



# MANAGEMENT'S DISCUSSION AND ANALYSIS

**FOR THE SIX MONTHS ENDED DECEMBER 31, 2018**

(Containing information through February 14, 2019 unless otherwise noted)

## **Background**

This Management's Discussion and Analysis ("MD&A") has been prepared based on information available to Aguia Resources Limited. ("we", "our", "us", "Aguia" or the "Company") as of February 14, 2019 unless otherwise noted. The MD&A provides a detailed analysis of the Company's operations and compares its financial results with those of the previous periods and should be read in conjunction with our interim consolidated financial statements for the three and six months ended December 31, 2018 and 2017. The financial statements and related notes of Aguia have been prepared in accordance with International Financial Reporting Standards ("IFRS") and do not reflect the adjustments that would be necessary should the Company be unable to continue as a going concern and therefore be required to realize its assets and liquidate its liabilities and commitments in other than the normal course of business and at amounts different from those in the accompanying financial statements.

Please refer to the notes of the June 30, 2018 consolidated financial statements for disclosure of the Company's significant accounting policies. Unless otherwise noted, all references to currency in this MD&A refer to Australian dollars. References to R\$ refer to the Brazilian Real, US\$ refer to the US dollar and C\$ refer to the Canadian dollar.

Additional information relating to the Company can be found on the Aguia website at [www.aquiareources.com.au](http://www.aquiareources.com.au)

Dr. Fernando Henrique Bucco Tallarico, B.Sc. Geology, M.Sc., Ph.D. and P.Geo. M.Sc., Technical Director for Aguia, is the in-house Qualified Person under National Instrument 43-101 for all technical materials. Mr. Tallarico has reviewed and approved the scientific and technical information in this MD&A.

## **Cautionary Statement Regarding Forward Looking Information**

Except for statements of historical fact relating to Aguia, certain information contained herein constitutes forward-looking information under Canadian securities legislation. Forward-looking information includes, without limitation, statements with respect to: possible events, the future price of limestone and phosphate, the estimation of mineral reserves and mineral resources, the realization of mineral reserve and mineral resource estimates, the timing and amount of estimated future production, costs of production, capital expenditures, costs and timing of the development of projects and new deposits, success of exploration, development and mining activities, permitting timelines, currency

fluctuations, requirements for additional capital, government regulation of mining operations, environmental risks, unanticipated reclamation expenses, title disputes or claims and limitations on insurance coverage. The words “anticipates”, “plans”, “expects”, “indicative”, “intend”, “scheduled”, “timeline”, “estimates”, “forecasts”, “guidance”, “opportunity”, “outlook”, “potential”, “projected”, “schedule”, “seek”, “strategy”, “study” (including, without limitation, as may be qualified by “feasibility” and “pre-feasibility”), “targets”, “models”, or “believes”, or variations of or similar such words and phrases or statements that certain actions, events or results “may”, “could”, “would”, or “should”, “might”, or “will be taken”, “occur” or “be achieved” and similar expressions identify forward-looking information. Forward-looking information is necessarily based upon a number of estimates and assumptions that, while considered reasonable by Aguia and its external professional advisors as of the date of such statements, are inherently subject to significant business, economic and competitive uncertainties and contingencies. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements.

Forward-looking information is provided for the purpose of providing information about management’s expectations and plans relating to the future. All of the forward-looking statements made in this MD&A are qualified by these cautionary statements and those made in the “Risk Factors” section of this MD&A. These factors are not intended to represent a complete list of the factors that could affect Aguia. Economic analyses in technical reports are based on commodity prices, costs, sales, revenue and other assumptions and projections that can change significantly over short periods of time. As a result, economic information in a technical report can quickly become outdated. Aguia disclaims any intention or obligation to update or revise any forward-looking information or to explain any material difference between subsequent actual events and such forward-looking information, except to the extent required by applicable law.

## **Overview of the Company**

Aguia Resources Ltd. is an exploration and development company focused on Brazilian phosphate projects to supply the Brazilian agriculture sector. Aguia is listed on the Australian Stock Exchange (“ASX”) under the symbol AGR and the Toronto Venture Exchange (“TSXV”) under the symbol AGR and has offices in Sydney, Australia and Belo Horizonte, Brazil. The Company currently controls over 1,110 km<sup>2</sup> of land in the states of Rio Grande do Sul and Paraiba containing phosphate mineralization through exploration permits it has acquired from the Brazilian National Department of Mineral Production (“DNPM”). The Company seeks to develop its holdings of phosphate deposits into viable mining operations providing phosphate and agricultural limestone to Brazil’s agriculture industry. The Company’s phosphate properties in Brazil include its principal project, Três Estradas in Rio Grande do Sul State. Aguia’s other property is the Lucena Project in Alagoas State.

The Três Estradas project represents a significant new phosphate discovery with characteristics similar to existing producers in Brazil. The project is located in the southern region of Brazil where 30% of Brazilian national phosphate consumption is located. There are currently no producing phosphate mines in the region.

The Lucena Phosphate Project, comprising 48 tenements and applications for 345.5 km<sup>2</sup> was drilled from August 2011 to October 2012 in which Aguia completed 49 core drill holes in two separate drilling campaigns, 40 of which were used to estimate the JORC compliant mineral resource.

In 2018, Aguia identified a new zone of copper mineralisation on ground staked within the Rio Grande Copper Belt, as a result of regional exploration activities in the State of Rio Grande do Sul, Brazil. The Company successfully secured a strategic land package along the Rio Grande Copper Belt, totaling

34,000 hectares across 23 tenements and identified two mineralised targets within the belt: Canhada and Big Ranch.

The Canhada target is located 20 km south of the City of Lavras do Sul, where Agua has its field office, and consists of a 9 km-long by 3 km wide structurally-controlled trend within which a 2 km x 1 km airborne potassium anomaly (which remains open to the northeast) has been identified with an extensive coincident copper-in-soils anomaly in an area where multiple copper occurrences have been identified in bedrock by Agua geologists. Mineralisation occurs as stockworks, veins and disseminated sulphides within the alteration zone. The potassium and associated hematite alteration is a characteristic of IOCG mineralised systems. The host sequence includes andesitic volcanic and pyroclastic rocks that have undergone intense hydrothermal alteration including albitization, cloritization, carbonate alteration and hematite alteration. Copper minerals are associated with potassic and hematitic alteration and include chalcopryrite, bornite, digenite and chalcocite, as well as malachite when weathered, typical of IOCG affinity mineralising systems. Soil sampling along this target will continue and in advance of a systematic exploration program that will include a ground induced polarization (“IP”) survey followed by a scout reverse circulation drilling campaign.

The Big Ranch target is located along the northern edge of the Caçapava Granite and consists of a 6km x 2km zone that was initially identified as an airborne geophysical anomaly. More specifically, Agua’s technical team noticed the anomaly because it is a zone with no airborne radiometric count. These zones are rare and only a few rocks exhibit this signature.

