



14 October 2015

Dear Shareholder

Annual General Meeting

On behalf of the Board, I am pleased to invite you to attend the Annual General Meeting of Aguia Resources Limited. This will be held at 11.00am (AEDT) on Wednesday 25 November 2015 at:

The Auditorium
History House
133 Macquarie Street
Sydney NSW 2000

Enclosed are the following documents:

- Notice of Meeting and Explanatory Statement;
- Proxy Form for the Annual General Meeting; and
- Annual Report for the year ended 30 June 2015, for those Shareholders who have requested a printed copy.

If you are unable to attend the Meeting, I encourage you to appoint a proxy, by following the instructions on page 3 of the Notice of Meeting. You may also provide questions or comments in advance of the Meeting, by contacting the Company Secretary, using the details set out on page 35 of the Notice.

Important notice – 2015 Annual Report

Shareholders are reminded that the Annual Report is only mailed to those Shareholders who have elected to receive it in hard copy. The 2015 Annual Report can be viewed on the Company's website at <http://www.aguiaresources.com.au/>

We look forward to seeing you at the Annual General Meeting.

Yours faithfully

Justin Reid
Managing Director and Chairman

AGUIA RESOURCES LIMITED

ABN 94 128 256 888

NOTICE OF ANNUAL GENERAL MEETING

TIME: 11.00am (AEDT)

DATE: Wednesday, 25 November 2015

PLACE: The Auditorium
History House
133 Macquarie Street
Sydney NSW 2000

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary, using the contact details on page 35.



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YOUR VOTE IS IMPORTANT

The business of the Annual General Meeting affects your shareholding and your vote is important.

VOTING IN PERSON

To vote in person, attend the Annual General Meeting on the date and at the place set out on page 5.

APPOINTING A PROXY

A Shareholder who is entitled to attend and vote at the Meeting may appoint a proxy to attend and vote at the Meeting on their behalf. A proxy does not need to be a Shareholder of Aguia.

If a Shareholder is entitled to cast two or more votes at the Meeting, the Shareholder may appoint two proxies and may specify the percentage or number of votes each proxy can exercise. If the proxy form does not specify the percentage or number of the Shareholder's votes that each proxy may exercise, each proxy may exercise half of the Shareholder's votes on a poll. Fractions will be disregarded.

To appoint a proxy online, go to www.linkmarketservices.com.au and click the 'Investor & Employee Login' button. You will need your HIN (holder identification number) or SRN (shareholder reference number) to log in.

Alternatively, you can appoint a proxy by completing and signing the enclosed proxy form and sending the form to:

- (a) by post to Link Market Services Locked Bag A14, Sydney South NSW 1235; or
- (b) by fax to Link Market Services at (+61 2) 9287 0309.

The deadline for receipt of proxy appointments is 11.00am (AEDT) on 23 November 2015.

Proxy appointments received later than this time will be invalid.

POWER OF ATTORNEY

If the proxy form is signed under a power of attorney on behalf of a Shareholder, then the attorney must make sure that either the original power of attorney or a certified copy is sent with the proxy form, unless the power of attorney has already been provided to the Share Registry.

CORPORATE REPRESENTATIVES

If a representative of a corporate Shareholder or a corporate proxy will be attending the Meeting, the representative should bring to the Meeting adequate evidence of their appointment, unless this has previously been provided to the Share Registry.

An appointment of corporate representative form may be obtained from Link Market Services by calling (+61) 1300 554 474 or online at <http://www.linkmarketservices.com.au/corporate/InvestorServices/Forms.html>.

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting (**AGM**) of Shareholders of Aguiá Resources Limited will be held at the Auditorium, History House, 133 Macquarie Street, Sydney, NSW, 2000, at 11.00am (AEDT) on Wednesday, 25 November 2015. Registration will open at 10.30am (AEDT).

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the AGM. Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

The Directors have determined under Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders of the Company at 7.00pm (AEDT) on 23 November 2015.

AGENDA

ADOPTION OF ANNUAL REPORT

To receive and consider the Annual Financial Report, the Directors' Report and the Auditor's Report for the year ended 30 June 2015.

Shareholders will be asked to consider, and if thought fit, to pass, with or without amendment, the Resolutions below, which will be proposed as Ordinary Resolutions:

1. **RESOLUTION 1 – RE-ELECTION OF DIRECTOR – MR DAVID GOWER**
"That Mr David Gower be re-elected as a Director of the Company."
2. **RESOLUTION 2 – RE-ELECTION OF DIRECTOR – DR FERNANDO TALLARICO**
"That Dr Fernando Tallarico be re-elected as a Director of the Company."
3. **RESOLUTION 3 – ADOPTION OF THE REMUNERATION REPORT**
"To adopt the Aguiá Remuneration Report for the year ended 30 June 2015."
4. **RESOLUTION 4 – RATIFICATION OF PRIOR ISSUE OF SHARES**
"That for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Shareholders ratify and approve the issue of 24,891,078 Shares for the purposes and on the terms and conditions set out in the Explanatory Statement accompanying the Notice."
5. **RESOLUTION 5 – RATIFICATION OF PRIOR ISSUE OF SHARES**
"That for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Shareholders ratify and approve the issue of 31,009,486 Shares for the purposes and on the terms and conditions set out in the Explanatory Statement accompanying the Notice."
6. **RESOLUTION 6 – RATIFICATION OF PRIOR ISSUE OF OPTIONS**
"That for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Shareholders ratify and approve the issue of 2,800,000 options for the purposes and on the terms and conditions set out in the Explanatory Statement accompanying the Notice."
7. **RESOLUTION 7 – GRANT OF OPTIONS TO MR JUSTIN REID**
"That for the purposes of Chapter 2E of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to grant 1,500,000

options to Mr Justin Reid or his nominee, with the terms and conditions as set out in the Explanatory Memorandum accompanying the Notice."

8. RESOLUTION 8 – GRANT OF OPTIONS TO MR DAVID GOWER

"That for the purposes of Chapter 2E of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to grant 350,000 options to Mr David Gower or his nominee, with the terms and conditions as set out in the Explanatory Memorandum accompanying the Notice."

9. RESOLUTION 9 – GRANT OF OPTIONS TO DR FERNANDO TALLARICO

"That for the purposes of Chapter 2E of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to grant 500,000 options to Mr Fernando Tallarico or his nominee, with the terms and conditions as set out in the Explanatory Memorandum accompanying the Notice."

10. RESOLUTION 10 – GRANT OF OPTIONS TO MR ALEC PISMIRIS

"That for the purposes of Chapter 2E of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to grant 350,000 options to Mr Alec Pismiris or his nominee, with the terms and conditions as set out in the Explanatory Memorandum accompanying the Notice."

11. RESOLUTION 11 – GRANT OF OPTIONS TO MR BRIAN MOLLER

"That for the purposes of Chapter 2E of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to grant 350,000 options to Mr Brian Moller or his nominee, with the terms and conditions as set out in the Explanatory Memorandum accompanying the Notice."

12. RESOLUTION 12 – GRANT OF OPTIONS TO HFX CONSULTARIA EMPRESARIAL LTDA ("HFX")

"That for the purposes of Chapter 2E of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to grant 300,000 options to HFX or their nominee, with the terms and conditions as set out in the Explanatory Memorandum accompanying the Notice."

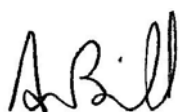
Shareholders will be asked to consider, and if thought fit, to pass the Resolution below, which will be proposed as a Special Resolution:

13. RESOLUTION 13 – APPROVAL OF 10% CAPACITY TO ISSUE EQUITY SECURITIES

"That for the purposes of ASX Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of equity securities up to 10% of the issued capital in the Company (at the time of the issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions in the Explanatory Statement."

DATED: 14 October 2015

BY ORDER OF THE BOARD



**AGUIA RESOURCES LIMITED
ANDREW BURSILL
COMPANY SECRETARY**

Voting Exclusion Statement

For the definitions of Key Management Personnel (**KMP**) and Closely Related Parties, please refer to the Glossary on page 35.

The Corporations Act restricts members of the KMP of the Company and their Closely Related Parties from voting in relation to remuneration related Resolutions (such as Resolution 3).

In addition, separate voting restrictions apply in respect of Resolutions 4, 5, 6, 7, 8, 9, 10, 11, 12 and 13 under the ASX Listing Rules.

What this means for Shareholders: If you intend to appoint a member of the KMP (other than the Chairman of the Meeting) as your proxy, please ensure that you direct them how to vote on Resolution 3. If you do not do so, your proxy will not be able to vote on your behalf on Resolution 3.

