

30th January 2013

DECEMBER 2012 QUARTERLY REPORT

Emerging phosphate and potash exploration and development company Agua Resources Limited (ASX: **AGR**) ("Agua" or "Company") is pleased to present its December 2012 quarterly activities report.

Milestones

During the December 2012 quarter, Agua achieved a number of significant milestones including:

- Completion of a 2nd phase drilling program at its flagship Três Estradas phosphate project
- Signing of a term sheet to enter into an option agreement with IAMGOLD Corporation to acquire 100% of a large landholding long strike from Três Estradas
- Successful capital raising of \$2.5 million before costs

Summary

Phosphate

At the Três Estradas ("TE") phosphate project, both the diamond (4,017m, 21 holes) and reverse circulation ("RC") (2,151m, 105 holes) drilling programs have been completed and all assay results received. The aims of the programs are to:

- Expand the initial JORC compliant inferred resource (21Mt @ 4.6% P₂O₅) through a 21 hole diamond drilling program targeting mineralisation below 100 metres depth
- Test, define and upgrade the higher grade oxide zone that extends from surface to approximately 30m depth with RC drilling on a 50 x 50 metre drill pattern

The Company remains on track to deliver an upgrade to the initial JORC compliant Mineral Resource Statement from the Três Estradas phosphate project within the current quarter.

The programs have returned excellent results, confirming and increasing the confidence in the high grade oxide zone and returning wide zones of primary mineralisation from diamond drilling, which is still open at depth.

- Some significant results from the oxide zone include:
 - **28m grading 14.3% P₂O₅ from surface**
 - **30m grading 13.6% P₂O₅ from surface**
 - **30m grading 11.5% P₂O₅ from surface**

Results further emphasise the opportunity to initiate early start up by mining and processing of the high grade oxide zone that extends from surface. An early start up would provide cash flow to fund ongoing capital expenditure and development of the project.

Following the discovery of the TE deposit in November 2011 the Company applied for an additional 13 target areas in the region based on similar geological and magnetic signatures to the TE discovery. Tenements covering seven of these targets were granted and the Company announced in January the discovery of the Porteira prospect that has returned outcropping carbonatites and surface rock chip sample assays up to 11.00% P₂O₅. This is considered significant and demonstrates the prospectivity of the region for further phosphate discoveries.

The Company signed a term sheet to enter into an exclusive option agreement with IAMGOLD Corporation ("IAMGOLD") to acquire 100% of 27,342 hectares of tenements that are contiguous with and along the strike to the southwest from the TE project.

At the Lucena Project, the Company has completed a 21 hole, 1,700m diamond drilling program to test three priority targets defined by the late 2011 drilling. Assay results from this work have just been received and are released in this report.

Potash

At the Atlantic potash project, adjacent to Brazil's only operating potash mine (within the Sergipe Basin), the Company is continuing a review of the project for planning purposes.

Near Term Focus

The Company will continue its efforts to commercialise its flagship TE phosphate project through resource expansion, scoping of the high grade oxide zone and further phosphate beneficiation optimisation test work.

Corporate

In November 2012 the Company completed a share placement, raising \$2.545m before costs through the issue of 15.9 million shares at an issue price of \$0.16 per share.

Figure 1: Location of Agua Projects, Brazil



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About Agua

Agua is focused on the exploration and development of phosphate and potash projects in Brazil. Brazil is Latin America's biggest economy and is heavily reliant on imports of up to 50 per cent of its phosphate and 90 per cent of its potash needs. Agua is well positioned to capitalise on the growing demand for phosphorus and potash based fertilisers in the expanding agriculture sector in Brazil and controls three large projects, located close to existing infrastructure. The Company is committed to its existing projects whilst continuing to pursue other opportunities within the fertiliser sector.

Phosphate Projects

Rio Grande Projects

Agua has a large landholding in the area that includes an exclusive option to acquire 100 per cent of the Três Estradas and Joca Tavares carbonatite style phosphate projects from Companhia Brasileira do Cobre (“CBC”) and an additional 13 projects that it has acquired in its own right.