Highlights for the six months ended December 31, 2018 include:

- The Corporation closed a private placement financing for gross proceeds of A\$2,922,103 (see December 17, 2018 press release).
- The Corporation began a 3,000 metre diamond drilling program at Big Ranch copper project in southern Brazil (see October 10, 2018 press release).
- Soil sampling along the Big Ranch Target revealed a copper anomaly in excess of 6 km flanking the northern border of the Caçapava Granite, returning Au, Zn, Cu and Pb results in gossan samples (see August 1, 2018, September 11, 2018 press releases)

## **Outlook**

Continuing on its path to recovery after two years of recession, Brazil’s economy grew by 1.2% in 2018. In a dramatic shift to the right, the newly elected Brazilian government under the leadership of President Jair Bolsonaro has pledged to crack down on violence and corruption and deliver a return to prosperity and peace for average Brazilians. With the political landscape settled, easing of red tape and bureaucracy is expected to be a priority to encourage economic growth and investment. In the fourth quarter of 2018, unemployment was at a two-year low leading to an improved outlook for domestic consumption. Export growth remains strong and GDP growth is forecast at 2.4% in 2019.

The fundamentals of the global phosphate market have strengthened in 2018, on the back of strong, less volatile demand and supply adjustments which include the idling of Mosaic’s Plant City and the closure of marginal producers in China due to new environmental regulations. Lower prices coupled with bumper harvests have in turn stimulated demand and prices across all three fertilizer nutrients (NPK) have gained momentum. The view on forward looking pricing for MAP has improved substantially over the last 6 months. Looking ahead, a slowdown in new capacity additions are expected to keep market conditions tight between now and 2022.

Brazil continues to be a key driver for global phosphate growth. Brazilian demand for phosphate has more than doubled since 2000, due to a combination of increased harvested area and increases in fertilizer application rates. Brazilian demand for phosphate is expected to significantly outpace global demand growth for the foreseeable future.

In 2017, Brazil consumed 6.5 million tonnes of phosphate, of which 71% was imported. Southern Brazil, where Agüia's Três Estradas phosphate project is located, accounts for 30% of Brazilian phosphate consumption and is entirely dependent on imports from Morocco and Peru. Três Estradas is the only domestic source of phosphate planned to start production in the next few years.

The key activity at Três Estradas is the final approval of the Environmental Impact Assessment by FEPAM, the state regulator in Rio Grande do Sul. In preparation for this major milestone, Agüia has been engaged in an extensive community outreach program and opened an office in Lavras do Sul. On the completion of a final site visit by FEPAM, two public hearings will be held to allow local stakeholders to have a voice in the final decision. To date, interactions with the local community and government at the municipal and state levels have been very encouraging and Agüia anticipates that following the public hearings the Preliminary License (LP) for Três Estradas will be granted.

The LP is considered a major derisking milestone for Brazilian mining projects as it provides the environmental and social framework within which the project will be developed. Following the LP approval, Agüia will be working towards the Installation License (LI) which is the permission needed to commence construction, finalizing engineering and design, sourcing construction financing and negotiating offtake contracts with fertilizer blenders.

In 2018, Agüia announced that it had identified a new zone of copper mineralization in the region and staked 34,000 hectares across 23 tenements. Soil sampling and ground geophysics conducted since have returned promising results and 3,000 metres of diamond drilling is underway at Agüia's Big Ranch target. These drill results will provide important data to better understand the mineralization beneath the surface so that Agüia's Board and Management can decide how best to deliver value to shareholders.

For fiscal 2019, the Company continues to focus on the advancement of the Três Estradas project. The Company will focus on the following activities:

- 1) Ongoing community consultations in Lavras do Sul in anticipation of the final review of the Environmental Impact Assessment which will result in the granting of the Preliminary License, a major milestone for mine development in Brazil.
- 2) Expansion of the investor base and increased profile in North America and Europe through retail roadshows, investment conferences and meetings with institutional investors.
- 3) Discussions with potential offtake partners and debt providers.
- 4) Ongoing exploration of targets around the Três Estradas deposit that exhibit similar geology.

For the Lucena Project, the Company will focus on the following activities:

- 1) The Company will continue to maintain its claims.

For the new Rio Grande Copper discovery, the Company will focus on the following activities:

- 1) Ongoing exploration at Canhada and Big Ranch and in particular a 3,000 metre diamond drilling program which is currently underway at Big Ranch.

## Summary of Unaudited Quarterly Results

The following is a summary of the Company's financial results for the eight most recently completed quarters:

	Q2-2019 31-Dec 2018	Q1-2019 30-Sep 2018	Q4-2018 30-Jun 2018	Q3-2018 31-Mar 2018	Q2-2018 31-Dec 2017	Q1-2018 30-Sep 2017	Q4-2017 30-Jun 2017	Q3-2017 31-Mar 2017
Net (loss)	(1,019,404)	(391,954)	(127,527)	(621,424)	(1,057,580)	(436,460)	(1,176,233)	(761,993)
Net (loss) per share	(0.01)	(0.00)	(0.00)	(0.01)	(0.01)	(0.00)	(0.01)	(0.00)
Working Capital*	1,701,500	1,291,109	2,558,413	(742,780)	1,347,092	3,888,843	3,991,689	2,512,439
Total Assets	37,511,919	34,011,184	35,176,878	33,921,137	35,702,552	37,422,875	34,167,877	29,759,076
Total Non-current Liabilities	-	-	-	-	-	-	-	-

Working Capital is defined as current assets minus current liabilities. Working capital is a Non-IFRS figure without a standardized meaning. Please see "Non-IFRS Measures" for a reconciliation.

### Factors Affecting Comparability of Quarters

Results of operations can vary significantly due to a number of factors. The Company's level of activity and expenditures during a specific quarter are influenced by a number of factors, including the level of working capital, the availability of external financing, the time required to gather, analyze and report on geological data related to its properties and the nature of activity, and the number of personnel required to advance each individual project.

The Company's level of activities increased in 2016 and 2017 with the completion of a PEA optimization in July 2016 and BFS in March 2018. A drill campaign took place plus several technical studies to optimize the Três Estradas project. During this period, environmental studies were completed enabling the Company to submit its EIA on October 7, 2016. In the last quarter of 2016 and the two quarters of 2017, the Company was engaged in a new drilling campaign to convert Inferred mineral resources to Measured and Indicated mineral resources for the BFS. Numerous technical studies were conducted during 2017 to support the BFS analysis.

Total assets increased from June 2016 to September 2017 as cash was invested to develop Agua's Três Estradas project. The Company's working capital fluctuated as a result on financings injecting funds into the Company in October 2016 and June / July 2017 as well as the Company use of those funds for the development of the Três Estradas project.

In March 2018, low cash balance position due the completion of the BFS on the Três Estradas project, led to a negative working capital of \$742,780.

In June 2018 working capital increased to \$2,558,413 on the completion of a C\$5 million financing, providing funding to advance Três Estradas permitting and continue exploration of the Rio Grande Copper Belt.

In September 2018 working capital decreased to \$1,291,109 as the Company continued to invest in exploration at the Rio Grande Copper Belt as well as preparing for upcoming public hearings for environmental permitting process for Tres Estradas project.

In December 2018 working capital increased to \$1,701,500 and total assets increased to \$37,511,919 reflecting the completion of the A\$2.9 million private placement financing to provide funding for Big Ranch copper drilling activities and upcoming public hearings for environmental permitting process for Tres Estradas project.

Changes in foreign exchange rates also contributed to fluctuating quarterly net (losses). The Company holds a portion of its monetary assets and liabilities in Brazil and therefore changes in the rate of exchange between the Brazilian Real and the Australian dollar result in reported gains and losses on foreign currency fluctuations.