If you intend to appoint the Chairman of the Meeting as your proxy, you are encouraged to direct him how to vote by marking a box for Resolution 3 (for example if you wish to vote for, or against, or to abstain from voting). If you appoint the Chairman as your proxy without directing him how to vote, the proxy form authorises him to vote as he decides on Resolution 3 (even though that Resolution is connected with the remuneration of KMP). The Chairman of the Meeting intends to vote in favour of all Resolutions (where permissible).

The Company will disregard votes cast on Resolutions 3, 4, 5, 6, 7, 8, 9, 10, 11, 12 and 13 by the persons detailed in the table below.

Resolution	Voting exclusions
Resolution 3 – Adoption of Remuneration Report	<p>A vote must not be cast in any capacity by:</p> <ul style="list-style-type: none">- a current or former member of the KMP whose remuneration details are included in the remuneration report for the year ended 30 June 2015, and- any Closely Related Parties of such member of the KMP. <p>In addition, no votes may be cast as a proxy by any other person who has become a member of the KMP by the time of the AGM, or their Closely Related Parties.</p> <p>However, the Company need not disregard a vote cast as proxy for a person who is entitled to vote on Resolution 3 if:</p> <ul style="list-style-type: none">- the vote is cast in accordance with the directions on the proxy form, specifying how the proxy is to vote on the Resolution; or- the vote is cast by the Chairman of the Meeting and the proxy form authorises him to vote as he decides on the Resolution (even though it is connected with the remuneration of members of the KMP, including the Chairman).
Resolution 4 – Ratification of Prior Issue of Shares	<p>A vote must not be cast by:</p> <ul style="list-style-type: none">- the persons listed in Section 4, part (d) of the Explanatory Statement who participated in the issue; and- any associates of those persons. <p>However, the Company need not disregard a vote cast as proxy for a person who is entitled to vote on Resolution 4 if:</p> <ul style="list-style-type: none">- the vote is cast in accordance with the directions on the proxy form, specifying how the proxy is to vote on the Resolution; or- the vote is cast by the Chairman of the Meeting, in accordance with

	a direction on the proxy form, to vote as the proxy decides.
Resolution 5 – Ratification of Prior Issue of Shares	<p>A vote must not be cast by:</p> <ul style="list-style-type: none"> - the persons listed in Section 4, part (iv) of the Explanatory Statement who participated in the issue; and - any associates of those persons. <p>However, the Company need not disregard a vote cast as proxy for a person who is entitled to vote on Resolution 5 if:</p> <ul style="list-style-type: none"> - the vote is cast in accordance with the directions on the proxy form, specifying how the proxy is to vote on the Resolution; or - the vote is cast by the Chairman of the Meeting, in accordance with a direction on the proxy form, to vote as the proxy decides.
Resolution 6 – Ratification of Prior Issue of Options	<p>A vote must not be cast by:</p> <ul style="list-style-type: none"> - the persons listed in Section 5, part d of the Explanatory Statement who participated in the issue; and - any associates of those persons. <p>However, the Company need not disregard a vote cast as proxy for a person who is entitled to vote on Resolution 6 if:</p> <ul style="list-style-type: none"> - the vote is cast in accordance with the directions on the proxy form, specifying how the proxy is to vote on the Resolution; or - the vote is cast by the Chairman of the Meeting, in accordance with a direction on the proxy form, to vote as the proxy decides.
Resolution 7 – Grant of Options to Mr Justin Reid	<p>A vote must not be cast by:</p> <ul style="list-style-type: none"> - Justin Reid, who participated in the issue; and - any associates of Justin Reid. <p>However, the Company need not disregard a vote cast as proxy for a person who is entitled to vote on Resolution 7 if:</p> <ul style="list-style-type: none"> - the vote is cast in accordance with the directions on the proxy form, specifying how the proxy is to vote on the Resolution; or - the vote is cast by the Chairman of the Meeting, in accordance with a direction on the proxy form, to vote as the proxy decides.
Resolution 8 – Grant of Options to Mr David Gower	<p>A vote must not be cast by:</p> <ul style="list-style-type: none"> - David Gower, who participated in the issue; and - any associates of David Gower. <p>However, the Company need not disregard a vote cast as proxy for a person who is entitled to vote on Resolution 8 if:</p> <ul style="list-style-type: none"> - the vote is cast in accordance with the directions on the proxy form, specifying how the proxy is to vote on the Resolution; or - the vote is cast by the Chairman of the Meeting, in accordance with a direction on the proxy form, to vote as the proxy decides.
Resolution 9 – Grant of Options to Dr Fernando Tallarico	<p>A vote must not be cast by:</p> <ul style="list-style-type: none"> - Fernando Tallarico, who participated in the issue; and - any associates of Fernando Tallarico. <p>However, the Company need not disregard a vote cast as proxy for a person who is entitled to vote on Resolution 9 if:</p> <ul style="list-style-type: none"> - the vote is cast in accordance with the directions on the proxy form, specifying how the proxy is to vote on the Resolution; or - the vote is cast by the Chairman of the Meeting, in accordance with a direction on the proxy form, to vote as the proxy decides.
Resolution 10 –	A vote must not be cast by:

<p>Grant of Options to Mr Alec Pismiris</p>	<ul style="list-style-type: none"> - Alec Pismiris, who participated in the issue; and - any associates of Alec Pismiris. <p>However, the Company need not disregard a vote cast as proxy for a person who is entitled to vote on Resolution 10 if:</p> <ul style="list-style-type: none"> - the vote is cast in accordance with the directions on the proxy form, specifying how the proxy is to vote on the Resolution; or - the vote is cast by the Chairman of the Meeting, in accordance with a direction on the proxy form, to vote as the proxy decides.
<p>Resolution 11 – Grant of Options to Mr Brian Moller</p>	<p>A vote must not be cast by:</p> <ul style="list-style-type: none"> - Brian Moller, who participated in the issue; and - any associates of Brian Moller. <p>However, the Company need not disregard a vote cast as proxy for a person who is entitled to vote on Resolution 11 if:</p> <ul style="list-style-type: none"> - the vote is cast in accordance with the directions on the proxy form, specifying how the proxy is to vote on the Resolution; or - the vote is cast by the Chairman of the Meeting, in accordance with a direction on the proxy form, to vote as the proxy decides.
<p>Resolution 12 – Grant of Options to HFX</p>	<p>A vote must not be cast by:</p> <ul style="list-style-type: none"> - HFX, who participated in the issue; and - any associates of HFX. <p>However, the Company need not disregard a vote cast as proxy for a person who is entitled to vote on Resolution 12 if:</p> <ul style="list-style-type: none"> - the vote is cast in accordance with the directions on the proxy form, specifying how the proxy is to vote on the Resolution; or <p>the vote is cast by the Chairman of the Meeting, in accordance with a direction on the proxy form, to vote as the proxy decides.</p>
<p>Resolution 13 – Approval of 10% Capacity to Issue Equity Securities</p>	<p>A vote must not be cast by:</p> <ul style="list-style-type: none"> - persons who may participate in the proposed issue of the securities, and any persons who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary shares, if the resolution is passed; and - any associates of those persons. <p>However, the Company need not disregard a vote cast as proxy for a person who is entitled to vote on Resolution 13 if:</p> <ul style="list-style-type: none"> - the vote is cast in accordance with the directions on the proxy form, specifying how the proxy is to vote on the Resolution; or - the vote is cast by the Chairman of the Meeting, in accordance with a direction on the proxy form, to vote as the proxy decides.

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of the Shareholders of the Company in connection with the business to be conducted at the Annual General Meeting to be held on 25 November 2015 at 11.00am (AEDT).

This purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

1. ANNUAL REPORT

The business of the Meeting will include receipt and consideration of the Company's Annual Financial Report, the Directors' Report and the Auditor's Report for the year ended 30 June 2015, which are included in Aguia's Annual Report.

In accordance with the Corporations Act 2001, Shareholders will be given a reasonable opportunity at the Annual General Meeting to ask questions and make comments on the Annual Report, and on the management of Aguia.

The Company's auditor will be present at the Meeting. During the discussion of this item, the auditor will be available to answer questions on:

- the conduct of the audit;
- the preparation and content of the Auditor's Report;
- the accounting policies adopted by the Company in relation to the preparation of the Financial Statements; and
- the independence of the auditor in relation to the conduct of the audit.

Written questions for the auditor

If you would like to submit a written question about the content of the Auditor's Report or the conduct of the audit of the Annual Financial Report to the Company's auditor, please send your question to the Company Secretary. A list of qualifying questions will be made available at the Meeting.

Please note that all written questions must be received at least five business days before the Meeting, that is by 18 November 2015.

2. RE-ELECTION OF DIRECTORS

Clause 6.3(a) of the Constitution and ASX Listing Rule 14.4 provide that the Managing Director is exempt from standing for re-election. In accordance with these provisions the Company's Managing Director and Chairman, Mr Justin Reid, is not seeking re-election.

