

30 October 2019

Dear Shareholder,

On behalf of the Directors of Agua Resources Limited (**Agua**), I am pleased to invite you to attend the 2019 Annual General Meeting (**AGM**) of Agua. Enclosed is the Notice of Meeting setting out the business of the AGM.

Agua's 2019 AGM will be held on Friday, 29 November 2019 commencing at 10.00am (Sydney time) at the offices of K&L Gates, Level 31, 1 O'Connell Street Sydney NSW 2000.

If you are attending the AGM, please bring your Proxy Form with you to facilitate a faster registration. If you are unable to attend the AGM, I encourage you to complete and return the enclosed Proxy Form no later than 10.00am (Sydney time) on Wednesday, 27 November 2019 in one of the ways specified in the Notice of Meeting and Proxy Form.

I also encourage you to read the enclosed Notice of Meeting (including the Explanatory Memorandum) and the Proxy Form and consider directing your proxy on how to vote on each resolution by marking either the "for" box, the "against" box or the "abstain" box on the Proxy Form.

Subject to the abstentions noted in the Explanatory Memorandum, the Directors of Agua unanimously recommend that shareholders vote in favour of all resolutions.

Following the conclusion of the AGM, you are welcome to join the Board and Management for light refreshments.

Thank you for your continued support of Agua and I look forward to your attendance and the opportunity to meet with you.

Yours faithfully,



Christina McGrath
Chair



Aguia Resources Limited

ABN 94 128 256 888

Notice of Annual General Meeting

Notice is given that the Annual General Meeting (**AGM** or **Meeting**) of shareholders of Aguia Resources Limited (**Aguia** or **Company**) will be held:

Date: Friday, 29 November 2019

Time: 10.00am (Sydney time)

Venue: The offices of K&L Gates, Level 31, 1 O'Connell Street Sydney NSW 2000

The Explanatory Memorandum accompanying this Notice of Meeting provides additional information on matters to be considered at the AGM. The Explanatory Memorandum, Entitlement to Attend and Vote section and Proxy Form are part of this Notice of Meeting.

Consideration of Reports

The first item of business is to receive and consider the Financial Report, the Directors' Report, and the Independent Auditor's Report of the Company for the financial year ended 30 June 2019.

All shareholders can view the Company's Annual Report which contains the Financial Report, the Directors' Report and the Independent Auditor's Report of the Company for the year ended 30 June 2019 on the Company's website at www.aguiaresources.com.au.

Questions and Comments

Following consideration of the Reports, the Chairman will give shareholders a reasonable opportunity to ask questions about, or comment on the management of the Company.

The Chairman will also give shareholders a reasonable opportunity to ask the Auditor questions relevant to:

- a) the conduct of the audit;
- b) the preparation and content of the Independent Auditor's Report;
- c) the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- d) the independence of the Auditor in relation to the conduct of the audit.

The Chairman will also give the Auditor a reasonable opportunity to answer written questions submitted by shareholders that are relevant to the content of the Independent Auditor's Report or the conduct of the audit. A list of relevant written questions submitted by shareholders will be made available at the start of the AGM and any written answer tabled by the Auditor at the AGM will be made available as soon as practicable after the Meeting.

Items for Approval

Resolution 1. Remuneration Report

To consider and if thought fit, pass the following as a non-binding ordinary resolution of the Company:

“That the Company’s Remuneration Report for the financial year ended 30 June 2019, as set out in the Directors’ Report, is adopted.”

The Remuneration Report is contained in the 2019 Annual Report (available at www.aguiaresources.com.au). Please note that, in accordance with section 250R(3) of the Corporations Act 2001 (Cth) (**Act**), the vote on this resolution is advisory only and does not bind the Directors or the Company.

Voting Exclusion Statement

A vote on Resolution 1 must not be cast (in any capacity) by, or on behalf of, the following persons:

- a) a member of the Key Management Personnel (**KMP**) whose remuneration details are included in the 2019 Remuneration Report; or
- b) a closely related party of such a KMP (including close family members and companies the KMP controls).

However, a person described above may cast a vote on Resolution 1 as a proxy if the vote is not cast on behalf of a person described above and either:

- a) the proxy appointment is in writing that specifies the way the proxy is to vote (e.g. for, against, abstain) on the resolution; or
- b) the vote is cast by the chair of the Meeting and the appointment of the chair as proxy:
 - i. does not specify the way the proxy is to vote on the resolution; and
 - ii. expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

In accordance with section 250BD of the Corporations Act 2001 (Cth), a vote must not be cast on Resolution 1 as a proxy by a member of the KMP at the date of the AGM, or a closely related party of those persons, unless it is cast as proxy for a person entitled to vote in accordance with their directions. This restriction on voting undirected proxies does not apply to the Chairman of the Meeting where the proxy appointment expressly authorises the Chairman of the Meeting to exercise undirected proxies even if the resolution is connected, directly or indirectly, with the remuneration of the KMP.

“Key management personnel” and “closely related party” have the same meaning as set out in the Corporations Act 2001 (Cth).

Resolution 2. Re-election of Director - Fernando Tallarico

To consider and, if thought fit, pass the following as an ordinary resolution of the Company:

“That Fernando Tallarico, who retires in accordance with clause 6.3(a) of the Company’s Constitution and being eligible for re-election, is re-elected as a Director of the Company.”

Resolution 3. Re-election of Director – Stephen Ross

To consider and, if thought fit, pass the following as an ordinary resolution of the Company:

“That Stephen Ross, who retires in accordance with clause 6.3(a) of the Company’s Constitution and being eligible for re-election, is re-elected as a Director of the Company.”

Resolution 4. Re-election of Director – Jonathan Guinness

To consider and, if thought fit, pass the following as an ordinary resolution of the Company:

“That Jonathan Guinness, who retires in accordance with clause 6.3(a) of the Company’s Constitution and being eligible for re-election, is re-elected as a Director of the Company.”

Resolution 5. Re-election of Director – Martin McConnell

To consider and, if thought fit, pass the following as an ordinary resolution of the Company:

“That Martin McConnell, who retires in accordance with clause 6.3(a) of the Company’s Constitution and being eligible for re-election, is re-elected as a Director of the Company.”

Resolution 6. Re-election of Director – Christina McGrath

To consider and, if thought fit, pass the following as an ordinary resolution of the Company:

“That Christina McGrath, who retires in accordance with clause 6.3(a) of the Company’s Constitution and being eligible for re-election, is re-elected as a Director of the Company.”