There were no significant changes in accounting principles during the eight most recent quarters.

### Results of Operations – Financial

The following is a discussion of the results of operations of the Company for the three and six months ended December 31, 2018 and 2017. This should be read in conjunction with the Company's interim financial statements for the three and six months ended December 31, 2018 and related notes.

For the three months ended December 31, 2018 and 2017:

	Three months ended December 31,	
	2018	2017
<b>Net loss</b>	<b>(1,019,404)</b>	<b>(1,057,580)</b>
Other income	1,084	6,397
Corporate Expenses	(379,648)	(751,538)
Business development cost	(138,308)	(248,306)
Employee benefits expenses	(172,129)	(93,952)
Professional fees	(24,264)	(87,580)
General administration	(216,211)	(235,301)
Depreciation	(4,023)	(3,781)
Share-based payments	(152,586)	(693,798)
Exploration and evaluation expenses	(1,433)	(1,543)
Movement in fair value of derivatives	68,113	1,051,822

For the three months ended December 31, 2018, the Company recorded a net loss of \$1,019,404 (\$0.0076 per share) compared to a net loss of \$1,057,580 (\$0.009 per share) for the three months ended December 31, 2017.

Corporate expenses decreased by \$371,890 in Q2-2019 compared to Q2-2018 due to bonuses paid in 2017.

Business development costs decreased by \$109,998 in Q1-2019 compared to Q1-2018 due to lower marketing costs.

Professional fees cost decreased by \$63,316 due to a reduction in legal cost following the 2017 TSX Venture listing.

Share-based payments were \$152,586 in 2018. This is the Black-Scholes value of the options granted in 2017.

Movement in fair value of derivatives in Q2-2019 resulted from the change in the fair market value of the warrants issued in Canadian dollars that were part of the June / July 2017 and April 2018 private placement financings.

For the six months ended December 31, 2018 and 2017:

	Six months ended December 31,	
	2018	2017
<b>Net loss</b>	<b>(1,411,358)</b>	<b>(1,494,040)</b>
Other income	2,740	19,404
Corporate Expenses	(673,788)	(1,000,931)
Business development cost	(249,402)	(378,110)
Employee benefits expenses	(272,994)	(184,911)
Professional fees	(81,555)	(152,532)
General administration	(390,352)	(423,464)
Depreciation	(7,808)	(7,540)
Share-based payments	(152,586)	(721,166)
Exploration and evaluation expenses	(1,433)	(1,543)
Movement in fair value of derivatives	415,820	1,356,753

For the six months ended December 31, 2018, the Company recorded a net loss of \$1,411,358 (\$0.0105 per share) compared to a net loss of \$1,494,040 (\$0.0128 per share) for the six months ended December 31, 2017.

Corporate expenses decreased by \$327,143 in Q2-2019 compared to Q2-2018 due to bonuses paid in 2017.

Business development costs decreased by \$128,708 in Q1-2019 compared to Q1-2018 due to lower marketing costs.

Professional fees cost decreased by \$70,977 due to a reduction in legal costs following the completion of the 2017 TSX Venture listing.

Share-based payments were \$152,586 in 2018. This is the Black-Scholes value of the options granted in 2017.

Movement in fair value of derivatives in 2019 resulted from the change in the fair market value of the warrants issued in Canadian dollars that were part of the June / July 2017 and April 2018 private placement financings.

<b>CASH FLOW STATEMENT</b>	<b>Dec 31, 2018</b>
Payments to suppliers and employees	(1,646,415)
Interest income	2,740
<b>Net cash flow from/(used) in operating activities</b>	<b>(1,643,675)</b>
Payment for exploration	(2,242,109)
<b>Net cash flow from/(used in) in investing activities</b>	<b>(2,242,109)</b>
Proceeds from issue of shares	3,016,018
Share issue transaction costs	(43,994)
<b>Net cash flow from/(used in) in financing activities</b>	<b>2,972,024</b>
Net increase / decrease in cash and cash equivalents	(913,761)
Cash at beginning of financial period	3,405,149
Net foreign exchange differences	10,846
<b>Cash balance at end</b>	<b>2,502,234</b>

During the six months ended December 31, 2018, the Company used cash in operating activities of \$1,643,675 of which \$1,646,415 related to payments to suppliers and employees offset by interest income of \$2,740. The Company invested \$2,242,109 in exploration activities at the Rio Grande Copper Belt and for the upcoming public hearings for environmental permitting process for Tres Estradas project. During the six months ended December 30, 2018, the Company spent \$43,994 on share issue costs and increased net cash by \$ 3,016,018 from a financing completed in December 2018.

**EXPLORATION AND EVALUATION IN PROPERTY-BY-PROPERTY BASIS**

	<u>Tres Estradas Project</u>	<u>Lucena Project</u>	<u>Copper Project</u>	<u>Total E&amp;E</u>
<b>E&amp;E Initial Balance 30 June, 2018</b>	<b>21,986,165</b>	<b>9,588,559</b>	<b>78,919</b>	<b>31,653,643</b>
Labor	279,530	8,918	341,240	629,689
Property (Claims, Land Fees)	129,981	2,805	175,810	308,596
Travel & Accomodation	81,526	0	7,112	88,638
Vehicle / Equipment Lease & Maintnce	52,024	0	22,881	74,904
Field Supplies	3,894	0	2,850	6,744
Other Exploration Expenses	190,504	10,665	99,567	300,736
Drilling / Assays	11,642	0	277,433	289,076
Bankable Feasibility Study and technical studies	10,448	0	12,653	23,101
Geophysics / Geochemistry	15,976	0	66,897	82,873
Environmental, Social, Health and Safety	488,918	0	0	488,918
Depreciation	0	0	0	0
Asset Exchange variation of the period	809,366	77,223	3,366	889,955
<b>Increase of E&amp;E in the Half Year</b>	<b>2,073,811</b>	<b>99,610</b>	<b>1,009,809</b>	<b>3,183,230</b>
<b>Total Exploration &amp; Evalutaion in 31 December 2018</b>	<b>24,059,976</b>	<b>9,688,169</b>	<b>1,088,728</b>	<b>34,836,873</b>

During the six months ended December 31, 2018, the Company focused on developing its flagship Tres Estradas project and Rio Grande Copper belt. Exploration and evaluation expenses reflect the work on the environmental studies and social communication for the upcoming public hearings as part of the permitting process of Tres Estradas phosphate project as well as exploration expenses for the Rio Grande Copper belt development.

### **Liquidity and Capital Resources**

Given the nature of the Company's operations, the most relevant financial information relates primarily to current liquidity, solvency and planned expenditures. The Company's financial success will be dependent upon the development of a property that leads to the production of phosphate. Such development may take years to complete and the amount of resulting income, if any, is difficult to determine.

The Company currently has a negative operating cash flow and finances its mineral exploration activities through equity financings. The Company's financial success will be dependent on the economic viability of its mineral exploration properties and the extent to which it can establish economic mineral reserves and operations.

The Company had working capital of \$1,701,500 as at December 31, 2018 (June 30, 2018 - \$2,558,413) including cash and cash equivalents of \$ 2,502,234 (June 30, 2018 - \$3,405,149). None of the cash equivalents are invested in asset-backed securities.