Clause 6.3(b) of the Constitution requires that a Director must retire at the third annual general meeting following their appointment or last re-election by Shareholders. Clause 6.3(c) provides that if the Company has three or more Directors, one third of the Directors (rounded down to the nearest whole number) must retire at each annual general meeting. Directors who retire under clauses 6.3(b) or 6.3(c) are eligible for re-election.

RESOLUTION 1 – MR DAVID GOWER

Mr Gower retires as a Director and now seeks re-election in accordance with clause 6.3(j) of the Constitution.

Brief Curriculum Vitae of Mr David Gower

Independent Non-Executive Director

Experience and expertise

Mr Gower joined the Board of Aguia on 30 November 2012.

Mr Gower has over 25 years' experience in the minerals industry including senior positions with Falconbridge Limited and Noranda Inc (now Xstrata). He was previously a senior executive of several Forbes & Manhattan group companies. Mr Gower has a strong record of exploration and project development in Brazil including the Araguaia nickel deposits, Autazes potash discoveries, acquisition of the Irati Energia oil shales and presently the President of Brazil Potash Corp. He is a member of the Association of Professional Geoscientists of Ontario and of the Canadian Institute of Mining.

Current directorships of other listed companies

Emerita Resources Corp (TSX), Alamos Gold Inc (TSX/NYSE), Apogee Silver Ltd (TSX)

Former directorships of other listed companies in the last three years

Forbes and Manhatta Coal Corp (TSX), Kibaran Resources Limited, Coastal Gold Corp (TSX) (formerly Castillian Resources)

Additional corporate governance disclosures

The Board considers that Mr Gower is an independent Director.

Special responsibilities

Member of the Audit and Risk Management Committee.

Board recommendation: *The Directors (with Mr Gower abstaining) unanimously recommend the re-election of Mr Gower.*

RESOLUTION 2 – DR FERNANDO TALLARICO

Dr Tallarico retires as a Director and now seeks re-election in accordance with clause 6.3(j) of the Constitution.

Brief Curriculum Vitae of Dr Fernando Tallarico

Executive Director

Experience and expertise

Dr Tallarico joined the Board of Aguia on 23 June 2010.

Dr Tallarico brings over 20 years' experience in exploration to the team and has played an integral part in acquiring the phosphate projects. He has previously held senior roles with BHP and Noranda/Falconbridge, and was with CVRD for over 9 years working throughout South America. Most recently as exploration director of Falcon Metais was focused on the exploration of fertiliser raw materials. Dr Tallarico leads the exploration team for the Company that discovered the Tres Estradas phosphate deposit. Dr Tallarico is a practising member of the Association of Professional Geoscientists of Ontario (APGO), and is entitled to practice and use the title of P.Geo.

Current directorships of other listed companies

None

Former directorships of other listed companies in the last three years

None

Additional corporate governance disclosures

As Dr Tallarico is an Executive Director, he is not considered to be Independent.

Special responsibilities

None

Board recommendation: The Directors (with Dr Tallarico abstaining) unanimously recommend the re-election of Dr Tallarico.

3. RESOLUTION 3 – ADOPTION OF REMUNERATION REPORT

The Remuneration Report is set out in the Annual Report. The Remuneration Report details the Company's remuneration arrangements for the Directors and senior management of the Company.

S250R(2) of the Corporations Act requires that a resolution to adopt the Remuneration Report be put to the vote of the Company. Shareholders should note that the vote on Resolution 3 is advisory only and not binding on the Company or its Directors.

However, under the Corporations Act, if at least 25% of the votes cast on Resolution 3 are against the adoption of the Remuneration Report then:

- if comments are made on the Remuneration Report at the Meeting, Aguiá's 2015 Remuneration Report will be required to include an explanation of the Board's proposed action response or, if no action is proposed, the Board's reasons for this; and
- if, at next year's AGM, at least 25% of the votes cast on the resolution for adoption of the 2016 Remuneration Report are against it, Aguiá will be required to put to Shareholders a resolution proposing that an Extraordinary General Meeting (**EGM**) be called to consider the election of Directors (**Spill Resolution**). If the Spill Resolution is passed (i.e. more than 50% of the votes cast are in favour of it), all of the Directors (other than the Managing Director) will cease to hold office at the subsequent EGM, unless re-elected at that Meeting.

Last year, a resolution was passed to adopt the 2014 Remuneration Report, with in excess of 75% of votes cast in favour of the resolution on a show of hands (noting that in excess of 75% of proxies lodged were also in favour of the resolution).

In accordance with the Corporations Act, Shareholders will be given a reasonable opportunity at the Annual General Meeting to ask questions and make comments on the Remuneration Report.

Board recommendation: The Remuneration Report forms part of the Directors' Report, which was approved in accordance with a unanimous resolution of the Board. Each Non-Executive Director recommends that Shareholders vote in favour of adopting the Remuneration Report.

4. RESOLUTION 4 AND 5 - RATIFICATION OF PRIOR ISSUES OF SECURITIES

Background

On 8 September 2015 the Company announced that, following the successful completion of a Private Placement, 55,900,564 ordinary shares were issued to sophisticated and professional investors at \$0.17 per Share (Placement Shares), raising \$9,503,095.88 in new capital for the Company.

Shareholder approval is being sought to ratify the 55,900,564 Placement Shares that were issued on 8 September 2015, of which 24,891,078 shares were issued under ASX Listing Rule 7.1 (**Resolution 4 Placement Shares**) and 31,009,486 shares were issued under ASX Listing Rule 7.1A (**Resolution 5 Placement Shares**).

RESOLUTION 4 – RATIFICATION OF PRIOR ISSUE OF SHARES

ASX Listing Rule 7.1

ASX Listing Rule 7.1 restricts listed companies in relation to the number of equity securities that they can issue or agree to issue without shareholder approval. Generally, a listed company cannot, in any 12 month period, issue a number of equity securities which is more than 15% of their fully paid ordinary shares on issue without shareholder approval (**15% limit**), unless an exception applies. The Company has not exceeded this 15% limit.

ASX Listing Rule 7.4

ASX Listing Rule 7.4 provides that where holders of ordinary securities approve a previous issue of securities made without approval under ASX Listing Rule 7.1, and provided that the previous issue of securities did not breach ASX Listing Rule 7.1, those securities shall be deemed to have been issued with Shareholder approval for the purpose of ASX Listing Rule 7.1.

Shareholder approval is now sought for the issues of securities set out below, pursuant to ASX Listing Rule 7.4, to partially reinstate the Company's capacity to issue up to 15% of its ordinary issued capital under ASX Listing Rule 7.1 and an additional 10% of its ordinary issued capital under ASX Listing Rule 7.1A, if required, over a 12 month period without seeking further Shareholder approval.

Resolution 4

ASX Listing Rule 7.5

ASX Listing Rule 7.5 requires the following information to be provided to Shareholders in relation to the Resolution 4 Placement Shares:

- (a) the number of securities issued was 24,891,078 ordinary shares.
- (b) the ordinary shares were issued at \$0.17 per share.
- (c) the shares are fully paid ordinary shares and will rank equally in all respects with the Company's existing ordinary shares on issue.
- (d) the ordinary shares were issued to the persons set out in the table below:

