



# BRAZIL POTASH

198 Davenport Road  
Toronto, Ontario, Canada, M5R 1J2

November 20, 2024

**VIA EDGAR**

U.S. Securities and Exchange Commission  
Division of Corporation Finance  
100 F Street, NE  
Washington, D.C. 20549  
Attn: Michael Purcell  
Division of Corporation Finance  
Office of Energy and Transportation

**Re: Brazil Potash Corp.  
Registration Statement on Form F-1  
File No. 333-281663**

**Request for Acceleration of Effectiveness**

Dear Mr. Purcell:

Pursuant to Rule 461 under the Securities Act of 1933, as amended (the “Securities Act”), the undersigned, Brazil Potash Corp., a corporation incorporated and existing under the laws of the Province of Ontario, Canada (the “Registrant”), hereby respectfully requests acceleration of the effective date of the above-referenced Registration Statement on Form F-1 (as amended, the “Registration Statement”), so that it may become effective at 4:00 p.m., Eastern time, on November 21, 2024, or as soon thereafter as practicable.

The Registrant understands that the staff of the U.S. Securities and Exchange Commission will consider this request for acceleration of the effective date of the Registration Statement as confirmation by the Registrant of its awareness of its responsibilities under the Securities Act and the Securities Exchange Act of 1934, as amended, as they relate to the proposed initial public offering of the registered securities covered by the Registration Statement.

If you have any questions regarding the foregoing, please contact our counsel at Greenberg Traurig, P.A., William Wong at (415) 655-1280. In addition, it would be greatly appreciated if you could please call Mr. Wong to notify him when the Registration Statement has been declared effective.

Sincerely,

Brazil Potash Corp.

By: /s/ Matthew Simpson

Name: Matthew Simpson

Title: Chief Executive Officer

cc: Ryan Ptolemy, Chief Financial Officer, Brazil Potash Corp.  
Rebecca G. DiStefano, Esq., Greenberg Traurig, P.A.  
William Wong, Esq., Greenberg Traurig, P.A.