Resolution 7. Non-Executive Director Fee Pool

To consider and if thought fit, pass the following as an ordinary resolution of the Company:

“That for the purposes of ASX Listing Rule 10.17 and in accordance with clause 6.5(a) the Company’s Constitution, the maximum aggregate amount per annum available for payment as remuneration to the Non-Executive Directors of the Company be increased by \$200,000 from \$200,000 to 400,000 per annum.”

Voting Exclusion Statement

In accordance with ASX Listing Rule 14.11, the Company will disregard any votes cast in favour of Resolution 7 by or on behalf of any Director of the Company or any of their associates. However, the Company need not disregard a vote cast on Resolution 7 if:

- a) It is cast by a person as proxy for a person who is entitled to vote in accordance with the directions on the Proxy Form; or
- b) It is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

In accordance with section 250BD of the Corporations Act 2001 (Cth), a vote must not be cast on Resolution 7 as a proxy by a member of the KMP at the date of the AGM, or a closely related party of those persons, unless it is cast as proxy for a person entitled to vote in accordance with their directions. This restriction on voting undirected proxies does not apply to the Chairman of the Meeting where the proxy appointment expressly authorises the Chairman of the Meeting to exercise undirected proxies even if the resolution is connected, directly or indirectly, with the remuneration of the KMP.



Resolution 8. Issue of Options to Fernando Tallarico

To consider and, if thought fit, to pass the following as an ordinary resolution of the Company:

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the issue to Fernando Tallarico or his nominee of 4,000,000 Options to acquire fully paid ordinary shares in the Company at an exercise price of \$0.23, on the terms described in the Explanatory Memorandum which forms part of the Notice of Meeting, is approved.”

Voting Exclusion Statement

In accordance with ASX Listing Rule 14.11, the Company will disregard any votes cast in favour of Resolution 8 by or on behalf of:

- a) Fernando Tallarico; or
- b) an associate of Fernando Tallarico.

However, the Company need not disregard a vote cast on Resolution 8 if:

- a) it is cast by a person as proxy for a person who is entitled to vote in accordance with the directions on the proxy form; or
- b) it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

In accordance with section 250BD of the Corporations Act 2001 (Cth), a vote must not be cast on Resolution 8 as a proxy by a member of the KMP at the date of the AGM, or a closely related party of those persons, unless it is cast as proxy for a person entitled to vote in accordance with their directions. This restriction on voting undirected proxies does not apply to the Chairman of the Meeting where the proxy appointment expressly authorises the Chairman of the Meeting to exercise undirected proxies even if the resolution is connected, directly or indirectly, with the remuneration of the KMP.

Resolution 9. Issue of Options to Christina McGrath

To consider and, if thought fit, to pass the following as an ordinary resolution:

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the issue to Christina McGrath or her nominee of 500,000 Options to acquire fully paid ordinary shares in the Company at an exercise price of \$0.23, on the terms described in the Explanatory Memorandum which forms part of the Notice of Meeting, is approved.”

Voting Exclusion Statement

In accordance with ASX Listing Rule 14.11, the Company will disregard any votes cast in favour of Resolution 9 by or on behalf of:

- a) Christina McGrath; or
- b) an associate of Christina McGrath.

However, the Company need not disregard a vote cast on Resolution 9 if:

- a) it is cast by a person as proxy for a person who is entitled to vote in accordance with the directions on the proxy form; or
- b) it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

In accordance with section 250BD of the Corporations Act 2001 (Cth), a vote must not be cast on Resolution 9 as a proxy by a member of the KMP at the date of the AGM, or a closely related party of those persons, unless it is cast as proxy for a person entitled to vote in accordance with their directions. This restriction on voting undirected proxies does not apply to the Chairman of the Meeting where the proxy appointment expressly authorises the Chairman of the Meeting to exercise undirected proxies even if the resolution is connected, directly or indirectly, with the remuneration of the KMP.

Resolution 10. Issue of Options to Jonathan Guinness

To consider and, if thought fit, to pass the following as an ordinary resolution:

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the issue to Jonathan Guinness or his nominee of 500,000 Options to acquire fully paid ordinary shares in the Company at an exercise price of \$0.23, on the terms described in the Explanatory Memorandum which forms part of the Notice of Meeting, is approved.”

Voting Exclusion Statement

In accordance with ASX Listing Rule 14.11, the Company will disregard any votes cast in favour of Resolution 10 by or on behalf of:

- a) Jonathan Guinness; or
- b) an associate of Jonathan Guinness.

However, the Company need not disregard a vote cast on Resolution 10 if:

- a) it is cast by a person as proxy for a person who is entitled to vote in accordance with the directions on the proxy form; or
- b) it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

In accordance with section 250BD of the Corporations Act 2001 (Cth), a vote must not be cast on Resolution 10 as a proxy by a member of the KMP at the date of the AGM, or a closely related party of those persons, unless it is cast as proxy for a person entitled to vote in accordance with their directions. This restriction on voting undirected proxies does not apply to the Chairman of the Meeting where the proxy appointment expressly authorises the Chairman of the Meeting to exercise undirected proxies even if the resolution is connected, directly or indirectly, with the remuneration of the KMP.

Resolution 11. Issue of Options to Martin McConnell

To consider and, if thought fit, to pass the following as an ordinary resolution:

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the issue to Martin McConnell or his nominee of 500,000 Options to acquire fully paid ordinary shares in the Company at an exercise price of \$0.23, on the terms described in the Explanatory Memorandum which forms part of the Notice of Meeting, is approved.”

Voting Exclusion Statement

In accordance with ASX Listing Rule 14.11, the Company will disregard any votes cast in favour of Resolution 11 by or on behalf of:

- a) Martin McConnell; or
- b) an associate of Martin McConnell.

However, the Company need not disregard a vote cast on Resolution 11 if:

- a) it is cast by a person as proxy for a person who is entitled to vote in accordance with the directions on the proxy form; or
- b) it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

In accordance with section 250BD of the Corporations Act 2001 (Cth), a vote must not be cast on Resolution 11 as a proxy by a member of the KMP at the date of the AGM, or a closely related party of those persons, unless it is cast as proxy for a person entitled to vote in accordance with their directions. This restriction on voting undirected proxies does not apply to the Chairman of the Meeting where the proxy appointment expressly authorises the Chairman of the Meeting to exercise undirected proxies even if the resolution is connected, directly or indirectly, with the remuneration of the KMP.

Resolution 12. Issue of Options to Stephen Ross

To consider and, if thought fit, to pass the following as an ordinary resolution:

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the issue to Stephen Ross or his nominee of 500,000 Options to acquire fully paid ordinary shares in the Company at an exercise price of \$0.23, on the terms described in the Explanatory Memorandum which forms part of the Notice of Meeting, is approved.”