Issue Date	Name of Holder	Number of Shares
8/09/2015	Gregorach Pty Ltd.	2,279
8/09/2015	R.D.F Nominees Pty Ltd ATF BRDS Nominees Trust	1,470,588
8/09/2015	A.S Walker Superannuation Pty Ltd ATF A.S. Walker Superannuation Fund	294,117
8/09/2015	Lien Pty LTD	1,177,000
8/09/2015	Romray Pty Ltd Trustee For A.B.C. Superannuation Fund	588,235
8/09/2015	Nicholas James Redpath	1,176,471
8/09/2015	April Rose Pty Ltd ATF Bloom Super Fund	882,352
8/09/2015	Barry Roy Porter & Jennifer Elizabeth Porter	882,352
8/09/2015	Magnus (Aust) P/L ATF Magnus Discretionary Trust	89,000
8/09/2015	Carpadeum Pty Ltd ATF Carpadeum Superannuation Fund	89,000
8/09/2015	Waitoa Peaks Pty Ltd ATF MK & RA Chatfield Family Trust	300,000
8/09/2015	Puligny-Montrachet Pty Ltd Olivers Super Fund A/C	294,117
8/09/2015	Stevenson Paget Pty Ltd ATF Foster Family Trust	294,117
8/09/2015	Mr PG & Mrd SJ Sinclair <Sinclair Super Fund A/C>	294,117
8/09/2015	Diversified Superannuation Holdings Pty Ltd <Henderson Super Fund A/C>	294,117
8/09/2015	Benooka Pty Ltd <Sumo Superfund A/C>	117,647
8/09/2015	Mr Nicholas Donlon & Mrs Maureen Donlon <NJ Donlon Superfund A/C>	117,647
8/09/2015	Delomill Pty Ltd <Wilcox Super Fund A/C>	117,647
8/09/2015	Iscal Pty Ltd <Vinelferd Super Fund A/C>	117,647
8/09/2015	Lipscombe Super Pty Ltd <TL Super Fund A/C>	294,117
8/09/2015	Scijar Nominees Pty Ltd ATF Rusiti Super Fund	176,470
8/09/2015	Manica Super Pty Ltd <Smokey Super Fund A/C>	588,235
8/09/2015	Natalie Peta Ward & David John Allan Begg ATF Natalie Ward & David Begg Super Fund	117,647
8/09/2015	DMDCBP Pty Ltd <DMDCBP Super Fund A/C>	588,235
8/09/2015	Diamed Super Pty Ltd <Diamed Super Fund A/C>	588,235
8/09/2015	Dalesford Holdings Pty Ltd <D&M Super Fund A/C>	117,647
8/09/2015	Granjac Pty Ltd <Jag Superannuation Fund A/C>	588,235
8/09/2015	Fuzznclay Pty Ltd <Fuzz and Clay Super Fund>	235,294
8/09/2015	Christopher Bayliss & Lynda Bayliss ATF Bayliss Superfundation Fund	588,235
8/09/2015	Casablanca Lilly Pty Ltd <Casablanca Lilly S/F A/C>	147,058
8/09/2015	Binburra Investment Pty Ltd <Creer Super Fund A/C>	294,117
8/09/2015	Batieia Pty Ltd <Batieia Super Fund A/C>	441,176
8/09/2015	Sprite Investments Pty Ltd <Margret Doyle Super Fund>	588,235
8/09/2015	MFTC Pty Ltd McGregor Super Fund	176,470
8/09/2015	Xin Smith	294,117
8/09/2015	Robert Clancy & Christine Clancy ATF Clancy Superannuation Fund	29,411
8/09/2015	Jan Per-Hole	294,117
8/09/2015	Allsop Family Pty Ltd.	115,000
8/09/2015	David Shearwood	60,000
8/09/2015	Jennifer Arnold Pty Limited ATF the Arnold Superannuation Fund	588,235
8/09/2015	Program Images Pty Ltd ATF the Carland Superannuation Fund	294,117
8/09/2015	Dr. H Hrones & Dr J Ferguson <Ferguson & Hrones PL SF A/C>	294,117

8/09/2015	Purflem Super Pty Ltd <Flemming Promotions S/F A/C>	441,176
8/09/2015	Ian Purchas	147,058
8/09/2015	Allambie Pty Ltd. <McConnell Super Fund A/C>	176,470
8/09/2015	Mr M McConnell	58,823
8/09/2015	Deux Avocats Pty Ltd ATF St. Francis Property Trust No 1	117,647
8/09/2015	Linor Pty Ltd. <P E Giblin P/L SBF A/C	1,176,470
8/09/2015	Investment Strategy (Aust) Pty Limited <Rowlands Super Fund A/C>	58,823
8/09/2015	Betstarks Pty Ltd <Starkey Family S/F A/C>	352,941
8/09/2015	Vast Holdings (NSU) Pty Lt <Tasha Super Fund A/C>	588,235
8/09/2015	White Ella Pty Ltd <White Ella Super Fund A/C>	294,117
8/09/2015	JS Holden Investments Pty Ltd <Holden Family Super Fund A/C>	588,235
8/09/2015	Balfar Pty Ltd <AE Farnsworth Prac S/F A/C>	1,176,470
8/09/2015	Nic Nic Super Pty Ltd. <Nic Nic Super Fund A/C>	235,294
8/09/2015	Jannah Enterprises Ptd Ltd. <Jannah Enterprises PL SF A/C>	235,294
8/09/2015	Stephanie Butler	147,058
8/09/2015	Jenifer Brown	117,647
8/09/2015	Baba Holdings (Vic) Pty Ltd. The Meirelles F/T	147,058
8/09/2015	Roussel Corp Pty Ltd ATF Roussel Trading No 1 Super Fund	1,176,470
8/09/2015	Jacques Roussel & Marianne Roussel	1,176,470
8/09/2015	Laurence Eisentrager	235,294
8/09/2015	Gyton SF Pty Ltd.	147,058
	Total	24,891,078

(e) the funds will be used to: commence environmental baseline studies and a Bankable Feasibility Study (“BFS”) at the flagship Tres Estradas Project in Rio Grande do Sul, Brazil; to fund the infill drilling program and aggressive drill programs; lease maintenance and general working capital purposes.

(f) a voting exclusion applies to this item of business, as set out in the Notice.

Board recommendation: *The Directors unanimously recommend that Shareholders vote in favour of ratifying the above issue of equity securities. This will enable the Company to retain the flexibility to issue further equity securities representing up to 15% of the Company's share capital under ASX Listing Rule 7.1 during a 12 month period without seeking further Shareholder approval.*

RESOLUTION 5 - RATIFICATION OF PRIOR ISSUE OF SHARES

ASX Listing Rule 7.1A

ASX Listing Rule 7.1A enables eligible entities to issue equity securities up to 10% of their issued capital through placements over a 12 month period after an annual general meeting. This 10% placement capacity (**10% limit**) is in addition to the Company's 15% limit under ASX Listing Rule 7.1.

An eligible entity for the purposes of ASX Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company is an eligible entity.

ASX Listing Rule 7.5

ASX Listing Rule 7.5 requires the following information to be provided to Shareholders in relation to the Resolution 5 Placement Shares:

- i. The number of securities issued was 31,009,486 ordinary shares.
- ii. The ordinary shares were issued at \$0.17 per share.
- iii. The ordinary shares are fully paid ordinary shares and will rank equally in all respects with the Company's existing ordinary shares on issue.
- iv. the ordinary shares were issued to the persons set out in the table below:

Issue Date	Name of Holder	Number of shares
8/09/2015	Gregorach Pty Ltd.	497,721
8/09/2015	M&G Investments - Vanguard Precious Metals & Mining Fund	23,529,412
8/09/2015	Smith & Williamson Global Gold and Resources Fund	1,850,153
8/09/2015	AGF Precious Metals Fund	4,032,200
8/09/2015	Sulliden Mining Capital Inc.	617,647
8/09/2015	Jimbzal Pty Ltd.	117,647
8/09/2015	Ben William Jarvis	100,000
8/09/2015	Jonathan Irwin	264,706
	Total	31,009,486

- v. the funds will be used to: commence environmental baseline studies and a Bankable Feasibility Study ("BFS") at the flagship Tres Estradas Project in Rio Grande do Sul, Brazil; to fund the infill drilling program and aggressive drill programs; lease maintenance and general working capital purposes.
- vi. a voting exclusion applies to this item of business, as set out in the Notice.

Board recommendation: *The Directors (with Justin Reid abstaining as he is also a Director of Sulliden Mining Capital Inc) unanimously recommend that Shareholders vote in favour of ratifying the above issue of equity securities. This will enable the Company to retain the flexibility to issue further equity securities representing an additional 10% of the Company's share capital under ASX Listing Rule 7.1A during a 12 month period without seeking further Shareholder approval.*

5. RESOLUTION 6 – RATIFICATION OF PRIOR ISSUE OF OPTIONS

Background

Shareholder approval is being sought to ratify the 2,800,000 options that were issued on 30 September 2015, under ASX Listing Rule 7.1. The options have an expiry date 3 years from their date of issue (30 September 2018), with the exercise price at \$0.26 which represented 140% of the five day VWAP ending on the ASX business day immediately before the date of issue of the Options (**Options**).

ASX Listing Rule 7.1

ASX Listing Rule 7.1 restricts listed companies in relation to the number of equity securities that they can issue or agree to issue without shareholder approval. Generally, a listed company cannot, in any 12 month period, issue a number of equity securities which is more than 15% of their fully paid ordinary shares on issue without shareholder approval (**15% limit**), unless an exception applies. The Company has not exceeded this 15% limit.

ASX Listing Rule 7.4

ASX Listing Rule 7.4 provides that where holders of ordinary securities approve a previous issue of securities made without approval under ASX Listing Rule 7.1, and provided that the previous issue of securities did not breach ASX Listing Rule 7.1, those securities shall be deemed to have been issued with Shareholder approval for the purpose of ASX Listing Rule 7.1.