The projects are located in the state of Rio Grande do Sul - the southernmost Brazilian state adjacent to the border with Uruguay. The region has well developed infrastructure with excellent roads, rail, power, port and services.

The three southern States of Rio Grande do Sul, Santa Catarina and Paraná currently consume over 1 million tonnes P_2O_5 ¹ or almost 30% of Brazilian consumption, however there are currently no producing phosphate mines in the region.

The Três Estradas, Joca Tavares and other Agua projects will be logistically advantaged to supply the region compared with phosphate mined in Minas Gerais and Goiás and imports.

Brazil is heavily reliant on imports for approximately 50 per cent of its phosphate needs.

Figure 2: Location of Rio Grande Phosphate Projects, SE Brazil



The Três Estradas project represents a significant new phosphate discovery with characteristics similar to existing producers in Brazil. Importantly, the grade and mineralogy is similar to that of other open-cut operating mines globally including Yara’s Siilinjärvi mine in Finland and Vale’s Cajati mine in Brazil, both of which produce a high quality phosphate concentrate from carbonatite host rocks.

Table 1: Comparative Phosphate (P_2O_5) Deposits Within Carbonitite Hosted Rocks¹

Name of Deposit	Location	Tonnage (Mt)	Head Grade	Recovery	Concentration Grade	Stage
Siilinjärvi (Yara)	Finland	465	4.0%	84%	35%	Production
Cajati (Vale)	Brazil	100	5.5%	78%	36%	Production
Três Estradas (Aguaia)	Brazil	21 ²	4.6%	76%	28% ³	Exploration / Development
Notes						
1. JSA Consultoria e Assessoria Técnica, Company data				3. Based on preliminary beneficiation test work, optimisation test work underway		
2. Inferred resource calculated from 40% of potential target length and to 100 metres depth						

¹ = Data Source: ANDA, 2011 consumption data.