Voting Exclusion Statement

In accordance with ASX Listing Rule 14.11, the Company will disregard any votes cast in favour of Resolution 12 by or on behalf of:

- a) Stephen Ross; or
- b) an associate of Stephen Ross.

However, the Company need not disregard a vote cast on Resolution 12 if:

- a) it is cast by a person as proxy for a person who is entitled to vote in accordance with the directions on the proxy form; or
- b) it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

In accordance with section 250BD of the Corporations Act 2001 (Cth), a vote must not be cast on Resolution 12 as a proxy by a member of the KMP at the date of the AGM, or a closely related party of those persons, unless it is cast as proxy for a person entitled to vote in accordance with their directions. This restriction on voting undirected proxies does not apply to the Chairman of the Meeting where the proxy appointment expressly authorises the Chairman of the Meeting to exercise undirected proxies even if the resolution is connected, directly or indirectly, with the remuneration of the KMP.



Resolution 13. Ratification of July 2019 and September 2019 Placements

To consider and, if thought fit, pass the following as an ordinary resolution:

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the issue on:

1. *16 July 2019 of a total of 21,128,290 fully paid ordinary shares in Aguia Resources Limited at an issue price of \$0.12 cents per share;*
2. *25 July 2019 of a total of 286,496 fully paid ordinary shares and 697,233 unlisted options with an exercise price of \$0.12 in Aguia Resources Limited for nil financial consideration; and*
3. *23 September 2019 of a total of 15,176,068 fully paid ordinary shares in Aguia Resources Limited at an issue price of \$0.15 cents per share;*

on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice, is ratified.”

Voting Exclusion Statement

In accordance with ASX Listing Rule 14.11, the Company will disregard any votes cast in favour on Resolution 13 by or on behalf of:

- a) any person who participated in the above issues; or
- b) an associate of those persons.

However, the Company need not disregard a vote cast on Resolution 14 if:

- a) it is cast by a person as proxy for a person who is entitled to vote in accordance with the directions on the proxy form; or
- b) it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Resolution 14. Approval of Additional Share Issue Capacity under ASX Listing Rule 7.1A

To consider and, if thought fit, pass the following as a special resolution of the Company:

“That, pursuant to and in accordance with ASX Listing Rule 7.1A and for all other purposes, the shareholders of the Company approve the issue of equity securities up to 10% of the issued capital of Aguia Resources Limited (at the time of the issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and on the terms and conditions described in the Explanatory Memorandum which forms part of the Notice of Meeting.”

Voting Exclusion Statement

In accordance with ASX Listing Rule 14.11, the Company will disregard any votes cast in favour of Resolution 14 by or on behalf of:

- a) any person who may participate in the 10% placement facility, or who will obtain a material benefit as a result of the proposed issue, except a benefit solely by reason of being a holder of ordinary securities in the Company; or
- b) an associate of those persons.



As at the date of this Notice of Meeting, the Company has no specific plans to issue securities under the 10% placement facility under ASX Listing Rule 7.1A and therefore it is not known who (if any) may participate in a potential issue of securities under the placement facility (if any) under ASX Listing Rule 7.1A. On that basis, the Company is not aware of any person who would be excluded from voting on this resolution.

However, the Company need not disregard a vote cast on Resolution 14 if:

- a) it is cast by a person as proxy for a person who is entitled to vote in accordance with the directions on the proxy form; or
- b) it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Resolution 15. Amendment to Constitution

To consider and, if thought fit, pass the following as a special resolution of the Company:

"That the Constitution of the Company be modified by deleting rule 9.1(a) and inserting in its place the new rule 9.1(a) as set out in the Explanatory Memorandum accompanying this Notice of Meeting."

BY ORDER OF THE BOARD

A handwritten signature in black ink that reads "S. Prince".

Sarah Prince
Company Secretary
30 October 2019

Power of Attorney

A proxy form and the original power of attorney (if any) under which the proxy form is signed (or a certified copy of that power of attorney or other authority) must be received by the Company no later than 10.00am (Sydney time) on Wednesday, 27 November 2019, being 48 hours before the AGM.

Corporate Representatives

A body corporate which is a shareholder, or which has been appointed as a proxy, is entitled to appoint any person to act as its representative at the AGM. The appointment of the representative must comply with the requirements under section 250D of the Act. The representative should bring to the AGM a properly executed letter or other document confirming its authority to act as the company's representative. A "Certificate of Appointment of Corporate Representative" form may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

IMPORTANT: If you appoint the Chairman of the Meeting as your proxy, or the Chairman becomes your proxy by default, and you do not direct your proxy how to vote on resolutions 1, 7, 8, 9, 10, 11 and 12, then by submitting the proxy form you will be expressly authorising the Chairman to exercise your proxy on the relevant resolution, even though the resolutions are connected, directly or indirectly, with the remuneration of the KMP.

Voting at the Meeting

It is intended that voting on each of the proposed resolutions at this Meeting will be conducted by a poll, rather than on a show of hands.

Shareholder Questions

Shareholders who are unable to attend the Meeting or who may prefer to register questions in advance are invited to do so. Please log onto www.linkmarketservices.com.au, select Voting then click 'Ask a Question', or alternatively submit the question via email to the Company: info@aguiaresources.com.au.

To allow time to collate questions and prepare answers, please submit any questions by 10.00am (Sydney time) on Friday, 22 November 2019. Questions will be collated and, during the AGM, the Chair will seek to address as many of the more frequently raised topics as possible. However, there may not be sufficient time available at the AGM to address all topics raised. Please note that individual responses will not be sent to shareholders.

Enclosures

Enclosed are the following documents:

- proxy form to be completed if you would like to be represented at the AGM by proxy. Shareholders are encouraged to use the online voting facility that can be accessed on Aguia's share registry's website at www.linkmarketservices.com.au to ensure the timely and cost effective receipt of your proxy;
- a reply paid envelope for you to return the proxy form.



Memorandum

This Explanatory Memorandum has been prepared for the information of shareholders of the Company (Shareholders) in relation to the business to be conducted at the Company's AGM to be held on Friday, 29 November 2019.

The purpose of this Explanatory Memorandum is to provide Shareholders with information that is reasonably required by Shareholders to decide how to vote upon the resolutions.

Subject to the abstentions noted below, the Directors unanimously recommend Shareholders vote in favour of all Resolutions. The Chairman of the Meeting intends to vote all available undirected proxies in favour of each resolution.