Shareholder approval is now sought for the issues of securities set out below, pursuant to ASX Listing Rule 7.4, to partially reinstate the Company's capacity to issue up to 15% of its ordinary issued capital under ASX Listing Rule 7.1

ASX Listing Rule 7.5

ASX Listing Rule 7.5 requires the following information to be provided to Shareholders in relation to the Options:

- (a) the number of securities issued was 2,800,000 options.
- (b) the Options were issued at \$0.26 per share.
- (c) the Options have an expiry date of 30 September 2018 and rank equally in all respects with the Company's existing options on issue.
- (d) the Options were issued to the persons listed in the table below:

Issue Date	Name of Holder	Number of options
30/09/2015	Catherine Stretch	400,000
30/09/2015	The Brazilian technical and administrative team	300,000
30/09/2015	Andrew Bursill	300,000
30/09/2015	Ben Jarvis	300,000
30/09/2015	Jan Hole	300,000
30/09/2015	David Argyle	300,000
30/09/2015	Helio Diniz	300,000
30/09/2015	Jeff Crane	300,000
30/09/2015	Jason Imola	300,000
	Total	2,800,000

- (e) No funds were raised. The issue of options represented recognition for assistance in the Company's recent success.
- (f) Other material terms and conditions of the Options are set out at Annexure 1.
- (g) a voting exclusion applies to this item of business, as set out in the Notice.

Board recommendation: *The Directors) unanimously recommend that Shareholders vote in favour of ratifying the above issue of options. This will enable the Company*

to retain the flexibility to issue further equity securities representing an additional 15% of the Company's share capital under ASX Listing Rule 7.1 during a 12 month period without seeking further Shareholder approval.

6. RESOLUTION 7 -12 – GRANT OF OPTIONS

It is proposed that a total grant of 3,350,000 options is made to the Board of directors and related party, HFX. The options will have an expiry date 3 years from their date of issue, with the exercise price at 140% of the five day VWAP ending on the ASX business day immediately before the date of issue (**Options**).

ASX Listing Rule 10.11 states that an entity must not issue or agree to issue equity securities to any of the following persons without first receiving Shareholder approval:

- (a) A related party; or
- (b) A person whose relationship with the entity or a related party is, in the ASX's opinion, such that approval should be obtained.

A 'related party' for the purposes of the Corporations Act includes:

- (a) A director of a public company; and
- (b) An entity controlled by a director of a public company.

Accordingly the Company directors and HFX (as Mr David Gower is a related party of HFX) are "related parties" to the Company.

Shareholder approval is sought for the grant of 3,350,000 Options to the Company directors and HFX, or their nominees. These Options are proposed to be issued as additional compensation for assistance with the Company's recent success.

The directors each have a material personal interest in the outcome of their relevant Resolution as it is proposed that Options be granted to them (or his nominee).

For the purposes of ASX Listing Rule 10.13, the following information is provided to Shareholders:

- (a) The Options will be issued to the board of directors, named below and HFX, or their nominees;
- (b) The maximum number of Options that will be issued to each individual is detailed below;

Resolution	Name of holder	Number of options
7	Justin Reid	1,500,000
8	David Gower	350,000
9	Fernando Tallarico	500,000
10	Alec Pismiris	350,000
11	Brian Moller	350,000
12	HFX	300,000
	Total	3,350,000

- (c) The Company proposes to issue the Options immediately following the Meeting, but in any case no later than one month after the date of the Meeting;
- (d) Mr Justin Reid, Mr David Gower, Dr Fernando Tallarico, Mr Alec Pismiris and Mr Brian Moller are Directors of the Company and Mr David Gower is a shareholder of HFX;
- (e) The Options will be issued for no cash consideration. Any proceeds received from the exercise of the Options will be used to provide additional working capital to the Company and other operational expenses; and
- (f) Other material terms and conditions of the Options are set out at Annexure 1.

Chapter 2E of the Corporations Act disclosures

Chapter 2E of the Corporations Act prohibits a public company from giving a financial benefit to a related party of a public company unless the benefit falls within one of various exceptions to the general prohibition. Exceptions to this general prohibition include where the company first obtains the approval of its shareholder in general meeting, or the financial benefit being provided is on arm's length terms or better.

A "financial benefit" for the purposes of the Corporations Act includes issuing securities to a related party.

The proposed Resolutions 7-12, if passed, will confer financial benefits to the Directors. Therefore the Company seeks to obtain member approval in accordance with the requirements of Chapter 2E of the Corporations Act and for this reason, and for all other purposes, the following information is provided to Shareholders:

- (a) The related parties to whom Resolution 7-12 would permit the financial benefit to be given is Mr Justin Reid, Mr David Gower, Dr Fernando Tallarico, Mr Alec Pismiris and Mr Brian Moller as Directors of the Company and Mr David Gower as a related party of HFX;
- (b) The nature of the proposed financial benefit to be given is 3,350,000 Options with an expiry date 3 years from their date of issue, with the exercise price at 140% of the five day VWAP ending on the ASX business day immediately before the date of issue of the Options;
- (c) The Options, the subject of Resolutions 7-12, will be issued for no cash consideration. Any proceeds received from the exercise of the Options will be used for working capital and other operational expenses;
- (d) As Resolutions 7-12 relate to Directors' remuneration, the Directors have refrained from making a recommendation in relation to these resolutions; and
- (e) Directors have the following interests and other remuneration:

Director (including associated entities)	2015 Financial Year Remuneration **	Proposed 2016 Financial Year Remuneration ***
J Reid	122,100	418,349
D Gower	-	15,948
F Tallarico	180,986	203,769
B Moller	40,000	55,948
A Pismiris	43,333	59,281
Total	386,419	753,295

** In addition to above, David Gower is a shareholder of HFX Consultoria Empresarial Ltda, a Brazilian company which provided consultancy services of \$74,645 to Aguiá in 2015 and is expected to be paid a similar amount in 2016.

*** Including the value of the options proposed to be granted under Resolutions 7-11

If the Options, the subject of Resolutions 7-12 are approved, the following will be the effect of their holdings in the Company:

Directors (including associated entities)	Current Share & Option Holding	% of Total Share & Option Capital	Share & Option Capital Upon Exercise*	% of Total Share & Option Capital Upon exercise
J Reid	1,350,000	0.37%	2,850,000	0.76%
D Gower	6,546,167	1.78%	6,896,167	1.84%
F Tallarico	1,685,713	0.46%	2,185,713	0.58%
B Moller	250,000	0.07%	600,000	0.16%
A Pismiris	459,822	0.12%	809,822	0.22%
All Other Holders	358,486,568	97.21%	362,390,718	96.45%
Total	368,778,270	100.00%	375,732,420	100.00%

*This figure includes the Options proposed to be granted to the directors under Resolutions 7-12.

Assuming: (1) The 4,950,000 options at \$0.0840 and expiring on 30 April 2017 are exercised; (2) The 2,000,000 options at \$0.12 and expiring on 26 June 2018 are exercised; and (3) that none of the following current unlisted options on issue are exercised and that none of the following current performance shares vest:

- i. 150,000 Options exercisable at \$0.75 each, expiring on 28 October 2015;
- ii. 500,000 Options exercisable at \$0.25 each, expiring on 30 September 2016;
- iii. 630,000 Options exercisable at \$0.25 each, expiring on 30 November 2016;
- iv. 2,800,000 Options exercisable at \$0.26 each, expiring on 30 September 2018;
- v. 1,547,431 Performance shares vesting on completion of an independent Joint Ore Reserves Committee (JORC) compliant combined mineral resource estimate including all categories of resources as defined by the JORC guidelines of not less than 100 million tonnes (Mt) with

a grade of not less than 10% KCl at the Potassio do Atlantico potash project, expiring on 06 July 2016.

(f) **Valuation**

The Options that are the subject of Resolutions 7-12 are not currently quoted on the ASX and as such have no market value. Each Option grants the holder a right to subscribe for one Share upon exercise of each Option and payment of the exercise price described above. Accordingly, the Options may have a present value at the date of their grant.

The Options may acquire future value dependent upon the extent to which the market value of Shares exceeds the exercise price of the Options during the term of the Options.

As a general proposition, options to subscribe for ordinary fully paid shares in a company have value. Various factors impact upon the value of options including things such as:

- the period outstanding before the expiry date of the options;
- the exercise price of the options relative to the underlying price or value of the securities into which they may be converted;
- the proportion of the issued capital as expanded consequent upon exercise represented by the shares issued upon exercise (i.e. whether or not the shares that might be acquired upon exercise of the options represent a controlling or other significant interest);
- the value of the shares into which the options may be converted; and
- whether or not the options are listed (i.e. readily capable of being liquidated), and so on.

There are various formulae which can be applied to determining the theoretical value of options (including the formula known as the Black and Scholes option valuation methodology "Black-Scholes Model").

