



30 June 2020

ASX Market Announcements
Level 6, Exchange Centre
20 Bridge Street
Sydney NSW 2000

SUPPLEMENTARY PROSPECTUS

Sydney, Australia, - Aguia Resources Limited ABN 94 128 256 888 (ASX:AGR) (“**Aguia**” or “**the Company**”) announced a Renounceable Rights Issue (“**Rights Issue**”) 1 June 2020 and released a Prospectus (“**the Prospectus**”) prepared in relation to the Rights Issue. The Company has made amendments to the Prospectus by making an additional offer under the Prospectus of up to 7,000,000 Shares at an issue price of \$0.05 per Share together with 1 attaching New Option for every 1 New Share to raise up to a further \$350,000 through the issue of a **Supplementary Prospectus** which is attached.

AUTHORISED FOR ISSUE TO ASX BY THE BOARD OF AGUIA RESOURCES LIMITED

For further information, please contact:

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About Aguia:

Aguia Resources Limited, (“**Aguia**”) is an ASX listed company whose primary focus is on the exploration and development of mineral resource projects in Brazil including copper and phosphate. Aguia has an established and highly experienced in-country team based in Rio Grande State, Southern Brazil. Aguia has multiple copper targets. Aguia is also in the pre-production stage of a low-cost natural phosphate fertiliser project which is expected to be operational in early 2022.



AGUIA RESOURCES LIMITED

ABN 94 128 256 888

Supplementary Prospectus

Important information

This is a supplementary prospectus (**Supplementary Prospectus**) intended to be read with the prospectus dated 1 June 2020 (**Prospectus**) issued by Aguia Resources Limited (ACN 128 256 888) (**Agua** or **Company**).

This Supplementary Prospectus is dated 30 June 2020 and was lodged with ASIC on that date. Neither ASIC nor ASX take any responsibility as to the contents of this Supplementary Prospectus.

This Supplementary Prospectus should be read together with the Prospectus. Other than the changes set out in this Supplementary Prospectus, all other details in relation to the Prospectus remain unchanged. To the extent of any inconsistency between this Supplementary Prospectus and the Prospectus, the provisions of this Supplementary Prospectus will prevail. Unless otherwise indicated, terms defined and used in the Prospectus will have the same meaning in this Supplementary Prospectus.

The Directors believe that the changes in this Supplementary Prospectus are not materially adverse from the point of view of an investor. Accordingly, no action needs to be taken if you have already subscribed for New Securities under the Prospectus.

The Company has issued both a printed and electronic version of this Supplementary Prospectus and the Prospectus. Electronic versions may be accessed at www.aguiaresources.com.au.

This Supplementary Prospectus and the Prospectus are important documents that should be read in their entirety. If you are in any doubt as to the contents of this Supplementary Prospectus or the Prospectus, you should consult your stockbroker, lawyer, accountant or other professional adviser without delay.

1. BACKGROUND

By this Supplementary Prospectus, the Company makes the amendments to the Prospectus as set out in sections 2 and 3 by making an additional offer under the Prospectus of up to 7,000,000 Shares at an issue price of \$0.05 per Share to raise up to \$350,000 together with 1 attaching New Option for every 1 New Shares subscribed for (**Additional Offer**). The Additional Offer is being made due to the significant number of applications and interest received for the Shortfall Offer.

As announced on 26 June 2020, Ms Christina McGrath, the Non-Executive Chair, will participate in a separate offer on the same terms and conditions of the Offer for an amount of up to \$120,000 (**Director Offer**) which is subject to Shareholder approval. The Director Offer is separate to the Additional Offer and has not been contemplated in this Supplementary Prospectus.

This Supplementary Prospectus should be read together with the Prospectus.

2. SUPPLEMENTARY PROSPECTUS

2.1. Reasons for this Supplementary Prospectus

The purpose of this Supplementary Prospectus is to increase the maximum amount to be raised under the Offer by way of an offer of Shares (at the same price) and New Options (at the same attaching ratio) as those securities offered under the Prospectus.