Resolution 1, relating to the Remuneration Report, is advisory and does not bind the Directors or the Company. Resolutions 2 - 13 are ordinary resolutions, which require a simple majority of votes cast by Shareholders present and entitled to vote on the resolution. Resolutions 14 and 15 are special resolutions. For a special resolution to be passed, at least 75% of the votes cast by Shareholders present and entitled to vote on the resolution must be in favour of the resolution.

Resolution 1. Remuneration Report

Section 250R(2) of the Corporations Act 2001 (Cth) (the **Act**) requires that the section of the Directors' Report dealing with the remuneration of directors and key management personnel (**KMP**) of the Company (**Remuneration Report**) be put to the vote of shareholders for adoption by way of a non-binding vote. The vote on this resolution is advisory only and does not bind the Directors of the Company. However, the Board will take the outcome of the vote into account in setting remuneration policy for future years.

Shareholders can view the full Remuneration Report in the Annual Report which is available on Aguia's website at www.aguiaresources.com.au.

Following consideration of the Remuneration Report, the Chairman of the Meeting will give shareholders a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report.

The Directors abstain, in the interests of good corporate governance, from making a recommendation in relation to Resolution 1.

Resolution 2. Re-election of Director – Fernando Tallarico

The Board appointed Fernando Tallarico as Managing Director of the Company pursuant to clause 6.2(b) of the Constitution on 16 October 2019. In accordance with clause 6.3(a) of the Constitution, Fernando Tallarico retires from office at the conclusion of the AGM and is eligible for election as a Director of the Company.

Dr Tallarico (B.Sc. Geology, M.Sc., Ph.D. and P.Geo.) is a resident of Brazil and a geologist with over 30 years international experience, who has been responsible for grass roots discoveries for Vale, Falconbridge/Noranda and BHP in Brazil. Dr Tallarico has been the leader of the Aguia Brazilian management team since the inception of the Company and, over the years, has been instrumental in assembling the Aguia phosphate and copper portfolio.

Dr Tallarico has previously served on the Board of Aguia in his role as Technical Director.

The Directors, with Fernando Tallarico abstaining, unanimously recommend Shareholders vote in favour of Resolution 2.

Resolution 3. Re-election of Director – Stephen Ross

The Board appointed Stephen Ross as an independent non-executive Director of the Company pursuant to clause 6.2(b) of the Constitution on 15 August 2019. In accordance with clause 6.3(a) of the Constitution, Stephen Ross retires from office at the conclusion of the AGM and is eligible for election as a Director of the Company.

Mr Ross is a geologist and public company director that has been involved in the international minerals industry in technical, business development and corporate positions for over 25 years. Stephen has sourced investments of over \$100m for junior explorers and pre-development resource companies worldwide while holding senior management and technical positions when based in Central Asia, West Africa and Sri Lanka. He specialises in finding new projects in developing countries, attracting minerals investment into these frontier economies and establishing and managing operations while building a development team in new jurisdictions. He has developed strong relationships with investors and resource companies from Australia, Europe, China, Russia, Central Asia, South-East Asia and West Africa.

Former directorships for ASX listed companies include Manas Resources Limited, Azumah Resources Limited, West African Resources Limited and Central Asia Resources Limited. He is a member of the Australasian Institute of Mining and Metallurgy and is a Fellow of the Financial Services Institute of Australasia.

The Directors, with Stephen Ross abstaining, unanimously recommend Shareholders vote in favour of Resolution 3.

Resolution 4. Re-election of Director – Jonathan Guinness

Jonathan Guinness was appointed as an independent non-executive Director of the Company on 11 June 2019 at a meeting of shareholders. In accordance with clause 6.3(a) of the Constitution, Jonathan Guinness retires from office at the conclusion of the AGM and is eligible for re-election as a Director of the Company.

Mr Guinness is a trained geologist with roles in mining and mineral trading companies in technical, financial and project management across a broad range of commodities. This included working as a geologist for gold and base metal companies, a financial analyst for a gold company and a project manager for a minerals trading company responsible for conducting and supervising financial and technical due diligence for resources projects.

For the past eighteen years Jonathan has been working in the Energy and Resources division of two major Australian Banks, and most recently was Global Head of Resources, Energy and Infrastructure at ANZ Bank.

The Directors, with Jonathan Guinness abstaining, unanimously recommend Shareholders vote in favour of Resolution 4.

Resolution 5. Re-election of Director – Martin McConnell

Martin McConnell was appointed as an independent non-executive Director of the Company on 11 June 2019 at a meeting of shareholders. In accordance with clause 6.3(a) of the Constitution, Martin McConnell retires from office at the conclusion of the AGM and is eligible for re-election as a Director of the Company.



Mr McConnell has over 35 years in Banking and Advisory services gaining initial experience in one of Australia's trading banks before moving to sales management roles with several domestic and International banks. In 1995 he assisted with the establishment of Capital Finance (Bank of Scotland subsidiary) in Australia.

Over the next thirteen years Martin either established and/or managed businesses in Equipment Finance, Vendor Finance and Structured Finance. In 2008 he joined the independent advisory firm of Grant Samuel as a Director advising on Property and Finance transactions. In February 2011 he joined Assetinsure as Head of Financial Risk Products. The Financial Risk business supports banks on a global basis providing an unfunded risk participation in transactions ranging from leverage and acquisition finance, real estate, aviation and shipping, mining, oil and gas, infrastructure and general corporate purposes.

The Directors, with Martin McConnell abstaining, unanimously recommend Shareholders vote in favour of Resolution 5.

Resolution 6. Re-election of Director – Christina McGrath

Christina McGrath was appointed as an independent non-executive Director of the Company on 11 June 2019 at a meeting of shareholders and acts as Chair of the Board. In accordance with clause 6.3(a) of the Constitution, Christina McGrath retires from office at the conclusion of the AGM and is eligible for re-election as a Director of the Company.

Ms McGrath has over 30 years of experience as a commercial lawyer. She has held various senior executive management positions – including Company Secretary – in the retail and energy resources sectors. Over a period of 10 years, she worked at KPMG Australia as senior corporate advisor to a wide range of entities, including listed companies.

Ms McGrath was instrumental in developing KPMG's approach to Corporate Governance globally and held a senior advisory position at KPMG's global headquarters in New York for several years. Her specialities include Corporate Governance, Board & Audit Committee Advisory, and Corporations Law.

The Directors, with Christina McGrath abstaining, unanimously recommend Shareholders vote in favour of Resolution 6.

Resolution 7. Non-Executive Director Fee Pool

In accordance with ASX Listing Rule 10.17, the Board seeks shareholder approval to increase the annual aggregate amount of remuneration that may be paid to the Company's Non-Executive Directors under clause 6.5(a) of the Company's Constitution from \$200,000 to \$400,000.