The Company has sought an independent valuation of the Options from Stantons International Securities (**SIS**). The method used to value the Options was the Black-Scholes Model, which is the most widely used and recognised model for pricing options. The value of an option calculated by the Black-Scholes Model is a function of the relationship between a number of variables, being the price of the underlying Share at the time of issue, the exercise price, the time to expiry, the risk-free interest rate, the volatility of the Company's underlying Share price and expected dividends.

The data relied upon in the valuation applying the Black-Scholes Model was:

- Exercise price of the Options, being 140% of the share price on the day that shareholder approval is received for the issue of the Options;
- Market price of Shares of 18.5 cents, being the closing price of Shares on the ASX on 25 September 2015 valuation as a proxy for the market price at the future date of issue, being the date of the General Meeting to approve the issue;
- Options vesting on the date of issue, assumed to be 30 November 2015;
- Expiry Date of 30 November 2018;
- Volatility measure of 50%;
- Risk-free interest rate of 3 year Australian Government bond of 1.86%; and

- Dividend yield of 0.00%.

Based on the valuation, the Company has adopted an indicative value for the Options of 4.5566 cents each, based on the assessed fair value of the Options as calculated in that report.

The total assessed valuation of the Options that are the subject of Resolution 7-12 is \$152,646.10. It is noted that SIS has valued the Options to be in a range of values between 4.5566 cents and 12.5927 cents per Option, based on volatilities ranging from 50% to 125%.

(g) **Any other information that is reasonably required by Shareholders to make a decision and that is known to the Company or any of its Directors.**

There is no other information known to the Company or any of the Directors save and except as follows:

(i) Opportunity Costs

The opportunity costs and benefits foregone by the Company issuing the Options to the directors, HFX or their nominees, is the potentially dilutionary impact on the issued Share capital of the Company (in the event that the Options are exercised). Until exercised, the issue of the Options will not impact upon the number of Shares on issue in the Company. To the extent that upon their exercise the dilutionary impact caused by the issue of the Shares will be detrimental to the Company, this is more than offset by the advantages accruing from the Company securing the services of experienced and skilled Directors on appropriate incentive terms. It is also considered that the potential increase of value in the Options is dependent upon a concomitant increase in the value of the Company generally.

(ii) Trading History of the Shares

As at 25 September 2015, the closing price of Shares on ASX was 18.5 cents. Set out below is the trading history of the closing price of Shares over the past 6 months and 12 months period:

	Market Price 6 months prior to 25 September 2015 *	Market Prices 12 months prior to 25 September 2015 **
High	22.50 cents	22.50 cents
Low	4.50 cents	2.50 cents

*From 25 March 2015 – 25 September 2015

**From 25 September 2014 – 25 September 2015

(iii) Taxation Consequences

No stamp duty will be payable in respect of the grant of the Options. No GST will be payable by the Company in respect of the grant of the Options (or if it is then it will be recoverable as an input credit).

AASB 2 “Share Based Payments” requires that these payments shall be measured at the more readily determinable fair value of the equity instrument. Under the accounting standards this amount will be expensed in the statement of financial performance. Where the grant date and the

vesting date are different the total expenditure calculated will be allocated between the two dates taking into account the terms and conditions attached to the instruments and the counterparties as well as management's assumptions about probabilities of payments and compliance with and attainment of the set out terms and conditions.

(iv) Dilutionary Effect

The dilutionary effect on the Company and its shareholders is summarised in the table on page 20 above.

7. RESOLUTION 13 - APPROVAL OF 10% CAPACITY TO ISSUE EQUITY SECURITIES

ASX Listing Rule 7.1

ASX Listing Rule 7.1 restricts listed companies in relation to the number of equity securities that they can issue or agree to issue without shareholder approval. Generally, a listed company cannot, in any 12 month period, issue a number of equity securities which is more than 15% of their fully paid ordinary shares on issue without shareholder approval (**15% limit**), unless an exception applies. The Company has not exceeded this 15% limit.

ASX Listing Rule 7.1A

ASX Listing Rule 7.1A enables eligible entities to issue equity securities up to 10% of their issued capital through placements over a 12 month period after an annual general meeting. This 10% placement capacity (**10% limit**) is in addition to the Company's 15% limit under ASX Listing Rule 7.1.

An eligible entity for the purposes of ASX Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company is an eligible entity.

Shareholder approval

Shareholder approval is now sought in accordance with ASX Listing Rule 7.1A to give the Company the ability to issue equity securities under the 10% limit. Resolution 13 must be passed as a Special Resolution, meaning that at least 75 per cent of the votes cast at the AGM must be in favour of Resolution 13.

Current securities on issue

As at the date of this Notice, the Company has the following classes and numbers of equity securities on issue:

Security Class	Number on issue
Shares	366,678,270
Unlisted Options, exercise price \$0.75, expiry date 28/10/2015	150,000
Unlisted Options, exercise price \$0.25, expiry date 30/09/2016	500,000
Unlisted Options, exercise price \$0.25, expiry date 30/11/2016	630,000
Unlisted Options, exercise price \$0.084, expiry date 30/04/2017	4,800,000
Unlisted Options, exercise price \$0.26, expiry date 30/09/2018	2,800,000
Class C performance shares, expiry date 6/07/2016	1,547,431

Duration of approval of 10% limit

Shareholder approval of the 10% limit under ASX Listing Rule 7.1A is valid from the date of the annual general meeting at which the approval is obtained and expires on the earlier to occur of:

- (i) the date that is 12 months after the date of the annual general meeting at which the approval is obtained; or
- (ii) the date of the approval by shareholders of a transaction under ASX Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or ASX Listing Rule 11.2 (disposal of main undertaking),

(the **period of approval**).

Formula for calculation of 10% limit

The exact number of equity securities to be issued under the 10% limit will be determined in accordance with the following formula, which is prescribed in ASX Listing Rule 7.1A.2:

Eligible entities which have obtained shareholder approval at an annual general meeting may issue or agree to issue, during the period of approval, a number of equity securities calculated in accordance with the following formula:

$$(A \times D) - E$$

A is the number of shares on issue 12 months before the date of issue or agreement:

- plus the number of fully paid ordinary shares issued in the 12 months under an exception in ASX Listing Rule 7.2;
- plus the number of partly paid ordinary shares that became fully paid in the 12 months;
- plus the number of fully paid ordinary shares issued in the 12 months with approval of holders of shares under ASX Listing Rule 7.1 or ASX Listing Rule 7.4. This does not include an issue of fully paid ordinary shares under the entity's 15% limit without shareholder approval;
- less the number of fully paid ordinary shares cancelled in the 12 months.

Note that A has the same meaning in ASX Listing Rule 7.1 when calculating an entity's 15% limit.

D is 10%

E is the number of equity securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of shareholders under ASX Listing Rule 7.1 or ASX Listing Rule 7.4.

ASX Listing Rule 7.3A requires the following information to be provided to Shareholders:

(a) Minimum Price

The issue price of equity securities issued under ASX Listing Rule 7.1A must be not less than 75% of the VWAP of the Company's equity securities in the same class, calculated over the 15 Trading Days immediately before:

- (i) the date on which the price at which the equity securities are to be issued is agreed; or
- (ii) if the equity securities are not issued within five Trading Days of the date in paragraph (i) above, the date on which the equity securities are issued.

(b) Risk of voting dilution

If Resolution 13 is approved by Shareholders and the Company issues equity securities under the 10% limit, the existing Shareholders' voting power in the Company will be diluted as shown in the below table. There is a risk that:

- (i) the market price for the Company's equity securities may be significantly lower on the date of the issue of the equity securities than on the date of the Meeting; and
- (ii) the equity securities may be issued at a price that is at a discount to the market price for the Company's equity securities on the issue date or the equity securities are issued as part of the consideration for the acquisition of a new asset;

which may have an effect on the amount of funds raised by the issue of the equity securities.

The below table below shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of Shares for variable 'A', calculated in accordance with the formula in ASX Listing Rule 7.1A(2), as at the date of this Notice.

The table also shows:

- (i) two examples where variable 'A' has increased, by 50% and 100%. Variable 'A' is based on the number of Shares the Company currently has on issue. The number of Shares on issue may increase as a result of issues of Shares 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
- (ii) two examples of where the issue price of Shares has decreased by 50% and increased by 100% as against the current market price.