The Company's estimate of the adequacy of its working capital is a forward-looking statement as it involves known and unknown risks, uncertainties and other factors. Actual results could differ, perhaps materially; with the result that the adequacy of working capital required for fiscal year 2019 expressed by such forward-looking statements is materially different than so stated. Also, the ability of the Company to successfully acquire and develop additional properties in the resource sector or to

continue development of its current properties is conditional on its ability to secure financing when required. The Company proposes to meet any additional financing requirements through equity financing when required. In light of the continually changing financial markets, there is no assurance that funding by equity subscriptions will be possible at the times required or desired by the Company. See “Cautionary Statement Regarding Forward Looking Information”.

The Company is currently focusing its efforts on the Três Estradas Phosphate project and Rio Grande Copper belt.

## Non-IFRS Measures

The Company has included a Non-IFRS performance measure, working capital, throughout this document. In the mining industry, this is a common Non-IFRS performance measure but does not have a standardized meaning. The Company believes that, in addition to conventional measures prepared in accordance with IFRS, we and certain investors use this information to evaluate the Company’s performance and ability to generate cash, profits and meet financial commitments. This Non-IFRS measure is intended to provide additional information and should not be considered in isolation or as a substitute for measures of performance prepared in accordance with IFRS. The following tables provide a reconciliation of working capital to the financial statements as at December 31, 2018 and June 30, 2018.

	December 31, 2018	June 30, 2018
<b>Current assets</b>		
Cash and cash equivalents	2,502,234	3,405,149
Prepaid expenses and sundry receivables	127,183	69,567
	2,629,417	3,474,716
<b>Current liabilities</b>		
Accounts payable and accrued liabilities	927,917	916,303
<b>Working Capital</b>		
<b>current assets less current liabilities</b>	<b>1,701,500</b>	<b>2,558,413</b>

## Capital Risk Management

The Company’s capital includes cash and equity, comprised of issued ordinary shares, share-based payment reserve and deficit in the definition of capital. The Company’s objective when managing capital is to maintain its ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders.

The Company manages its capital structure and makes adjustments to it based on the funds available to the Company in order to support the acquisition and exploration of mineral properties. The Board of Directors does not establish quantitative return on capital criteria for management but rather relies on the expertise of the Company’s management and consultants to sustain future development of the business.

The Company's properties are in the intermediate exploration stage and, accordingly, the Company is dependent upon external financings to fund activities. In order to carry out planned engineering, test work, advancement and development of the mining projects, and pay for administrative costs, the Company will spend working capital and expects to raise the additional funds from time to time as required.

Management reviews its capital management approach on an ongoing basis and believes that this approach is reasonable given the relative size of the Company. There were no changes in the Company's approach to capital management during the six months ended December 31, 2018. The Company is not subject to externally imposed capital requirements.

## **Commitments and contingencies**

### Legal contingencies

The Company is, from time to time, involved in various claims and legal proceedings. The Company cannot reasonably predict the likelihood or outcome of these activities. The Company does not believe that adverse decisions in any pending or threatened proceedings related to any matter, or any amount that may be required to be paid in connection thereto, will have a material effect on the financial condition or future results of operations. As at December 31, 2018 and 2017, no amounts have been accrued related to such matters.

### Environmental Commitments

The Company's mining and exploration activities are subject to various federal, state and international laws and regulations governing the protection of the environment. These laws and regulations are continually changing and generally becoming more restrictive. The Company conducts its operations so as to protect public health and the environment and believes its operations are materially in compliance with all applicable laws and regulations. The Company has made, and expects to make in the future, expenditures to comply with such laws and regulations.

## **Results of Operation - Exploration**

### TRÊS ESTRADAS PROPERTY

#### Background

The Três Estradas Project is located in the municipality of Lavras do Sul, approximately 320 kilometers (km) southwest of Porto Alegre, the capital city of Rio Grande do Sul in southern Brazil and 1,790km south of Brasília. The mining operation will consist of mining phosphate from the Três Estradas deposit as well as mining phosphate from the Joca Tavares deposit located southeast of Três Estradas. Phosphate material from both deposits will be milled and processed at Três Estradas.

Agua has been diligently following a systematic approach in its exploration programs for Três Estradas and Joca Tavares. Agua has undertaken detailed geologic mapping, topographic surveys, remote sensing, soil and rock geochemical surveys, and geophysical surveys. Agua has completed four drilling campaigns on the Três Estradas area between 2011 and 2015. Drilling has included 78 core holes (10,801.45m), 154 reverse circulation ("RC") holes (3,304m), and 487 auger holes (2,481.65m). At Joca Tavares, Agua completed 89 auger holes (359.65m) followed by a 40-hole core drilling program (2,305.90m) in late 2015.

Between December 2016 and April 2017, more than 14,000 metres of infill drilling occurred at Três Estradas which included 9,708 metres of diamond drilling and 4,496 metres of reverse circulation drilling.

In the twelve-month period subsequent to December 31, 2015, environmental studies were undertaken to enable the Company to complete the EIA for the Três Estradas Phosphate Project. This study was compiled in a final report that was filed and presented to the Rio Grande State Environmental Agency FEPAM on October 7, 2016. Next steps include further discussions with the Rio Grande State Environmental Agency and public hearings in the Lavras do Sul area. Within 6 months, the Company is optimistic that the Agency will approve the EIA and issue the Preliminary License for the Três Estradas Phosphate Project. The Preliminary License is considered a major milestone in the development of a mining project in Brazil and represents a substantial de-risking in the path to construction and production. This is the phase of permitting where all of the technical data relating to the environmental impact assessment is presented and the community consultations are completed to provide the social license to proceed to installation and operating permits.

#### Bankable Feasibility Study Update

On March 20, 2018, Agua Resources Ltd. completed its bankable feasibility study for its Três Estradas phosphate project in southern Brazil. The BFS financial model indicates a pre-tax IRR of 21% and a post-tax IRR of 18% with a pre-tax NPV of USD 300 million and post-tax NPV of USD 212 million using a 5% discount rate. The Três Estradas project will require an initial capital expenditure of USD 75.6 million (USD 84 million including contingency). The high efficiency of the column flotation circuit translated into an operational cost of USD 51/tonne of phosphate concentrate produced in Phase 1, USD 77/tonne of phosrock plus USD 5/tonne aglime produced in Phase 2 and USD 2/tonne of aglime in Phase 3.

#### **Financial Results Summary**

<b>Financial Analysis</b>	<b>Unit</b>	<b>Pre-Tax<sup>2</sup></b>	<b>Post-Tax</b>
NPV@5%	(USD Million)	300	212
NPV@7.5%	"	186	129
NPV@10%	"	116	78
IRR	(%)	20.7%	18.3%
Total Cash Flow	(USD Million)	1,041	849
Payback <sup>1</sup>	(Years)	5.9	6.2
EBITDA Years 1 to 3.5 (Phase 1 - Sapolite)	(USD Million)	28	
EBITDA Years 3.6 to 16 (Phase 2 - Carbonatite)	"	37	
EBITDA Years 17 to 36 (Phase 3 - Aglime)	"	26	

<sup>1</sup>Undiscounted, after start-up, <sup>2</sup>Before direct taxes

The updated mining plan forecasts a total of 43.5 million tonnes of ROM ore mined at a strip ratio of 1.61 (waste to phosphate, in tonnes). The project includes an open-pit, truck and shovel operation, over a life of mine (LOM) of 16 years plus another 20 years of aglime production which will be reclaimed from the tailings dam. The phased approach to the project reduced the initial capital and maximized the economics of the project.