The current fee pool was initially determined in accordance with the Company's Constitution prior to the Company listing on ASX in January 2008. The fee pool includes all Board and Committee fees paid to Non-Executive Directors, as well as superannuation contributions made on behalf of Non-Executive Directors. It is exclusive of industry-standard travel entitlements.

The Directors propose that the maximum amount be increased to \$400,000 to allow additional capacity to increase the Director's fees commensurate with fees paid by peer companies, to allow the Company to continue to attract and retain directors with appropriate skills, experience and competency and potentially increase the size of the Board in future.



If shareholder approval is obtained, the increased available Non-Executive Director Fee Pool will apply from and including the financial year ending 30 June 2020.

In the last three years the following securities have been issued to non-executive directors of the Company:

- 19 December 2016 300,000 unlisted options were issued to HFX Consultari Emresarial Ltda, a related party of David Gower a non-executive director at the time following shareholder approval at the 2016 Annual General Meeting; and
- 5 December 2017 600,000 unlisted options were issued to the following non-executive directors, Brian Moller, David Gower, Alec Pismiris and Diane Lai, following shareholder approval at the 2016 Annual General Meeting. Each director received 150,000 options.

None of the current directors received any of the securities outlined above.

The Directors abstain, in the interests of good corporate governance, from making a recommendation in relation to Resolution 7.

Resolutions 8 - 12. Issue of Options to Directors

Background

The Board considers that options are an important tool in rewarding, retaining and incentivising employees of the Company and increasing goal alignment between shareholders, directors and executives.

Those Directors who do not have an interest in the outcome of the relevant resolution recommend that shareholders vote in favour of each resolution regarding the Options for the reasons set out below.

1. The Directors consider it is important for the Company to be able to attract and retain experienced directors and that the proposed grant of Options to each Director is appropriate taking into account the relevant Director's level of experience and contribution to the Company.
2. The Company has previously issued options to Directors and Resolutions 8 - 12 ensures a congruent and consistent remuneration philosophy.
3. The Directors consider that the proposed number of Options to be granted to each Director is appropriate to:
 - motivate the relevant Directors to pursue long term growth and success of the Company (within an appropriate control framework);
 - align the interests of key leadership with the long-term interests of the Company's Shareholders; and
 - ensure a clear correlation between performance and remuneration,in accordance with the Company's remuneration policy.
4. The Directors' Fee Pool is currently set at \$200,000 and the Company is seeking an increase to \$400,000 under Resolution 7. If the Company is unable to issue Options then it may need to consider whether, in order to attract and retain appropriate directors, it needs to increase the level of cash fees payable. By issuing Options, the Company will be able to preserve a greater portion of its cash reserves operating expenditure than it would if additional cash remuneration were given to the Directors.

5. The ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (3rd ed.) note that it is generally acceptable for non-executive directors to receive securities as part of their remuneration to align their interests with the interests of other security holders.

Option Terms

Shareholders are asked to approve the issue:

- to Fernando Tallarico of 4,000,000 Options to acquire ordinary shares in the Company (**MD Options**); and
- to each of Christina McGrath, Jonathan Guinness, Martin McConnell and Stephen Ross 500,000 Options to acquire ordinary shares in the Company (**NED Options**);

at an exercise price of \$0.23 per share on the following terms:

- a) Subject to a change of control event, the MD Options and NED Options will vest on satisfaction of a number of agreed KPIs which relate to the achievement of the Company's strategic goals.
- b) The MD Options and NED Options are exercisable at \$0.23 (23 cents) per share and are only exercisable between the Vesting Date and the expiry date (31 October 2024). Each MD Option and NED Option upon exercise will convert into 1 Share upon exercise.
- c) Any Shares issued on exercise of the MD Options or NED Options will rank equally with all existing Shares.
- d) If at any time the issued capital of the Company is reconstructed (including consolidation, subdivision, reduction or return), all rights of a holder of MD Options or NED Options are to be changed to the extent necessary in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.
- e) The MD Options and NED Options will not be quoted on the ASX.
- f) The MD Options and NED Options will be issued for Nil consideration.
- g) There are no participation rights or entitlements inherent in the MD Options or NED Options and holders of MD Options or NED Options will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the MD Options or NED Options without first exercising their Options.

Section 208 of the Act

Section 208(1) of the Corporations Act (**Act**) provides that a public company must not, without the approval of the Company's members, give a financial benefit to a related party unless an exception to the prohibition as set out in sections 210 to 216 of the Act applies to that issue. As Directors of the Company, Fernando Tallarico, Christina McGrath, Jonathan Guinness, Martin McConnell and Stephen Ross are related parties of the Company for the purposes of section 228(2) Act. The issue of the Options will constitute the giving of a financial benefit to a related party for the purposes of section 229(3)(e) of the Act.

The Board, with the relevant Director abstaining, has resolved that the grant of the Options to each Director constitutes reasonable remuneration within the meaning of section 211(1) of the Act as:

- the Company wishes to maximise the use of its cash resources towards the Company's development and equity based incentives, such as options, are used to supplement cash based remuneration; and
- the granting of the Options package proposed is commensurate with market practice.

Further, in relation to Dr Tallarico, the non-executive directors resolved that the issue of the Options is designed to reward Dr Tallarico for performance beyond the requirements of his ordinary role and in the interests of attracting and retaining him as suitably qualified and experienced Managing Director.

Accordingly, Shareholder approval is not required under section 208(1) of the Act, however approval is still required for the purposes of Listing Rule 10.11.

ASX Listing Rule 10.11

ASX Listing Rule 10.11 prohibits a company issuing securities to a related party without the approval of shareholders. As each of Fernando Tallarico, Christina McGrath, Jonathan Guinness, Martin McConnell and Stephen Ross are directors of the Company they are each considered a related party under the Listing Rules. As such, the Company is seeking Shareholder approval to issue the MD Options and NED Options.

In accordance with ASX Listing Rule 10.13, the Company provides the following information in relation to the proposed issue of the MD Options and NED Options:

10.13.1	The options will be issued to Fernando Tallarico, Christina McGrath, Jonathan Guinness, Martin McConnell and Stephen Ross or their nominee;
10.13.2	The maximum number of securities to be issued is 4,000,000 Options to Mr Tallarico and 500,000 Options to each of Ms McGrath, Mr Guinness, Mr McConnell and Mr Ross;
10.13.3	The MD Options and NED Options will be issued shortly after the Annual General Meeting and in any event, no later than 1 month after the date of the AGM if the relevant Resolution is passed;
10.13.4	Each of Fernando Tallarico, Christina McGrath, Jonathan Guinness, Martin McConnell and Stephen Ross are Directors of the Company;
10.13.5	The MD Options and NED Options will be issued for nil financial consideration. The exercise price applicable to the MD Options and NED Options will be \$0.23 and the Options will expire on 31 October 2024. For a summary of the terms please see above;
10.13.6	A voting exclusion statement is included with each resolution; and
10.13.6A	Intended use of funds raised - No cash will be received for the issue of the MD Options and NED Options as they will be issued for nil consideration. Funds received from payment of the exercise price of the MD Options and NED Options will be used to fund working capital requirements.

