward as we advance toward construction of the Autazes Project," said Matt Simpson, Chief Executive Officer of Brazil Potash. "If successful, this asset-level financing approach will allow us to bring in new strategic partners at the project level to fund a significant portion of our construction requirements while maintaining our commitment to existing shareholders. BTIG's mandate covers international markets, complementing our ongoing discussions with select strategic parties in Brazil, China and select other regions where we have existing relationships, ensuring we pursue all available financing pathways efficiently. BTIG's deep expertise in the chemicals, minerals, and natural resources sectors and extensive global network make them the ideal partner to help us secure the capital required to bring this world-class potash project into production."

The Company continues to explore additional pathways to optimize its capital structure, including similar carve-out opportunities for discrete project components as demonstrated by the recent Fictor Energia partnership for power transmission infrastructure.

About Brazil Potash

Brazil Potash (NYSE-American: GRO) (www.brazilpotash.com) is developing the Autazes Project to supply sustainable fertilizers to one of the world's largest agricultural exporters. Brazil is critical for global food security as the country has amongst the highest amounts of fresh water, arable land, and an ideal climate for year-round crop growth, but it is vulnerable as it imported over 95% of its potash fertilizer in 2021, despite having what is anticipated to be one of the world's largest undeveloped potash basins in its own backyard. The potash produced will be transported primarily using low-cost river barges on an inland river system in partnership with Amaggi (www.amaggi.com.br), one of Brazil's largest farmers and logistical operators of agricultural products. With an initial planned annual potash production of up to 2.4 million tons per year, Brazil Potash's management believes it could potentially supply approximately 20% of the current potash demand in Brazil. Management anticipates 100% of Brazil Potash's production will be sold domestically to reduce Brazil's reliance on potash imports while concurrently mitigating approximately 1.4 million tons per year of GHG emissions.

Cautionary Note Regarding Forward-Looking Statements

This document contains forward-looking statements as defined within Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, or the United States Private Securities Litigation Reform Act of 1995, which are statements that are not historical facts. All statements, other than statements of historical facts, included herein and public statements by our officers or representatives, that address activities, events or developments that our management expects or anticipates will or may occur in the future, are forward-looking statements, including but not limited to such things as future business strategy, plans and goals, competitive strengths and expansion and growth of our business. These forward-looking statements, along with terms such as "anticipate," "expect," "intend," "may," "will," "should," and other comparable terms, involve risks and uncertainties because they relate to events and depend on circumstances that will occur in the future, and include risks related to changes in our operations;

uncertainties concerning estimates; industry-related risks; the commercial success of, and risks related to, our development activities; uncertainties and risks related to our reliance on contractors and consultants; uncertainties and risks related to the capital markets and ability to raise additional funds for project construction. Those statements include statements regarding the intent, belief, or current expectations of the Company and members of its management, as well as the assumptions on which such statements are based, and such forward-looking statements include, without limitation, statements regarding the the likelihood of success of the proposed financing structure with BTIG, limitation on future dilution of shareholders, the development of the Project,, project development timelines, construction advancement, production capacity, market demand projections, cost advantages, environmental benefits, and the status of the Company's project, government regulation, and environmental regulation. Although we have attempted to identify important factors that could cause actual results to differ materially from those described in forward-looking statements, there may be other factors that cause results not to be as anticipated, estimated or intended. Although these forward-looking statements were based on assumptions that the Company believes are reasonable when made, you are cautioned that forward-looking statements are not guarantees of future performance and that actual results, performance or achievements may differ materially from those made in or suggested by the forward-looking statements contained in this news release. In addition, even if our results, performance, or achievements are consistent with the forward-looking statements contained in this news release, those results, performance or achievements may not be indicative of results, performance or achievements in subsequent periods.

Forward-looking statements are subject to risks and uncertainties, many of which are beyond the control of the Company, including those described in the "Risk Factors" section of the Company's annual report on Form 20-F filed with the Securities and Exchange Commission and other filings. These risks include, but are not limited to, fluctuations in potash supply and demand, changes in competitive pressures, timing and amount of capital expenditures, changes in capital markets, currency and exchange rate fluctuations, unexpected geological or environmental conditions, changes in government legislation and regulations, political or economic developments in relevant jurisdictions, success in obtaining required licenses and permits, ability to secure project financing, and other operational risks.

Readers are cautioned not to place undue reliance on any of these forward-looking statements. These forward-looking statements speak only as of the date hereof. The Company expressly disclaims any obligations or undertaking to release publicly any updates or revisions to any forward-looking statements contained herein to reflect any change in the Company's expectations with respect thereto or any change in events, conditions, or circumstances on which any statement is based, unless required by law.

Contact:
Brazil Potash Investor Relations
info@brazilpotash.com

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