- Phase 1 (Saprolite): Takes advantage of the highhead-grade, low strip-ratio, and relatively low processing costs to produce a high-value phosrock concentrate. Open pit mining of 1.3 Mtpy RoM of saprolitic ore, to the processing plant, which will produce an average of 307,000 tpy of phosrock.
- Phase 2 (Carbonatite): As saprolite is depleted, the plant is expanded to handle the carbonatite ore types, as well as produce an aglime by-product. Mining an average of 3.3 Mtpy RoM of lower-grade carbonatite ore, with expansion of the processing plant to maintain production of 300,000 tpy of phosphate concentrate, as well as 2.8 Mtpy of aglime. Anticipated that 1Mtpy of aglime will be sold, the remainder stored in a tailings dam.
- Phase 3 (Aglime): Remaining stockpile of stored aglime is reclaimed and depleted. Following mining operations, recovery of 1Mtpy of the remaining aglime from the Tailings Dam.

With an average capacity of 300,000 tpy of phosrock the average annual feed to the processing plant will be 1.3 million tonnes of the oxide ore in Phase 1, and 3.3 million in Phase 2 of the fresh carbonatite ore, resulting in a life of mine production of 4.7 million tonnes of phosphate concentrate and another 32.9 million tonnes of aglime, averaging about 300,000 tons of phosrock annually over 16 years and one million tonnes of by-product aglime annually over 33 years. The relatively steeply dipping and confined nature of the deposit, as well as the drive to optimize project value through early development of the saprolite ore, leads to a decreasing strip ratio after Year 4.

The current findings and conclusions from the most recent pilot-plant program and collector reagents optimization testwork are as follows:

- For the saprolite ore, global phosphate recovery of 81.4% is achievable at a concentrate grade of 32.7% P<sub>2</sub>O<sub>5</sub>;
- For the carbonatite ore, global phosphate recovery of 75.3% is achievable at a concentrate grade of 30.1% P<sub>2</sub>O<sub>5</sub>;

For further information please see the press release dated March 20, 2018 and the technical report filed on SEDAR on April 11, 2018.

### Mineral Resource

On September 19, 2017, the Company announced a new Mineral Resource estimated at total Measured resources of 36 million tonnes grading 4.0% P<sub>2</sub>O<sub>5</sub> and Indicated resources of 47 million tonnes grading 4.2% P<sub>2</sub>O<sub>5</sub>, using a cut off of 3% P<sub>2</sub>O<sub>5</sub> and an additional 21.8 million tonnes grading 3.7% in the Inferred category (see press release dated September 19, 2017).

## Community Consultations

Aguia Resources is very focused on completing the final milestones for the environmental impact assessment to be approved and the preliminary licence granted by the government regulator. The state regulator will be conducting a final site visit, which will be followed up by two public hearings. Timing of these hearings will be determined by the state government. Aguia Resources' team in Lavras do Sul is fully engaged in preparations for the public hearings. Local support for the project is very positive.

The Company has received notice that on March 20, 2019 the State Environmental Agency of Rio Grande do Sul (FEPAM) will hold the community consultation meeting in Lavras do Sul.

## Regional Exploration Activities

Aguia has resumed exploration of neighbouring properties. The aim is to identify additional oxidized carbonatite sources that could ultimately contribute to the Tres Estradas project. Based on regional mapping and airborne geophysical data, Aguia has identified a number of exploration targets surrounding the Tres Estradas and Joca Tavares carbonatites.

Santa Clara is located only 4 km from Três Estradas, thus having the potential to add oxidized material to the Três Estradas operation with minimal transport cost. The target was identified using airborne magnetic and radiometric signatures that closely resemble Três Estradas. Initial scouting along this NE-trending, 2.2 km long and 900 m wide target identified outcropping, mineralized carbonatite in rock grab samples. Further sampling and mapping are planned followed by drilling.

Porteira and Santa Ines are adjacent to the Joca Tavares carbonatite and were identified using airborne geophysics. Both targets are associated with discrete magnetic anomalies, and ground follow-up analysis identified a series of breccias, carbonatites and altered host sedimentary rocks that returned positive assays. The Porteira target is approximately 2 km long by 600 m wide, and Santa Ines is approximately 3.8 km long by 800 m wide. Further prospecting, rock and soil sampling followed by auger and RC drilling is planned.

Mato Grande is a 700 m long by 200 m wide carbonatite target located 80km northeast of Três Estradas and close to the city of Caçapava. Aguia has been conducting an auger drilling program over the Mato Grande carbonatite to expand upon historical data that indicated  $P_2O_5$  in fresh carbonatite samples. The objective of this auger program is to outline the extent of the carbonatite body and test for oxidised phosphate mineralisation at surface.

## Regional Exploration Activities in the State of Rio Grande do Sul

The Company has successfully secured a strategic land package along the Rio Grande Copper Belt, totaling 34,000 hectares across 23 tenements. Aguia has identified two mineralised targets within the belt: Canhada and Big Ranch.

The Canhada target is located 20 km south of the City of Lavras do Sul, where Aguia has its field office, and consists of a 9-km-long by 3-km wide structurally-controlled trend within which a 2km x 1km airborne potassium anomaly (which remains open to the northeast) has been identified with an extensive coincident copper-in-soils anomaly in an area where multiple copper occurrences have been

identified in bedrock by Aguia geologists. Mineralisation occurs as stockworks, veins and disseminated sulphides within the alteration zone. The potassium and associated hematite alteration is a characteristic of IOCG mineralised systems. The host sequence includes andesitic volcanic and pyroclastic rocks that have undergone intense hydrothermal alteration including albitization, cloritization, carbonate alteration and hematite alteration. Copper minerals are associated with potassic and hematite alteration and include chalcopyrite, bornite, digenite and chalcocite, as well as malachite when weathered, typical of IOCG affinity mineralising systems. Soil sampling along this target will continue and in advance of a systematic exploration program that will include a ground induced polarization ("IP") survey followed by a scout reverse circulation drilling campaign.

The Big Ranch target is located along the northern edge of the Caçapava Granite and consists of a 6km x 2km zone that was initially identified as an airborne geophysical anomaly. More specifically, Aguia's technical team noticed the anomaly because it is a zone with no airborne radiometric count. These zones are rare and only a few rocks exhibit this signature.

Based on these initial findings, Aguia staked the claims for Big Ranch and initiated exploration on the ground. Multiple copper and zinc showings were identified in outcrops, including a zone of gossans that occur to the west of the main geophysical and geochemical anomaly. Aguia completed a soil geochemistry survey along the target resulting in significant copper anomaly extending over some 6 km, juxtaposed in some portions to gold-in-soils anomalies. Anomalous trends of zinc and lead were also mapped and are being followed up.

Sampling along the Big Ranch target returned 13.14 grams per tonne gold (g/t Au) in a gossan sample, one of 17 gossan samples reported during the most recent quarter. The western zone of Big Ranch became an area of focus earlier this year when a gossan sample returned 7.74 grams per tonne gold (g/t Au) as reported in April.