If approval is obtained under ASX Listing Rule 10.11, approval is not required under ASX Listing Rule 7.1 (Exception 14).

The Board, with Fernando Tallarico abstaining, unanimously recommends that Shareholders vote in favour of this Resolution 8.

The Board, with Christina McGrath abstaining, unanimously recommends that Shareholders vote in favour of this Resolution 9.

The Board, with Jonathan Guinness abstaining, unanimously recommends that Shareholders vote in favour of this Resolution 10.

The Board, with Martin McConnell abstaining, unanimously recommends that Shareholders vote in favour of this Resolution 11.

The Board, with Stephen Ross abstaining, unanimously recommends that Shareholders vote in favour of this Resolution 12.



Resolution 13. Ratification of July 2019 and September 2019 Placements

Background about the Placements

On 4 July 2019, the Company announced details of a placement to professional and sophisticated investors to subscribe for new Aguia shares at a price of \$0.12 per share, to raise approximately \$2.5 million (**July Placement**). The July Placement shares were issued on 16 July 2019 under the Company's 15% placement capacity in accordance with ASX Listing Rule 7.1.

On 25 July 2019, the Company issued 286,496 fully paid ordinary shares and 697,233 unlisted options as commission for services provided in relation to the private placement announced on 4 July 2019 (**July Placement Commission**). The shares were issued under the Company's 15% placement capacity in accordance with ASX Listing Rule 7.1.

On 23 September 2019, the Company announced details of a placement to professional and sophisticated investors to subscribe for new Aguia shares at a price of \$0.15 per share, to raise approximately \$2.1 million (**September Placement**). The September Placement shares were issued on 23 September 2019 under the Company's additional 10% placement capacity in accordance with ASX Listing Rule 7.1A.

Specific information about Resolution 13

Under ASX Listing Rule 7.1, a company must obtain shareholder approval if it wants to issue more than 15% of its equity securities. ASX Listing Rule 7.4.2 provides that shareholders may approve an issue of securities after the fact so that the securities issued are regarded as having been made with approval for the purpose of ASX Listing Rule 7.1 and ASX Listing Rule 7.1A.

The Company is seeking approval for the purposes of ASX Listing Rule 7.4 to enable the Company to refresh its issuing capacity under Listing Rule 7.1 and Listing Rule 7.1A, thereby providing the Company with the flexibility to issue further securities under ASX Listing Rule 7.1 if the need arises in the next 12 months.

The July Placement and July Commission Placement securities were made within the 15% limit permitted under ASX Listing Rule 7.1 and without shareholder approval. The September Placement was made within the 10% limit permitted under ASX Listing Rule 7.1A and without shareholder approval.

Accordingly, Resolution 13 is proposed for the purpose of ratifying the issue of the July Placement shares, the July Commission Placement shares and options, and September Placement shares and thereby refreshing the Company's ability to issue securities in the future up to the 15% limit should the need or opportunity arise.

For the purposes of ASX Listing Rule 7.5, the following information is provided:

- the number of securities issued under the July Placement was 21,128,290 shares. The number of securities issued under the July Commission Placement was 286,496 fully paid ordinary shares and 697,233 unlisted options. The number of securities issued under the September Placement was 15,176,068 shares.
- the Shares issued under the July Placement were issued at a price of \$0.12 cents per share. The shares and options issued under the July Commission Placement were issued for nil financial consideration as commission for services provided in relation to the July Placement. The Shares issued under the September Placement were issued at a price of \$0.15 cents per share.

- The shares and options issued under the July Commission Placement were issued to Kemosabe Capital.
- Shares under the July and September Placements have been issued to:
 - a range of sophisticated and professional investors who qualify under the requirements of sections 9 and 708 of the Corporations Act identified by Kemosabe Capital; and
 - international resident investors to whom an offer of the Placement Shares did not require disclosure under the laws of the relevant jurisdiction;
- the Shares issued under the July Placement, July Commission Placement and September Placement were fully paid ordinary shares which rank equally with all other existing Shares from the date of issue. The Options issued under the July Commission Placement were unlisted options with an exercise price of \$0.12 and an expiry date of 30 June 2021. The funds raised from the July Placement will be used by the Company to fund ongoing exploration of the Rio Grande prospects, finalisation of environmental permitting for the Tres Estrada phosphate deposit, payments for copper and phosphate properties, strengthening the balance sheet and lease maintenance and general working capital purposes. The funds raised from the September Placement will be used by the Company to fund working capital, progression of Tres Estrada Phosphate Project and copper tenements. No funds were raised from the issue of the July Commission Placement.
- a Voting Exclusion Statement accompanies Resolution 13 in the Notice of Meeting.

The Directors unanimously recommend Shareholders vote in favour of Resolution 13.

Resolution 14. Approval of Additional Share Issue Capacity under ASX Listing Rule 7.1A

ASX Listing Rule 7.1A enables mid to small cap listed companies to seek shareholder approval by special resolution to issue equity securities equivalent to an additional 10% of the number of ordinary securities on issue by way of placement over a 12 month period (10% Placement Facility). This is in addition to the existing 15% placement capacity permitted by ASX Listing Rule 7.1.

A company is eligible to seek shareholder approval for this additional placement capacity if it satisfies both of the following criteria at the date of the AGM:

- a) it has a market capitalisation of \$300 million or less; and
- b) it is not included in the S&P/ASX 300 Index.

The Company currently satisfies both the above criteria, and it is anticipated that it will satisfy both these criteria at the date of the AGM.

Accordingly, Resolution 14 is seeking approval of Shareholders by special resolution for the issue of up to the number of equity securities as calculated in accordance with the formula in ASX Listing Rule 7.1A.2, at an issue price permitted by ASX Listing Rule 7.1A.3 to such persons as the Board may determine, on the terms described in this Explanatory Memorandum.

At the date of this Notice, the Company has on issue 200,846,012 fully paid ordinary shares. If Resolution 13 is approved, the Company will have the capacity to issue:

- a) 30,126,931 equity securities under ASX Listing Rule 7.1; and
- b) 20,084,621 equity securities under ASX Listing Rule 7.1A.