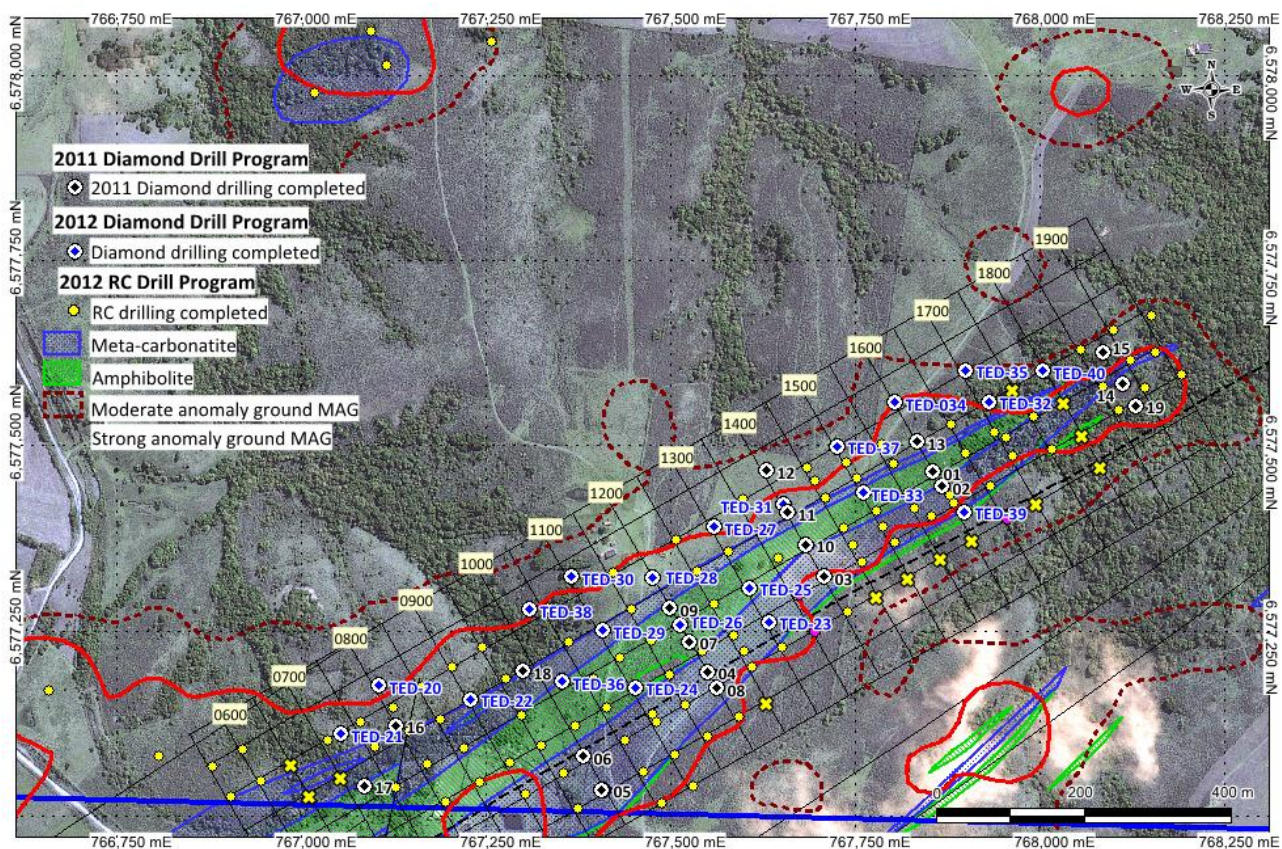
Drilling Results

As part of its commercialisation plan, the Company completed both diamond and RC drilling programs at the TE project. This follows on from the JORC-compliant resource and initial beneficiation studies as announced previously.

The initial inferred JORC compliant mineral resource, as prepared by SRK is 21Mt grading 4.6% P_2O_5 . This was reported in a conceptual pit shell with a 3% P_2O_5 cut-off grade, and based on limited drilling to a vertical depth of 100m.

During the December quarter 2012 the Company completed a 21 hole diamond drilling program totalling 4,017 metres and 105 RC drill holes totalling 2,151 metres. A list of significant assays is reported in Table 2 – Reverse Circulation Drilling Results and Table 3 – Diamond Drilling Results. Hole collars are shown in Figure 3 - Drilling Location Plan.

Figure 3: Três Estradas Stage 2 Drilling Location Plan



The aims of the Stage 2 drilling programme are to:

- expand the initial JORC compliant inferred resource of 21Mt grading 4.6% P_2O_5 through diamond drilling targeting mineralisation below 100 metres depth
- to test, define and upgrade the JORC compliant resource category of the higher grade oxide zone which includes 1.8Mt grading 10.9% P_2O_5 that extends from surface to around 30 metres depth with RC drilling on a 50 x 50 metre drill pattern

The results highlight the prospective nature of the TE Project returning wide zones of phosphate mineralisation at good grades from the surface over a broad area that is open at depth and to the south west. Phosphate mineralisation occurs in both the near surface weathered carbonatite and in the deeper primary zone as is typical of Brazilian carbonatite hosted producing mines.

The operating carbonatite mines in Brazil are highly profitable due to their excellent mineralogy enabling the ores to be beneficiated to a suitable concentrate grade ($>32\% \text{ P}_2\text{O}_5$) and their close proximity to markets including fertiliser blenders and end users. Initial test work demonstrates that the ore from TE beneficiates to a commercial grade.