### Big Ranch Drill Program

Aguia has begun a 3,000-metre diamond drilling program at the Big Ranch copper prospect in southern Brazil. Highlights of the program are:

- Initial drill program will take three months -- scout drilling to define best area of focus;
- Four target areas selected based on geological, geochemical and geophysical data;
- Drilling designed to evaluate positive results from soil samples, trenching and ground geophysics;

The drilling program will be executed with one rig and is anticipated to take approximately three months. The main purpose of this campaign is to acquire more data on the geology and nature of the hydrothermally altered rocks at depth, which will provide the necessary information for a more accurate interpretation of the copper and base metals showings identified so far.

Using the data gathered in the last few months, Aguia has identified four target areas to be tested in this drilling program. Target areas No. 1 to No. 3 were selected from the geological, geochemical and geophysical data, while target area No. 4 is essentially a geophysical target.

## Off Balance Sheet Arrangements

The Company is not party to any off-balance sheet arrangements.

## Related Party Transactions

The consolidated financial statements incorporate the assets, liabilities and results of the following subsidiaries:

Name	Principal place of business / Country of incorporation	Ownership interest 2016 %
Agua Mining Pty Ltd	Australia	100.00%
Agua Phosphates Pty Ltd	Australia	100.00%
Agua Potash Pty Ltd	Australia	100.00%
Agua Metais Ltda	Brazil	100.00%
Potassio do Atlantico Ltda	Brazil	100.00%
Agua Rio Grande Mineracao Ltda *	Brazil	100.00%
Agua Fertilizantes S.A. **	Brazil	49.00%

During the three and six months ended December 31, 2018 and 2017, the Company entered into the following transactions in the ordinary course of business with related parties that are not subsidiaries of the Company.

	Purchases of goods / services			
	Six months ended		Three months ended	
	December 31,		December 31,	
	2018	2017	2018	2017
- Payment for legal services from HopgoodGanim of which Mr Brian Moller is a partner.	5,949	10,501	1,153	2,634
- Payment for accounting and company secretary services from Franks & Associates Pty Ltd of which Mr Andrew Bursill is a principal.	13,171	42,231	2,750	27,830

The following balances included in accounts payable and accrued liabilities were outstanding at the end of the reporting period:

	Amounts owed by related parties		Amounts owed to related parties	
	Dec 31, 2018	Jun 30, 2018	Dec 31, 2018	Jun 30, 2018
Directors and officers of the company	-	-	59,834	45,833

The amounts outstanding are unsecured and will be settled in cash. No guarantees have been given or received. No expense has been recognized in the current or prior periods for bad or doubtful debts in respect of the amounts owed by related parties.

### *Compensation of key management personnel of the Company*

	Six months ended		Three months ended	
	Dec 31, 2018	2017	Dec 31, 2018	2017
Short-term benefits	633,087	978,999	361,766	737,127
Share-based payments	138,326	466,884	138,326	439,516

In accordance with IAS 24 Related Party Disclosures, key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any directors (executive and non-executive) of the Company.

The remuneration of directors and key executives is determined by the compensation committee having regard to the performance of individuals and market trends.

### **Financial Instruments and Other Instruments**

The carrying value of cash and cash equivalents, prepaid expenses, sundry receivable, accounts payable and finance leases approximate their fair values due to the short maturity of those instruments.

The Company's risk exposures and their impacts on the Company's financial instruments are summarized below. There have been no significant changes in the risks, objectives, policies and procedures for managing risk during the six months ended December 31, 2018.

#### Credit risk

Credit risk arises from the non-performance by counterparties of contractual financial obligations. The Company's primary counterparty related to its cash and cash equivalents and term investment carry an investment grade rating as assessed by external rating agencies. The Company maintains all of its cash and cash equivalents and term investment with major Australian, Canadian and Brazilian financial institutions. Deposits held with these institutions may exceed the amount of insurance provided on such deposits.

The Company's maximum exposure to credit risk at the balance sheet date is the carrying value of cash and cash equivalents, trade and other receivables.

#### Liquidity risk

The Company manages liquidity risk by maintaining adequate cash and cash equivalent balances. The Company continuously monitors and reviews both actual and forecasted cash flows, and also matches the maturity profile of financial assets and liabilities.

As at December 31, 2018, the Company had current assets of \$2,629,417 to settle current liabilities of \$927,917. Approximately \$700,000 of the Company's financial liabilities as at December 31, 2018 have contractual maturities of less than 30 days and are subject to normal trade terms.

## Market risk

### (a) Interest rate risk

The Company's cash equivalents are subject to interest rate cash flow risk as they carry variable rates of interest. The Company's interest rate risk management policy is to purchase highly liquid investments with a term to maturity of one year or less on the date of purchase.

Based on cash and cash equivalent balances on hand at December 31, 2018, a 0.1% change in interest rates could result in a corresponding change in net loss of approximately \$2,500.

### Currency Risk

As the Company operates on an international basis, foreign exchange risk exposures arise from transactions and balances denominated in foreign currencies. The Company's foreign currency risk arises primarily with respect to the Brazilian Real. Fluctuations in the exchange rates between these currencies and the Australian dollar could have a material effect on the Company's business, financial condition and results of operations. The Company does not engage in any hedging activity to mitigate this risk.

A strengthening of \$0.01 in the Brazil Real against the Australian dollar would have decreased other comprehensive income by approximately \$87,000 for the six months ended December 31, 2018. Rates as at December 31, 2018 and 2017 are represented in the following chart:

	As at	
	Dec 31, 2018	Dec 31, 2017
<b>1 Australian dollar = Brazilian Real</b>	<b>2.7278</b>	<b>2.5841</b>

As at December 31, 2018 the monetary balances in non-Australian dollar currencies are as follows:

	Brazilian Real
Cash	725,208
Accounts receivable and Prepaid expenses	150,365
Intangible (project investments)	64,775,326
Accounts payable	(908,152)
	<u>64,742,747</u>

## Outstanding Share Data

As at February 14, 2019, the Company has 156,434,987 common shares issued and outstanding. Stock options, warrants and convertible securities outstanding as at February 14, 2019 are as follows:

Number of Stock Options		Exercise	Expiry Date
Outstanding		Price	
	260,000	\$0.625	07/12/2019
	810,000	\$0.600	16/12/2019
	120,000	\$0.640	02/06/2020
	150,000	\$0.540	28/07/2020
	7,520,000	\$0.600	05/12/2020
	8,860,000		

  

Numbers of Warrants		Exercise	Expiry Date
Outstanding		Price	
	13,180,418	CAD\$ 0.65	30/06/2020
	7,142,900	CAD\$ 0.60	12/04/2021
	20,323,318		

## Risks and Uncertainties

The operations of the Company are speculative due to the high-risk nature of its business, which are the acquisition, financing, exploration and development of mining properties. These risk factors could materially affect the Company's future operating results and could cause actual events to differ materially from those described in forward-looking information relating to the Company.

### Nature of Mining, Mineral Exploration and Development Projects

Development projects have no operating history upon which to base estimates of future capital and operating costs. For development projects, mineral resource estimates and estimates of operating costs are, to a large extent, based upon the interpretation of geologic data obtained from drill holes and other sampling techniques, and feasibility studies, which derive estimates of capital and operating costs based upon anticipated tonnage and grades of ore to be mined and processed, ground conditions, the configuration of the mineral deposit, expected recovery rates of minerals from ore, estimated operating costs, and other factors. As a result, actual production, cash operating costs and economic returns could differ significantly from those estimated. It is not unusual for new mining operations to experience problems during the start-up phase, and delays in the commencement of production often can occur.