The actual number of equity securities that the Company will have capacity to issue under ASX Listing Rule 7.1A will be calculated at the date of issue of the equity securities in accordance with the formula prescribed in ASX Listing Rule 7.1A.2.

The effect of Resolution 15 will be to allow the Directors to issue equity securities under ASX Listing Rule 7.1A during a 10% placement period, without using the Company's 15% placement capacity under ASX Listing Rule 7.1.

Information required by ASX Listing Rule 7.3A

For the purposes of ASX Listing Rule 7.3A, the following information is provided:

- The minimum price at which the equity securities will be issued will be no less than 75% of the volume weighted average market price for ordinary shares calculated over the 15 trading days on which trades are recorded immediately before:
 - a) the date on which the price at which the shares are to be issued is agreed; or
 - b) if the shares are not issued within 5 trading days of the date in paragraph a., the date on which the shares are issued.
- If Resolution 14 is approved by Shareholders and the Company issues equity securities under the 10% Placement Facility, the existing ordinary Shareholders face the risk of economic and voting dilution as a result of the issue of equity securities which are the subject of this Resolution, to the extent that such equity securities are issued, including the risk that:
 - a) the market price of equity securities may be significantly lower on the issue date than on the date on which this approval is being sought; and
 - b) the equity securities may be issued at a price that is at a discount to the market price for those equity securities on the issue date,which may have an effect on the amount of funds raised by the issue of the equity securities.
- The following table gives examples of the potential dilution of existing ordinary Shareholders calculated as at the date of this Notice using the current market price of shares and the current number of ordinary securities for variable "A" in the formula in ASX Listing Rule 7.1A.2.

The table also shows:

- a) two examples where variable "A" has increased by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under ASX Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
- b) two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

Table 1

No. of Shares on Issue ¹	Issue price (per Share)	Dilution		
		\$0.0925 50% decrease in Issue Price	\$0.1850 Issue Price	\$0.3700 100% increase in Issue Price
200,846,212 (Current)	Shares issued	20,084,621	20,084,621	20,084,621
	Funds raised	\$1,857,827	\$3,715,655	\$7,431,310
301,269,318 (50% increase)	Shares issued	30,126,932	30,126,932	30,126,932
	Funds raised	\$2,786,741	\$5,573,482	\$11,146,965
401,692,424 (100% increase)	Shares issued	40,169,242	40,169,242	40,169,242
	Funds raised	\$3,715,655	\$7,431,310	\$14,862,620

- Table 1 has been prepared on the following assumptions:
 - a) Resolution 13 is approved;
 - b) the Company issues the maximum number of equity securities available under the 10% Placement Facility in ASX Listing Rule 7.1A;
 - c) no unlisted Options in ordinary shares are exercised before the date of issue of ordinary shares under ASX Listing Rule 7.1A;
 - d) the 10% voting dilution reflects the aggregate percentage dilution against the current Variable "A" in Listing Rule 7.1A.2. This is why the voting dilution is shown in each example as 10%;
 - e) the table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the AGM;
 - f) the table shows only the effect of issues of equity securities under ASX Listing Rule 7.1A, not under the 15% placement capacity under ASX Listing Rule 7.1;
 - g) the issue of equity securities under the 10% Placement Facility consists only of shares; and
 - h) the issue price is \$0.185 per share, being the closing price of the shares on ASX on 14 October 2019.

- If any of the shares being approved by this Resolution are issued, they will be issued during the placement period, that is, within 12 months of the date of the AGM (i.e. by 29 November 2020) and the approval being sought under Resolution 15 will cease to be valid if ordinary Shareholders approve a transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking) prior to 29 November 2020.

¹ Variable "A" in Listing Rule 7.1A.2

- The shares will be issued for the purpose of raising working capital for the Company, which includes continuation of the Company's exploration activities, the assessment and evaluation of new business development opportunities and general working capital purposes. A proportion of the shares may be issued for non-cash consideration and in such circumstances the Company will provide a valuation of the non-cash consideration as required by ASX Listing Rule 7.1A.3.
- The Company will comply with the disclosure obligations under ASX Listing Rules 7.1A.4 and 3.10.5A upon issue of any equity securities.
- The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of allottees of any equity securities that may be issued (subject to Shareholder approval of Resolution 14) have not been determined as at the date of this Notice, but may include existing Shareholders and/or parties who are not currently Shareholders and are not related parties or associates the Company. Any potential allottees will be determined on a case-by-case basis having regard to factors including, but not limited to, the following:
 - a) the methods of raising funds available to the Company (including but not limited to, rights issue or other issues in which existing security holders can participate), while balancing interest from potential allottees with the interests of existing Shareholders;
 - b) the effect of the issue of equity securities on the control of the Company and balancing the interests of existing Shareholders. Allocation will be subject to takeover thresholds;
 - c) the financial situation and solvency of the Company and its need for working capital at any given time; and
 - d) advice from corporate, financial and broking advisors (if applicable).

Previous Approval under ASX Listing Rule 7.1A

- The Company previously obtained Shareholder approval under ASX Listing Rule 7.1A at its 2018 Annual General Meeting held on 15 November 2018.
- In the twelve months preceding the date of the proposed 2019 Annual General Meeting, the Company has issued 69,361,886 fully paid ordinary shares and 997,233 unquoted options (a total of 70,359,119 equity securities), which represents 43.63% of the total number of equity securities on issue at the commencement of the 12 month period (being 29 November 2018), details of which are shown in Table 2 overleaf.
- A Voting Exclusion Statement is set out under the Resolution in the Notice of Meeting. Potential allottees under the 10% Placement Facility (should it be approved) have not been identified as at the date of this Notice, but may include existing Shareholders and/or parties who are not currently Shareholders and are not related parties or associates of the Company.

Resolution 14 is a special resolution. For a special resolution to be passed, at least 75% of the votes cast by Shareholders present and entitled to vote on the resolution must be in favour of the resolution.

The Directors unanimously recommend Shareholders vote in favour of Resolution 14.