Joca Tavares (“JT”)

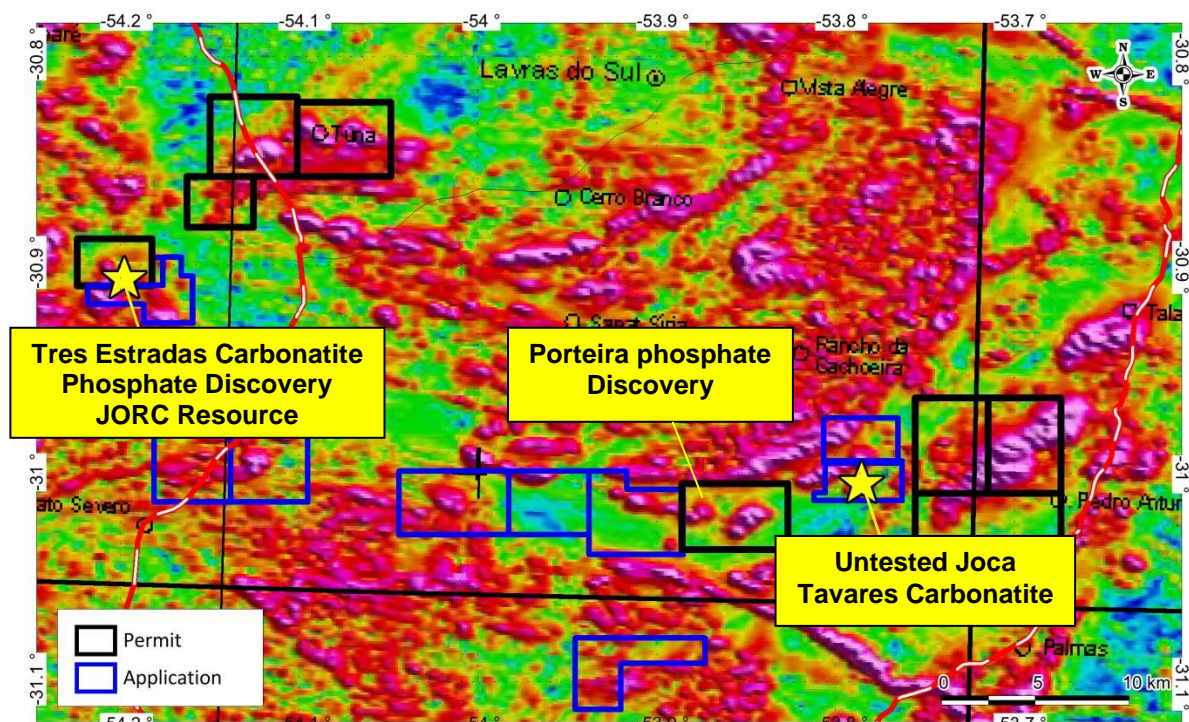
The JT project is located 41 kilometres east-south-east from the TE project (Figure 4). No systematic exploration has been conducted since its discovery by the Companhia de Pesquisa de Recursos Minerais (“CPRM”).

Encouraging results from surface rock grab samples collected by Aguia have returned assays up to $11.4\% \text{ P}_2\text{O}_5$. The dimensions of the target zone will be investigated by Aguia, including mapping, rock chip sampling and programs of drilling.

Portiera

Porteira is a new carbonatite discovery located within one of the seven tenements that were granted during the quarter (Figure 4).

