SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934

Brazil Potash Corp.

(Name of Issuer)

Common Stock, no par value per share

(Title of Class of Securities)

10586A1084

(CUSIP Number)

12/31/2024

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- [x] Rule 13d-1(b)
- [ ] Rule 13d-1(c)
- [ ] Rule 13d-1(d)

SCHEDULE 13G

CUSIP No.	10586A1084

1	**Names of Reporting Persons** CD Capital Asset Management Ltd
2	**Check the appropriate box if a member of a Group (see instructions)** ☐ (a) ☐ (b)
3	**Sec Use Only**
4	**Citizenship or Place of Organization** UNITED KINGDOM

Number of Shares Beneficially Owned by Each Reporting Person With:	5	**Sole Voting Power** 10,791,999.00
	6	**Shared Voting Power** 0.00
	7	**Sole Dispositive Power** 10,791,999.00
	8	**Shared Dispositive Power** 0.00
9	**Aggregate Amount Beneficially Owned by Each Reporting Person** 10,791,999.00	
10	**Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)** ☐	
11	**Percent of class represented by amount in row (9)** 28.13 %	
12	**Type of Reporting Person (See Instructions)** IA	

SCHEDULE 13G

CUSIP No.	10586A1084

1	**Names of Reporting Persons** Carmel Daniele	
2	**Check the appropriate box if a member of a Group (see instructions)** ☐ (a) ☐ (b)	
3	**Sec Use Only**	
4	**Citizenship or Place of Organization** UNITED KINGDOM	
Number of Shares Beneficially Owned by Each Reporting Person With:	5	**Sole Voting Power** 11,157,124.00
	6	**Shared Voting Power** 0.00
	7	**Sole Dispositive Power** 11,157,124.00
	8	**Shared Dispositive Power** 0.00
9	**Aggregate Amount Beneficially Owned by Each Reporting Person** 11,157,124.00	
10	**Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)** ☐	

11	**Percent of class represented by amount in row (9)** 29.08 %
12	**Type of Reporting Person (See Instructions)** IN

SCHEDULE 13G

Item 1.

(a) Name of issuer:

Brazil Potash Corp.

(b) Address of issuer's principal executive offices:

198 Davenport Road, Toronto, Ontario M5R 1J2 Canada

Item 2.

(a) Name of person filing:

This statement is filed by CD Capital Asset Management Ltd, a United Kingdom limited company, which serves as the investment advisor to CD Capital Natural Resources BPC LP, a Cayman Islands exempted company ("CD CNR BPC"), with respect to the shares and stock options directly held by CD CNR BPC.

Carmel Daniele

(b) Address or principal business office or, if none, residence:

The address of the principal business office for each Reporting Person:
105 Piccadilly
Penthouse Suite
London, W1J 7NJ
United Kingdom

(c) Citizenship:

CD Capital Asset Management Ltd is a United Kingdom limited company
Carmel Daniele is a United Kingdom citizen

(d) Title of class of securities:

Common Stock, no par value per share

(e) CUSIP No.:

10586A1084

Item 3. If this statement is filed pursuant to §§ 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

(a) ☐ **Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);**

(b) ☐ **Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);**

(c) ☐ **Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);**

(d) ☐ **Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);**

(e) ☐ **An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);**

(f) ☐ **An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);**

(g) ☐ **A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);**

(h) ☐ **A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);**

(i) ☐ **A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);**

(j) ☑ **A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J). If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution:**

(k) ☐ **Group, in accordance with Rule 240.13d-1(b)(1)(ii)(K).**

The Reporting Person is an investment advisor registered with the United Kingdom's Financial Conduct Authority.

Item 4. Ownership

(a) Amount beneficially owned:

Amount beneficially owned: See Item 9 of the cover page for each Reporting Person.

(b) Percent of class:

As of December 31, 2024, 11,157,124 Common Shares represent 10,766,999 Common Shares held directly by CD CNR BPC, 365,125 Common Shares held directly by Ms. Carmel Daniele, and 25,000 Common Shares issuable upon the exercise of stock options held directly by CD CNR BPC. Ms. Daniele is the founder and Chief Investment Officer of CD CNR BPC, and, as such, Ms. Daniele has voting and investment power over the Common Shares beneficially held by CD CNR BPC. Ms. Daniele disclaims beneficial ownership of the Common Shares held by CD CNR BPC, except for any pecuniary interests therein. %

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote:

See Item 5 of the cover page for each Reporting Person.

(ii) Shared power to vote or to direct the vote:

See Item 6 of the cover page for each Reporting Person.

(iii) Sole power to dispose or to direct the disposition of:

See Item 7 of the cover page for each Reporting Person.

(iv) Shared power to dispose or to direct the disposition of:

See Item 8 of the cover page for each Reporting Person.

Item 5. Ownership of 5 Percent or Less of a Class.

Item 6. Ownership of more than 5 Percent on Behalf of Another Person.

Not Applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

Not Applicable

Item 8. Identification and Classification of Members of the Group.

Not Applicable

Item 9. Notice of Dissolution of Group.

Not Applicable

Item 10. Certifications:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under ?? 240.14a-11.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

CD Capital Asset Management Ltd

Signature: **/s/ Carmel Daniele**
Name/Title: **Carmel Daniele, Director**
Date: **02/13/2025**

Carmel Daniele

Signature: **/s/ Carmel Daniele**
Name/Title: **Carmel Daniele**
Date: **02/13/2025**