Table 2
Details of all issues of Equity Securities During the Twelve Months Preceding 29 November 2019

Date of Issue	14 December 2018	14 December 2018	9 January 2019	3 April 2019	5 April 2019
Number issued	24,350,861	600,000	530,934	7,289,237	300,000
Class of equity securities	Fully paid ordinary shares	Fully paid ordinary shares	Fully paid ordinary shares	Fully paid ordinary shares	Unlisted options issued under the Company's ESOP
Names of persons to whom equity securities were issued	70 Sophisticated and professional Investors	Shares issued pursuant to Option Agreement with Companhia Brasileira do Cobre	Shares issued as commission for services provided in relation to the private placement in December 2018.	18 Sophisticated and professional Investors	Company Employee
Issue price and discount to market price (if any)	\$0.12	Nil cash consideration	Nil cash consideration	\$0.12 per share	Nil cash consideration. Exercise price of \$0.14 per share payable on exercise.
Total cash consideration	\$2,922,103.32	Nil cash consideration	Nil cash consideration	\$874,708.44	Not applicable
Use of cash consideration	<ul style="list-style-type: none"> ▪ ongoing exploration of the Rio Grande prospects; ▪ Evaluation and acquisition of additional properties around Big Ranch and Canhada; ▪ Finalisation of environmental permitting for the Tres Estradas phosphate deposit; ▪ Strengthening balance sheet; and ▪ Lease maintenance and general working capital purposes. 	Not applicable	Not applicable	<ul style="list-style-type: none"> ▪ ongoing exploration of the Rio Grande prospects; ▪ Finalisation of environmental permitting acquisition of copper and phosphate properties; ▪ Strengthening balance sheet; and ▪ Lease maintenance and general working capital purposes. 	Not applicable
Non-cash consideration	Not applicable	Shares issued pursuant to Option Agreement with Companhia Brasileira do Cobre	Services provided in relation to the private placement in December 2018.	Not applicable	Issued as remuneration to one employee under the Company's ESOP.

Date of Issue	16 July 2019	7 August 2019	7 August 2019	27 September 2019
Number issued	21,128,290	286,496	697,233	15,176,068
Class of equity securities	Fully paid ordinary shares	Fully paid ordinary shares	Unlisted options	Fully paid ordinary shares
Names of persons to whom equity securities were issued	79 Sophisticated and professional Investors	Shares issued as commission for services provided in relation to the private placement in July 2019.	Unlisted options issued as commission for services provided in relation to the private placement in July 2019.	41 Sophisticated and professional Investors
Issue price and discount to market price (if any)	\$0.12 per share	Nil cash consideration	Nil cash consideration	\$0.15 per share
Total cash consideration	\$2,535,394.80	Not applicable	Not applicable	\$2,276,410.20
Use of cash consideration	<ul style="list-style-type: none"> ▪ ongoing exploration of the Rio Grande prospects; ▪ Finalisation of environmental permitting for the Tres Estradas phosphate deposit; ▪ Previously announced payments for acquisition of copper and phosphate properties; ▪ Strengthening balance sheet; and ▪ Lease maintenance and general working capital purposes. 	Not applicable	Not applicable	<ul style="list-style-type: none"> ▪ Fund working capital; ▪ Progression of Tres Estrada Phosphate Project and copper tenements.
Non-cash consideration	Not applicable	Shares issued as commission for services provided in relation to the private placement in July 2019.	Unlisted options issued as commission for services provided in relation to the private placement in July 2019.	Not applicable

Resolution 15. Amendment to Constitution

The Company's current constitution (**Constitution**) contains provisions dealing with approval of written resolutions of Directors which requires that all Directors entitled to vote on a resolution are required to approve a resolution that is approved by written resolution. The current relevant rule 9.1(a) is as follows:

"The Directors may pass a resolution without a meeting of the Directors being held if all of the Directors entitled to vote on the resolution assent to a document containing a statement that they are in favour of the resolution set out in the document."

This differs from the requirement for resolutions to be approved in a meeting where rule 9.7(a) the Constitution states:

"A resolution of Directors is passed if more votes are cast in favour of the resolution than against it."

It is proposed to replace rule 9.1(a) with wording that aligns with the approval threshold in meetings as set out in rule 9.7(a), simply requiring a majority to approve a written resolution.

The proposed wording for the new rule 9.1(a) is set out below:

"The Directors may pass a resolution without a meeting of the Directors being held if all of the Directors entitled to vote on the resolution receive such notice electronically and a simple majority of the Directors entitled to vote on the resolution assent to a document containing a statement that they are in favour of the resolution set out in the document. The resolution is deemed passed at the time when the last Director constituting a simple majority signifies their assent to the resolution."

Resolution 15 is a special resolution. For a special resolution to be passed, at least 75% of the votes cast by Shareholders present and entitled to vote on the resolution must be in favour of the resolution.

The Directors unanimously recommend Shareholders vote in favour of Resolution 15.



Agua Resources Limited
ABN 94 128 256 888

LODGE YOUR VOTE

 **ONLINE**
www.linkmarketservices.com.au

 **BY MAIL**
Agua Resources Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia

 **BY FAX**
+61 2 9287 0309

 **BY HAND**
Link Market Services Limited
1A Homebush Bay Drive, Rhodes NSW 2138

 **ALL ENQUIRIES TO**
Telephone: +61 1300 554 474

LODGE MENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given above by **10:00am (Sydney time) on Wednesday, 27 November 2019**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:

 **ONLINE**
www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).

 **BY MOBILE DEVICE**

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link www.linkmarketservices.com.au into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.

QR Code



HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" must be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**

NAME SURNAME
 ADDRESS LINE 1
 ADDRESS LINE 2
 ADDRESS LINE 3
 ADDRESS LINE 4
 ADDRESS LINE 5
 ADDRESS LINE 6



X99999999999

PROXY FORM

I/We being a member(s) of Agua Resources Limited (Company) and entitled to attend and vote hereby appoint:

APPOINT A PROXY

the Chairman of the Meeting (mark box)

OR if you are NOT appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

STEP 1

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **10:00am (Sydney time) on Friday, 29 November 2019 at The Offices of K&L Gates, Level 31, 1 O'Connell Street Sydney NSW 2000** (the Meeting) and at any postponement or adjournment of the Meeting.

Important for Resolutions 1, 7, 8, 9, 10, 11 & 12: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolutions 1, 7, 8, 9, 10, 11 & 12, even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (KMP).

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an

Resolutions

	For	Against	Abstain*		For	Against	Abstain*
1 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9 Issue of Options to Christina McGrath	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Director – Fernando Tallarico	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10 Issue of Options to Jonathan Guinness	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Re-election of Director – Stephen Ross	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11 Issue of Options to Martin McConnell	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Re-election of Director – Jonathan Guinness	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	12 Issue of Options to Stephen Ross	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Re-election of Director – Martin McConnell	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	13 Ratification of July 2019 and September 2019 Placements	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Re-election of Director – Christina McGrath	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	14 Approval of Additional Share Issue Capacity under ASX Listing Rule 7.1A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 Non-Executive Director Fee Pool	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	15 Amendment to Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8 Issue of Options to Fernando Tallarico	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				



* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

STEP 3

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

AGR PRX1903D