Variable 'A' in ASX Listing Rule 7.1A.2		Dilution		
		\$0.085 50% decrease in Issue Price	\$0.17 Issue Price	\$0.34 100% increase in Issue Price
Current Variable 'A' 366,678,270	10% Voting Dilution	36,667,827 Shares	36,667,827 Shares	36,667,827 Shares
	Funds Raised \$	3,116,765	6,233,531	12,467,061
50% increase in current variable 'A' 550,017,405	10% Voting Dilution	55,001,740 Shares	55,001,740 Shares	55,001,740 Shares
	Funds Raised \$	4,675,148	9,350,296	18,700,592
100% increase in current variable 'A' 733,356,540	10% Voting Dilution	73,335,654 Shares	73,335,654 Shares	73,335,654 Shares
	Funds Raised \$	6,233,531	12,467,061	24,934,122

The above table has been prepared on the following assumptions:

- (i) the Company issues the maximum number of equity securities available under the 10% limit.
- (ii) no Options are exercised into Shares before the date of the issue of equity securities.
- (iii) the 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
- (iv) the table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% limit, based on that Shareholder's holding at the date of the Meeting;
- (v) the table shows only the effect of issue of equity securities under ASX Listing Rule 7.1A, not under the 15% limit under ASX Listing Rule 7.1;
- (vi) the issue of equity securities under the 10% limit consists only of Shares.
- (vii) the issue price is \$0.17 being the closing market price of the Shares on the ASX on 9 September 2015.

8. Period of approval

The Company will only issue and allot the equity securities during the period of approval. The approval under Resolution 13 for the issue of the equity securities will cease to be valid in the event that Shareholders approve a transaction under ASX Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or ASX Listing Rule 11.2 (disposal of main undertaking).

9. Purpose of issue under 10% limit

The Company may seek to issue the equity securities for the following purposes:

- (i) Non-cash consideration for the acquisition of assets such as mineral exploration tenements, or a business or company holding mineral exploration tenements. In such circumstances the Company will provide a valuation of the non-cash consideration as required by ASX Listing Rule 7.1A.3; or
- (ii) Cash consideration. In such circumstances, the Company intends to use the funds raised towards continued exploration and feasibility study expenditure on the Company's current assets and/or general working capital.

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.

10. Allocation policy

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% limit. The identity of the allottees of equity securities will be determined on a case by case basis, having regard to the factors including but not limited to the following:

- (i) the purpose of the issue;
- (ii) the alternative methods for raising funds that are available to the Company at the time, including but not limited to, rights issues or other issues in which existing security holders can participate;
- (iii) the effect of the issue of the equity securities on the control of the Company;
- (iv) the circumstances of the Company, including the financial position and solvency of the Company; and
- (v) advice from corporate, financial and broking advisers (if available).

The allottees under the 10% limit have not been determined as at the date of this Notice but may include existing substantial Shareholders and/or new Shareholders who are not related parties or associates of a related party of the Company.

11. Voting exclusion statement

A voting exclusion applies to this item of business, as set out in the Notice.

At the date of the Notice, the Company has not approached any particular existing Shareholder or security holder to participate in the issue of the equity securities. No existing Shareholder's votes will therefore be excluded under the voting exclusion in this Notice.

12. Previous approval under ASX Listing Rule 7.1A

The Company previously obtained Shareholder approval under ASX Listing Rule 7.1A at the Company's Annual General Meeting on 21 November 2014.

During the 12 months preceding the date of this Meeting, being from and including 25 November 2014 to and including 25 November 2015 (**preceding 12 month period**):

- the Company has issued in aggregate the following equity securities:
 - (i) 112,878,482 Shares; and
 - (i) 4,800,000 unlisted Options.
- those equity securities issued during the preceding 12 month period represent, on a fully diluted basis, 43.53% of the total number of equity securities that were issued on the first day of the preceding 12 month period.

Further details of the equity securities issued during the preceding 12 month period are set out in Annexure 2.

Board recommendation: *The Directors unanimously recommend that Shareholders vote in favour of approving the 10% limit. This will enable the Company to have the flexibility to issue further equity securities representing up to 15% of the Company's share capital under ASX Listing Rule 7.1 and an additional 10% of the Company's share capital under ASX Listing Rule 7.1A during a 12 month period without seeking further Shareholder approval.*

OPTIONS – TERMS AND CONDITIONS

1. Entitlement

Each Option (together **Options**) entitles the holder to subscribe for and be issued one fully paid ordinary share (**Share**) in the capital of Aguia Resources Limited (**Company**) upon exercise of each Option. The date of issue of that Option will hereafter be referred to as the **Issue Date**.

2. Exercise Price and Expiry Date

- (a) The Exercise Price of the Options is 140% of the five day VWAP ending on the ASX business day immediately before the date of issue of the Options.
- (b) The Expiry Date of the Options is the earlier to occur of three (3) years after their date of issue and 30 days after a Change in Control Event.

3. Exercise Period and Vesting Date

- (a) Subject to the Change of Control provisions below, each Option is exercisable at any time after the latter of the date of grant of the Option and the vesting date (if applicable) and before the Expiry Date.
- (b) Notwithstanding that the Expiry Date has not occurred, each Option that has not already vested as outlined above will expire on that date which is the earlier of the date the Option holder ceases to be employed, engaged as a consultant or appointed as an executive director of the Company because of:
 - (i) if the holder is an employee, the date the holder is dismissed from employment with the Company for gross misconduct;
 - (ii) if the holder is a consultant, the date the holder's appointment is terminated for gross misconduct;
 - (iii) if the holder is a director, the date the holder is disqualified from holding the office of director;
 - (iv) retirement;
 - (v) voluntary cessation; or
 - (vi) by mutual agreement (unless the Board resolves otherwise),and thereafter no party has any claim against any other party arising under or in respect of any Option.
- (c) If a Change in Control Event occurs in respect of the Company, all Options that have been issued but have not yet vested, will immediately thereupon vest.
- (d) A **Change in Control Event** means:
 - (i) the occurrence of:
 - (A) the offeror under a takeover offer in respect of all Shares announcing that it has achieved acceptances in respect of 50.1% or more in number of the Shares; and
 - (B) that takeover bid has become unconditional (except any condition in relation to the cancellation or exercise of the Options); or

- (ii) the announcement by the Company that:
 - (A) shareholders of the Company have at a Court convened meeting of shareholders voted in favour, by the necessary majority, of a proposed scheme of arrangement under which all Shares are to be either:
 - (1) cancelled; or
 - (2) transferred to a third party; and
 - (B) the Court, by order, approves the proposed scheme of arrangement.

4. **Notice of Exercise**

The Options may be exercised by notice in writing to the Company (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised. Any Notice of Exercise of an Option received by the Company will be deemed to be a notice of the exercise of that Option as at the date of receipt by the Company of that Notice of Exercise.

5. **Shares issued on exercise**

Shares issued on exercise of the Options rank equally with all other issued Shares.

6. **Quotation of Shares on exercise**

Application will be made by the Company to ASX for official quotation of the Shares issued promptly after the exercise of the Options.

7. **Timing of issue of Shares**

Within fifteen Business Days after the later to occur of:

(a) receipt of a Notice of Exercise given in accordance with these terms and conditions and payment of the Exercise Price for each Option being exercised by the Company (each an **Exercised Option**) where the Company is not in possession of any excluded information (as defined in section 708A(7) of the Corporations Act) (**Excluded Information**); and

(b) the date upon which the Company ceases to be in possession of Excluded Information in respect to the Company following the receipt of the Notice of Exercise and payment of the Exercise Price for each Exercised Option being exercised by the Company,

the Company will:

(c) issue the Shares pursuant to the exercise of the Exercised Options;

(d) give ASX a notice that complies with section 708A(5)(e) of the Corporations Act or lodge a prospectus with ASIC that qualifies the Shares for resale under section 708A(11) of the Corporations Act; and

(e) apply for official quotation on ASX of Shares issued pursuant to the exercise of the Exercised Options.

8. **Participation in new issues**

There are no participation rights or entitlements inherent in the Options and holders of Options will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options.

However, the Company will ensure that for the purposes of determining entitlements to any such issue, the holders of the Options will be afforded the minimum period of notice prescribed under the Listing Rules prior to and inclusive of the books closing date (to determine entitlements to the issue) in order to give the

holders of Options the opportunity to exercise their Options prior to the date for determining entitlements to participate in any such issue.

9. Pro-rata Issues

If there is a pro rata issue (except a bonus issue), then at the time of the pro rata issue (except a bonus issue), the exercise price of an Option may be reduced according to the following formula:

$$O^n = O - E \frac{[P - (S + D)]}{N + 1}$$

Where:

O^n = the new exercise price of the Option;

O = the old exercise price of the Option;

E = the number of underlying securities into which one Option is exercisable;

P = the average market price per security (weighted by reference to volume) of the underlying securities during the five trading days ending on the day before the ex right date or the ex entitlements date;

S = the subscription price for a security under the pro rata issue;

D = dividend due but not yet paid on the existing underlying securities (except those to be issued under the pro rata issue);

N = the number of securities with rights or entitlements that must be held to receive a right to one new security.

Otherwise the exercise price of the Option shall remain unchanged.