The Additional Offer is being made pursuant to this Supplementary Prospectus to remove any trading restrictions on the sale of the Shares and New Options to be issued under the Additional Offer.

2.2. The Additional Offer

Section 5.1 of the Prospectus is amended to include the following:

The Additional Offer is being made by way of a placement of up to 7,000,000 Shares at an issue price of \$0.05 per Share together with 1 attaching New Option for every 1 New Share subscribed for and issued to raise up to a further \$350,000.

A personalised Application Form will be issued to persons entitled to participate in the Offer. In order to apply for the New Shares and New Options under the Additional Offer you must complete and return the personalised Application Form provided to you to the Company, together with a cheque for the Application Monies or a payment to the bank account advised by the Company by the time and date advised by the Company.

A maximum of 7,000,000 Shares and 7,000,000 New Options will be issued pursuant to the Additional Offer to raise up to \$350,000. No funds will be raised for the issue of the New Options.

2.3. Use of funds

Section 5.2 of the Prospectus is amended as follows:

The Company intends to apply the \$350,000 raised (before costs) pursuant to the Additional Offer towards general working capital under the Corporate and Administration line item in the use of funds table.

2.4. Effect of the Offer and the Additional Offer on the Company's Securities

Section 5.4 of the Prospectus is amended as follows:

- (a) increase the number of "New Shares offered under this Prospectus" line item by 7,000,000 Shares from 50,857,294 to 57,857,294;*
- (b) increase the number of "Total Shares of the Company" line item by 7,000,000 Shares from 272,065,117 to 279,065,117;*
- (c) update "New Options to be offered under the Entitlement Offer" line item to "New Options to be offered under the Entitlement Offer and Additional Offer" and increase the number by 7,000,000 New Options from 49,157,294 to 56,157,294;*
- (d) decrease the number of "New Options to be issued to the Lead Manager" line item from 6,700,000 to 5,615,730; and*
- (e) increase the number of "Total Options" line item from 95,032,718 to 100,948,448.*

2.5. Pro-forma balance sheet

Section 13 of the Prospectus is amended as follows:

- (a) increase the "cash and cash equivalents" line item under the Proforma Balance (unaudited) column from \$3,707,961 to \$4,057,961*;
- (b) increase the "total current assets" line item under the Proforma Balance (unaudited) column from \$3,803,850 to \$4,153,850;
- (c) increase the "total assets" line item under the Proforma Balance (unaudited) column from \$39,067,791 to \$39,417,791;
- (d) increase the "net assets" line item under the Proforma Balance (unaudited) column from \$38,610,824 to \$38,960,824;
- (e) increase the "issued capital" line item under the Proforma Balance (unaudited) column from \$114,029,711 to \$114,379,711; and
- (f) increase the "total equity" line item under the Proforma Balance (unaudited) column from \$38,610,824 to \$38,960,824.

* The pro-forma cash and cash equivalents line item will be reduced by the costs of the Entitlement Offer and Additional Offer. For further details please refer to Section 10.5.

3. EXPENSES OF THE OFFER AND THE ADDITIONAL OFFER

Section 10.5 of the Prospectus is amended as follows:

The total (cash) expenses of the Offer and the Additional Offer (assuming Full Subscription and no further New Shares are issued or New Options exercised) are estimated to increase by up to \$22,500 as follows:

Cost ¹	\$
ASX and ASIC fees	1,500
Capital raising fees ²	21,000
Total	22,500

Note:

1. These expenses have or will be paid by the Company.
2. On funds raised under the Entitlement Offer and placed under the Shortfall Offer and the Additional Offer, the Lead Manager is entitled to be issued 2 New Options for every \$1 raised, a 1% management fee and a 5% shortfall placement fee.

4. DIRECTORS' AUTHORISATION

This Supplementary Prospectus is issued by the Company and its issue has been authorised by a resolution of the Directors.

In accordance with section 720 of the Corporations Act, each Director has consented to the lodgement of this Supplementary Prospectus with ASIC and has not withdrawn that consent prior to lodgement.

Signed for and on behalf of the Company on 30 June 2020.



Fernando Tallarico
Managing Director
AGUIA RESOURCES LIMITED