Mineral exploration is highly speculative in nature. There is no assurance that exploration efforts will be successful. Even when mineralization is discovered, it may take several years until production is possible, during which time the economic feasibility of production may change. Substantial expenditures are required to establish measured, indicated and inferred mineral resources through drilling. Upon completion of a feasibility study, with an accompanying economic analysis, proven and probable mineral reserves may be estimated. Because of these uncertainties, no assurance can be given that exploration programs will result in the expansion of mineral resources or the establishment of mineral reserves. There is no certainty that the expenditures made towards the search and evaluation of mineral deposits will result in discoveries or development of commercial quantities of ore.

Mine development capital cost estimates are vulnerable to market forces, cost escalations and reductions, exchange rate fluctuations and supplier price changes. These factors can affect capital cost estimates.

#### Mineral Resource and Mineral Reserve Estimates May be Inaccurate

There are numerous uncertainties inherent in estimating mineral resources and reserves, including many factors beyond the control of the Company. Such estimates are a subjective process, and the accuracy of any mineral resource or reserve estimate is a function of the quantity and quality of available data and of the assumptions made and judgments used in geological interpretation. These amounts are estimates only and the actual level of recovery of minerals from such deposits may be different. Differences between management's assumptions, including economic assumptions such as mineral prices, market conditions and actual events could have a material adverse effect on the Company's mineral resource and reserve estimates, financial position and results of operations.

#### Uncertainty Relating to Mineral Resources

Mineral resources that are not mineral reserves do not have demonstrated economic viability. Due to the uncertainty that may attach to mineral resources, there is no assurance that mineral resources will be upgraded to mineral reserves.

#### Foreign Operations

At present, the mineral properties of Aguia are located in Brazil. As a result, the operations of the Company are exposed to various levels of political, economic and other risks and uncertainties associated with operating in a foreign jurisdiction. These risks and uncertainties include, but are not limited to, currency exchange rates; price controls; import or export controls; currency remittance; high rates of inflation; labour unrest; renegotiation or nullification of existing permits, applications and contracts; tax disputes; changes in tax policies; restrictions on foreign exchange; changing political conditions; community relations; currency controls; and governmental regulations that may require the awarding of contracts of local contractors or require foreign contractors to employ citizens of, or purchase supplies from, a particular jurisdiction. Changes, if any, in mining or investment policies or shifts in political attitudes in Brazil or other countries in which Aguia may conduct business, may adversely affect the operations of the Company. The Company may become subject to local political unrest or poor community relations that could have a debilitating impact on operations and, at its extreme, could result in damage and injury to personnel and site infrastructure.

Failure to comply with applicable laws and regulations may result in enforcement actions and include corrective measures requiring capital expenditures, installing of additional equipment or remedial actions. Parties engaged in mining operations may be required to compensate those suffering loss or damage by reason of mining activities and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations.

#### Licenses and Permits, Laws and Regulations

The Company's exploration and development activities, including mine, mill and infrastructure facilities, require permits and approvals from various government authorities, and are subject to extensive federal, state and local laws and regulations governing prospecting, development, production, transportation, exports, taxes, labour standards, occupational health and safety, mine safety and other matters. Such laws and regulations are subject to change, can become more stringent and compliance can therefore become more time consuming and costly. In addition, the Company may be required to compensate those suffering loss or damage by reason of its activities. The Company will be required to obtain additional licenses and permits from various governmental authorities to continue and expand its exploration and development activities. There can be no assurance that the Company will be able to

maintain or obtain all necessary licenses, permits and approvals that may be required to explore and develop its properties, commence construction or to operate its mining facilities.

The costs and potential delays associated with obtaining the necessary authorizations and licenses and complying with these authorizations, licenses and applicable laws and regulations could stop or materially delay or restrict the Company from proceeding with the development of the Tres Estradas Project. Any failure to comply with applicable laws, regulations, authorizations or licenses, even if inadvertent, could result in interruption or termination of exploration, development or mining operations or logistics operations, or material fines, penalties or other liabilities which could have a material adverse effect on the Company's business, properties, results of operations, financial condition or prospects. The Company can make no assurance that it will be able to maintain or obtain all of the required mineral licenses and authorizations on a timely basis, if at all. There is no assurance that it will obtain the corresponding mining concessions, or that if they are granted, that the process will not be heavily contested and thus costly and time consuming to the Company. In addition, it may not obtain one or more licenses. Any such failure may have a material adverse effect on the Company's business, results of operations and financial condition.

The Environmental Secretary Office of the State of Rio Grande do Sul is the regulatory authority responsible for evaluating and determining the appropriateness of preliminary licenses. As part of the standard application process the Environmental Secretary Office holds public hearings. There can be no assurances that the Environmental Secretary Office of the State of Rio Grande do Sul will grant a license to the Company.

### Environmental

The Company's activities are subject to extensive federal, state and local laws and regulations governing environmental protection and employee health and safety. Environmental legislation is evolving in a manner that is creating stricter standards, while enforcement, fines and penalties for non-compliance are more stringent. The cost of compliance with changes in governmental regulations has the potential to reduce the profitability of operations. Furthermore, any failure to comply fully with all applicable laws and regulations could have significant adverse effects on the Company, including the suspension or cessation of operations.

The current and future operations of the Company, including development and mining activities, are subject to extensive federal, state and local laws and regulations governing environmental protection, including protection and remediation of the environment and other matters. Activities at the Company's properties may give rise to environmental damage and create liability for the Company for any such damage or any violation of applicable environmental laws. To the extent the Company is subject to environmental liabilities, the payment of such liabilities or the costs that the Company may incur to remedy environmental pollution would reduce otherwise available funds and could have a material adverse effect on the Company. If the Company is unable to fully remedy an environmental problem, it might be required to suspend operations or enter into interim compliance measures pending completion of the required remedy. The potential exposure may be significant and could have a material adverse effect. The Company intends to minimize risks by taking steps to ensure compliance with environmental, health and safety laws and regulations and operating to applicable environmental standards.

Many of the local, state and federal environmental laws and regulations require the Company to obtain licenses for its activities. The Company must update and review its licenses from time to time, and is subject to environmental impact analyses and public review processes prior to approval of new

activities. Aguaia can make no assurance that it will be able to maintain or obtain all of the required environmental and social licenses on a timely basis, if at all.

In addition, it is possible that future changes in applicable laws, regulations and authorizations or changes in enforcement or regulatory interpretation could have a significant impact on the Company's activities. Those risks include, but are not limited to, the risk that regulatory authorities may increase bonding requirements beyond the Company's or its subsidiaries' financial capabilities. Developments elsewhere in the Brazilian mining industry or in relation to Brazilian mining legislation may add to regulatory processes and requirements, including additional scrutiny of all current permitting applications.

#### Liquidity Concerns and Future Financings

The Company will require significant capital and operating expenditures in connection with the development of the Três Estradas Project. There can be no assurance that the Company will be successful in obtaining the required financing as and when needed. Volatile markets may make it difficult or impossible for the Company to obtain debt or equity financing on favorable terms, if at all. Failure to obtain additional financing on a timely basis may cause the Company to postpone or slow down its development plans, forfeit rights in some or all of the Company's properties or reduce or terminate some or all of its activities. In the event that the Company completes an equity financing, such financing could be extremely dilutive to current shareholders who invested in the Company at higher share prices and dilutive as compared to the Company's estimated net asset value per share and mineral resource or reserve ounces per share.

