

AGUIA

4 October 2023

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

ON-SALE CLEANSING NOTICE UNDER SECTION 708AA(2)(F) CORPORATIONS ACT 2001 (CTH)

Dear Sir/Madam

This notice is given by Aguia Resources Limited (ACN 128 256 888) (ASX Code: AGR) (**Company**) under section 708AA(2)(f) of the *Corporations Act 2001* (Cth) (**Corporations Act**), as modified by Australian Securities and Investments Commission (**ASIC**) Corporations (Non-Traditional Rights Issues) Instrument 2016/84 and ASIC Corporations (Disregarding Technical Relief) Instrument 2016/73 (**ASIC Instruments**).

On 28 September 2023, the Company announced its intention to raise approximately \$2.1 million through the private placement of approximately \$500k (**Placement**) and an Entitlement Offer of approximately \$1.6 million (**Entitlement Offer**). The Placement was completed on 3 October 2023.

Under the Entitlement Offer, eligible shareholders (being shareholders with a registered address in Australia, New Zealand, the United Kingdom, Singapore or Hong Kong) are invited to subscribe for one (1) fully paid ordinary share (**New Share**) for every four (4) existing shares held in the Company as at the Record Date (being 5.00pm (AEST) on 9 October 2023), at an issue price of \$0.0145 per New Share. The Company may issue up to 110,344,828 New Shares under the Entitlement Offer.

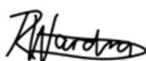
Further details regarding the Entitlement Offer are set out in the Offer Booklet for the Entitlement Offer released to ASX today.

The Company hereby notifies ASX under section 708AA(2)(f) of the Corporations Act (as modified by the ASIC Instruments) with respect to the Entitlement Offer that:

- (a) the Company will offer the New Shares for issue without disclosure to investors under Part 6D.2 of the Corporations Act;
- (b) as at the date of this notice, the Company has complied with:
 - (i) the provisions of Chapter 2M of the Corporations Act as they apply to the Company; and
 - (ii) section 674 of the Corporations Act;
- (c) as at the date of this notice, there is no “excluded information” within the meaning of sections 708AA(8) and 708AA(9) of the Corporations Act that is required to be disclosed by the Company; and
- (d) the potential effect that the issue of the New Shares under the Entitlement Offer will have on the control of the Company is as follows:

- (i) the impact of the issue of New Shares is limited due to the Entitlement Offer being on the basis of one New Share for every four existing shares;
- (ii) if some shareholders do not take up their entitlements (whether because they are ineligible shareholders or otherwise), their interest in the Company will be diluted. The interests of shareholders who only take up part of their entitlement will also be diluted but to a lesser extent;
- (iii) the proportional interests of shareholders with an address outside of Australia, New Zealand, the United Kingdom, Singapore and Hong Kong will be diluted because such shareholders are not entitled to participate in the Entitlement Offer; and
- (iv) the potential effect that the Entitlement Offer will have on the control of the Company and the consequences of that effect will depend on a number of factors, including investor demand and existing shareholdings. However, having regard to the terms of the Entitlement Offer which is structured as a pro rata issue and the shortfall offer to be offered in conjunction with the Entitlement Offer, at this time, the Entitlement Offer is not expected to have any material effect on the control of the Company and, as a result, there is not expected to be any consequences flowing from that effect.

Signed for and on behalf of Aguia



Rebecca Wardrop
Company Secretary

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

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About Agua:

Agua Resources Limited, ("Agua") is an ASX listed multi-commodity company (AGR:ASX) with pre-production phosphate and metallic copper projects located in Rio Grande do Sul, the southernmost state of Brazil. Agua has an established and highly experienced in-country team based in Porto Alegre, the capital of Rio Grande do Sul. Agua is committed to advancing its existing projects into production whilst continuing to pursue other opportunities within the sector.

Caution regarding forward-looking information:

This press release contains "forward looking information" within the meaning of applicable Australian securities legislation. Forward looking information includes, without limitation, statements regarding the

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next steps for the project, timetable for development, production forecast, mineral resource estimate, exploration program, permit approvals, timetable and budget, property prospectivity, and the future financial or operating performance of the Company. Generally, forward looking information can be identified by the use of forward-looking terminology such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or state that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved". Forward-looking information is subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of the Company to be materially different from those expressed or implied by such forward-looking information, including, but not limited to: general business, economic, competitive, geopolitical and social uncertainties; the actual results of current exploration activities; other risks of the mining industry and the risks described in the Company's public disclosure. Although the Company has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking information, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward looking information. The Company does not undertake to update any forward-looking information, except in accordance with applicable securities law.