10. Adjustment for bonus issues of Shares

If the Company makes a bonus issue of Shares or other Securities to existing shareholders (other than an issue in lieu or in satisfaction, of dividends or by way of dividend reinvestment):

(a) the number of Shares which must be issued on the exercise of an Option will be increased by the number of Shares which the Option holder would have received as if the Option holder had exercised the Option before the record date for the bonus issue; and

(b) no change will be made to the Exercise Price.

11. Adjustment organisation

If there is any reconstruction of the issued share capital of the Company, the rights of the Option holders will, be varied to the extent necessary to comply with the Listing Rules which apply to the reconstruction at the time of the reconstruction.

12. Quotation of Options

(a) No application for official quotation of the Options will be made by the Company.

(b) The Company shall apply for the listing of the resultant shares of the Company issued upon exercise of any Option.

13. Options Transferable

The Options are transferable provided that the transfer of Options complies with section 707(3) of the Corporations Act.

14. Lodgment Instructions

Cheques payable in respect of the exercise of any right attaching to an Option shall be in Australian currency made payable to the Company and crossed "Not Negotiable". The application for Shares on exercise of Options with the appropriate remittance should be lodged at the Company's registry.

ANNEXURE 2 - PARTICULARS OF ISSUES OF EQUITY SECURITIES IN PRECEDING 12 MONTH PERIOD

Date	Class of equity securities issued	Allottees of equity securities issued or basis of allotment	Issue Price per equity security	Discount to market price (if any)	Total cash consideration raised	Amount of cash consideration spent, what it was spent on and proposed application of balance of funds raised	Particulars of any non-cash consideration raised and its current value	No. of Ordinary Shares	No. of Unlisted Options
5 February 2015	Ordinary shares	Rights -ssue - Eligible shareholders known to the company	\$0.04	Nil	\$169,902.96	Supplement the Company's existing working capital, to provide funding to advance the Tres Estradas project through preliminary engineering and continued derisking while evaluating additional value opportunities at Joca Tavares and Cerro Preto.	N/A	4,247,574	N/A
9 April 2015	Ordinary shares	Shortfall placement to professional and sophisticated investors known to the company	\$0.04	Nil	\$845,900.12	Supplement the Company's existing working capital, to provide funding to advance the Tres Estradas project through preliminary engineering and continued derisking while evaluating additional value opportunities at Joca Tavares and Cerro Preto.	N/A	21,147,503	N/A

Date	Class of equity securities issued	Allottees of equity securities issued or basis of allotment	Issue Price per equity security	Discount to market price (if any)	Total cash consideration raised	Amount of cash consideration spent, what it was spent on and proposed application of balance of funds raised	Particulars of any non-cash consideration raised and its current value	No. of Ordinary Shares	No. of Unlisted Options
29 April 2015	Ordinary shares	Placement to professional and sophisticated investors known to the company	\$0.04	Nil	\$790,000	Supplement the Company's existing working capital, to provide funding to advance the Tres Estradas project through preliminary engineering and continued derisking while evaluating additional value opportunities at Joca Tavares and Cerro Preto.	N/A	19,750,000	N/A
26 June 2015	Unlisted options at \$0.12 per share, expiry date 26/06/2018	Director and senior management of the Company, Mr Justin Reid and Ms Catherine Stretch	0	N/A	Nil	N/A	Options were issued as Director remuneration. Current value of options \$340,000	N/A	2,000,000
30 June 2015	Ordinary shares	Lara Exploration Limited	0	N/A	Nil	N/A	Re-negotiated Option Agreement for Atlantic Potash Project	11,000,000	N/A
8 September 2015	Ordinary shares	BFD Partnership and Six Degreels group Holdings Pty Ltd	0	N/A	Nil	N/A	Shares issued as consideration for corporate services	682,841	N/A

Date	Class of equity securities issued	Allottees of equity securities issued or basis of allotment	Issue Price per equity security	Discount to market price (if any)	Total cash consideration raised	Amount of cash consideration spent, what it was spent on and proposed application of balance of funds raised	Particulars of any non-cash consideration raised and its current value	No. of Ordinary Shares	No. of Unlisted Options
8 September 2015	Ordinary shares	Private placement to professional and sophisticated investors known to the company	\$0.17	Nil	\$9,503,095.88	Raise funds to commence environmental baseline studies and a Bankable Feasibility Study ("BFS") at flagship Tres Estradas Project in Rio Grande do Sul, Brazil, infill drilling program, aggressive drill programs, lease maintenance, general working capital purposes.	N/A	55,900,564	N/A
30 September 2015	Unlisted options at \$0.26 per share, expiry date 30/09/2018	Professional and sophisticated investors known to the company	0	N/A	Nil	N/A	Options were issued as compensation for assistance with recent company success. Current value of options \$476,000	0	2,800,000
7 October 2015	Conversion of unlisted options to Ordinary shares	The Capital Lab Inc	\$0.084	N/A	\$12,600	General working capital	N/A	150,000	0

15. ENQUIRIES

Shareholders may contact the Company Secretary if they have any queries in respect of the matters set out in these documents.

Andrew Bursill
Company Secretary
Aguia Resources Limited
c/- Franks & Associates Pty Limited
GPO Box 4325
Sydney, NSW 2001

Tel: (+61 2) 9299 9690
Fax: (+61 2) 9299 9629
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GLOSSARY

AEDT means Australian Eastern Daylight Time, Sydney, New South Wales.

Agua Group means Agua and its controlled entities.

Annual General Meeting, AGM or Meeting means the meeting convened by the Notice.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited (ABN 98 008 624 691).

ASX Listing Rules means the Listing Rules of ASX.

Board means the board of Directors of the Company as constituted from time to time.

Business Day has the meaning given to that term in ASX Listing Rule 19.12.

Closely Related Parties, in relation to a member of KMP, means the member's spouse, child or dependant (or a child or dependant of the member's spouse), anyone else in the member's family who may be expected to influence or be influenced by the member in the member's dealings with Agua (or the Agua Group), and any company the member controls.

Company or Agua means Agua Resources Limited Limited (ABN 98 128 256 888).

Constitution means the Constitution of the Company.

Corporations Act means the Corporations Act 2001 (Cth).

Directors mean the directors of the Company.

Documents means each of the Notice, Explanatory Statement and the Proxy Form and all other documents that accompany each other when sent to each Shareholder.

Explanatory Statement means the explanatory statement accompanying the Notice.

Key Management Personnel or KMP means those persons having authority and responsibility for planning, directing and controlling the activities of Agua or the Agua Group, whether directly or indirectly. Members of the KMP include Directors and certain senior executives.

Notice means the notice of Meeting that accompanies and forms part of the Documents.

Option means an option, if exercised in accordance with its terms, to acquire one Share in the Company.

Ordinary Resolution means a resolution passed by more than 50 per cent of the votes at a general meeting of Shareholders.

Resolutions means the resolutions set out in the Notice, or any one of them, as the context requires.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a holder of a Share.

Share Registry means Link Market Services

Special Resolution means a resolution passed by at least 75 per cent of the votes at a general meeting of Shareholders.

Trading Day has the meaning given to that term in ASX Listing Rule 19.12.

VWAP means the volume weighted average price of trading in Shares on the ASX market and the Chi-X market over a specified period, excluding block trades, large portfolio trades, permitted trades during the pre-trading hours period, permitted trades during the post-trading hours period, out of hours trades and exchange traded option exercises.

Interpretation

In these Documents, unless the context requires otherwise:

- (a) a reference to a word includes the singular and the plural of the word and vice versa;
- (b) a reference to a gender includes any gender;
- (c) if a word or phrase is defined, then other parts of speech and grammatical forms of that word or phrase have a corresponding meaning;
- (d) a term which refers to a natural person includes a company, a partnership, an association, a corporation, a body corporate, a joint venture or a governmental agency;
- (e) headings are included for convenience only and do not affect interpretation;
- (f) a reference to a document includes a reference to that document as amended, novated, supplemented, varied or replaced;
- (g) a reference to a thing includes a part of that thing and includes but is not limited to a right;
- (h) the terms "included", "including" and similar expressions when introducing a list of items do not exclude a reference to other items of the same class or genus;
- (i) a reference to a statute or statutory provision includes but is not limited to:
 - (i) a statute or statutory provision which amends, extends, consolidates or replaces the statute or statutory provision;
 - (ii) a statute or statutory provision which has been amended, extended, consolidated or replaced by the statute or statutory provision; and
 - (iii) subordinate legislation made under the statute or statutory provision including but not limited to an order, regulation, or instrument;
- (j) reference to "\$", "A\$", "Australian Dollars" or "dollars" is a reference to the lawful tender for the time being and from time to time of the Commonwealth of Australia; and
- (k) a reference to an asset includes all property or title of any nature including but not limited to a business, a right, a revenue and a benefit, whether beneficial, legal or otherwise.