#### Title to Properties

The acquisition of title to resource properties is a very detailed and time-consuming process. The Company holds its interest in its properties indirectly through exploration permits and exploration applications. Title to, and the area of, the permits may be disputed or applications may lapse. There is no guarantee that such title will not be challenged or impaired.

The Company may need to acquire title to additional surface rights and property interests to further exploration and development activities. There can be no assurances that the Company will be able to acquire such additional surface rights. To the extent additional surface rights are available, they may only be acquired at significantly increased prices, potentially adversely affecting financial performance of the Company.

#### Project development costs

The Company plans to continue to develop its Três Estradas Project. There can be no assurance that this project will be fully developed in accordance with the Company's current plans or completed on time or to budget, or at all.

#### Litigation

Aguaia has entered into legal binding agreements with various third parties on a consulting and partnership basis. The rights and obligations that arise from such agreements are open to interpretation and Aguaia may disagree with the position taken by the various other parties resulting in a dispute that could potentially initiate litigation and cause Aguaia to incur legal costs in the future. Given the speculative and unpredictable nature of litigation, the outcome of any future disputes could have a material adverse effect on Aguaia.

### Dependence on Key Personnel

The success of the Company is dependent upon the efforts and abilities of its senior management and board of directors. The loss of any member of the management team or board of directors could have a material adverse effect upon the business and prospects of the Company. In such event, the Company will seek satisfactory replacements but there can be no guarantee that appropriate personnel will be found.

### Conflicts of Interest

Certain of the directors and officers of the Company may serve from time to time as directors, officers, promoters and members of management of other companies involved in mining or natural resource exploration and development and therefore it is possible that a conflict may arise between their duties as a director or officers of the Company and their duties as a director, officer, promoter or member of management of such other companies.

The directors and officers of the Company are aware of the existence of laws governing accountability of directors and officers for corporate opportunity and requiring disclosures by directors of conflicts of interest and the Company will rely upon such laws in respect of any directors' and officers' conflicts of interest or in respect of any breaches of duty by any of its directors or officers. All such conflicts will be disclosed by such directors or officers in accordance with applicable laws and the directors and officers will govern themselves in respect thereof to the best of their ability in accordance with the obligations imposed upon them by law.

### **Disclosure Controls and Procedures**

Management of the Company is responsible for establishing and maintaining disclosure controls and procedures. Management has designed such disclosure controls and procedures, or caused them to be designed under its supervision, to provide reasonable assurance that material information relating to the Company, including its consolidated subsidiaries, is made known to the Chief Executive Officer and the Chief Financial Officer by others within those entities.

The CEO and CFO have evaluated (or caused to be evaluated under their supervision) the effectiveness of the Company's disclosure controls and procedures as of December 31, 2018. Based upon the results of that evaluation, the CEO and CFO have concluded that as of December 31, 2018, the Company's disclosure controls and procedures were effective.

### Internal Control Over Financial Reporting

Agua's management, including the CEO and CFO, is responsible for establishing and maintaining adequate internal control over financial reporting. Under their supervision, the Company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS. The Company's internal control over financial reporting includes policies and procedures that:

- Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions, acquisitions and dispositions of the assets of the Company;
- Provide reasonable assurance regarding the prevention or timely detection of unauthorized acquisition, use or disposition of the Company's assets that could have a material effect on the annual or interim financial statements.

Management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission on Internal Control (COSO - 1992) Framework to design the Company's internal control over financial reporting.

The CEO and CFO have evaluated (or caused to be evaluated under their supervision) the Company's internal control over financial reporting as of December 31, 2018. Based on this assessment, the CEO and CFO have concluded that the Company's internal control over financial reporting was effective as at December 31, 2018.

There has been no change in the Company's internal control over financial reporting during the six months ended December 31, 2018 that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

#### Limitations of Controls and Procedures

The Company's management, including the Chief Executive Officer and Chief Financial Officer, believe that disclosure controls and procedures and internal control over financial reporting, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, they cannot provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been prevented or detected. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by unauthorized override of the controls. The design of any control system also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Accordingly, because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected.

#### **Significant Accounting Policies**

The Company's significant accounting policies can be found in Note 1 of its annual consolidated financial statements for the twelve months ended June 30, 2018.

#### New and Future Accounting Pronouncements

Certain pronouncements were issued by the IASB or the IFRIC that are mandatory for accounting periods on or after July 1, 2018 or later periods. Many are not applicable or do not have a significant impact to the Company and have been excluded.

IFRS 2 – Share-based Payment (“IFRS 2”) was amended by the IASB in June 2016 to clarify the accounting for cash-settled share-based payment transactions that include a performance condition, the classification of share-based payment transactions with net settlement features and the accounting for modifications of share-based payment transactions from cash-settled to equity-settled. The amendments are effective for annual periods beginning on or after January 1, 2018, with earlier application permitted. There was no material impact from the adoption of this standard.

IFRS 9 – Financial Instruments (“IFRS 9”) was issued by the IASB in November 2009 with additions in October 2010 and May 2013 and will replace IAS 39 Financial Instruments: Recognition and Measurement (“IAS 39”). IFRS 9 uses a single approach to determine whether a financial asset is measured at amortized cost or fair value, replacing the multiple rules in IAS 39. The approach in IFRS 9 is based on how an entity manages its financial instruments in the context of its business model and the contractual cash flow characteristics of the financial assets. Most of the requirements in IAS 39 for classification and measurement of financial liabilities were carried forward unchanged to IFRS 9, except that an entity choosing to measure a financial liability at fair value will present the portion of any change in its fair value due to changes in the entity’s own credit risk in other comprehensive income, rather than within profit or loss. The new standard also requires a single impairment method to be used, replacing the multiple impairment methods in IAS 39. IFRS 9 is effective for annual periods beginning on or after January 1, 2018. Earlier adoption is permitted. There was no material impact from the adoption of this standard.

IFRS 16 – Leases (“IFRS 16”) replaces IAS 17, Leases (“IAS 17”). The new model requires the recognition of almost all lease contracts on a lessee’s statement of financial position as a lease liability reflecting future lease payments and a ‘right-of-use asset’ with exceptions for certain short-term leases and leases of low-value assets. In addition, the lease payments are required to be presented on the statement of cash flow within operating and financing activities for the interest and principal portions, respectively. IFRS 16 is effective for annual periods beginning on or after January 1, 2019, with early adoption permitted if IFRS 15, Revenue from Contracts with Customers, is also applied. The Company is still evaluating the impact of the adoption of IFRS 16.

#### Critical Accounting Estimates

The preparation of the Company’s Financial Statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the Financial Statements and reported amounts of revenues and expenses during the reported period. Such estimates and assumptions affect the carrying value of assets, impact decisions as to when exploration and development costs should be capitalized or expensed, and impact estimates for asset retirement obligations and reclamation costs. Other significant estimates made by the Company include factors affecting valuations of stock-based compensation and the valuation of income tax accounts. The Company regularly reviews its estimates and assumptions, however, actual results could differ from these estimates and these differences could be material.