Figure 4: Location of Joca Tavares and Porteira



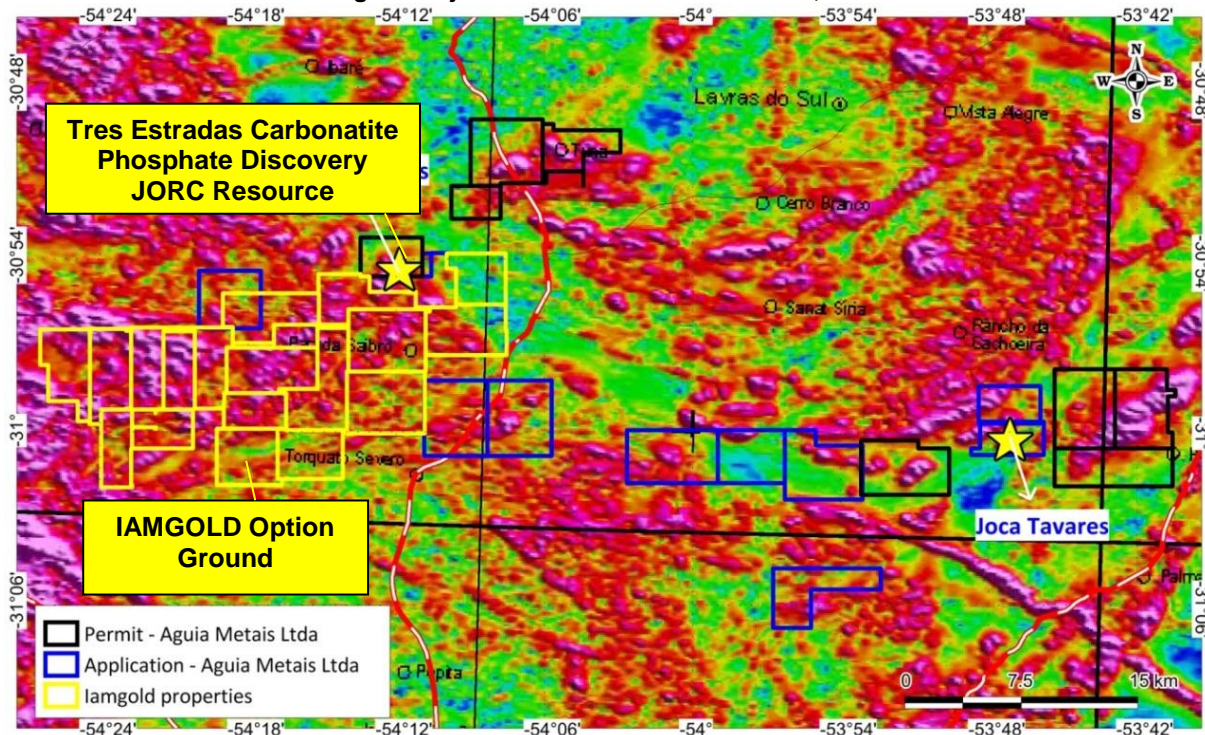
Subsequent to the end of the quarter and as reported to the ASX on January 21, 2013, mapping and sampling at Porteira has confirmed phosphate mineralisation with grades of up to $11\% \text{ P}_2\text{O}_5$ in surface rock chip sampling. The phosphate mineralisation is hosted within both carbonatite and carbonatite breccia similar in style to the recent discovery at Joca Tavares. Scattered outcrop occurs over an extensive area in both a western (5.5 kilometres x 0.5 kilometres) and eastern zone (1.95 kilometres x 0.45 kilometres) delineated from an airborne magnetic survey.

IAMGOLD Option Agreement

The Company has signed a Term Sheet to enter into an exclusive option agreement with IAMGOLD to acquire a large prospective landholding (27,342 hectares) to the southwest and along strike from the TE project (Figure 5). Highlights of the agreement include:

- The tenements are contiguous with the TE licence where the Company has made a significant phosphate discovery and cover the continuation of the magnetic trend extending from TE to the southwest for over 12 kilometres
- TE is similar to the carbonatite style hosted phosphate deposits mined by Vale within Brazil, examples include the Araxa (Reserve: 88.7 Mt @ 11.1% P₂O₅) and Cajati (Reserve: 85.1 Mt @ 5.5% P₂O₅) mines
- The tenements further consolidate the Company's landholding in this highly prospective region where it now has 61 tenements covering 86,000 hectares (860km²)
- Finalisation of the Option Agreement is subject to due diligence and execution by 21st February 2013.

Figure 5: Magnetic Image and Location of the Option Projects (IAMGOLD Corporation) in Yellow and Aguia Projects in Rio Grande do Sul State, SE Brazil



Some of the projects are located within the Brazilian border control zone (150 kilometres from the international border) restricting foreign ownership of the tenements to 49%. The Company will be required to enter into a joint venture with a Brazilian owned company to develop the tenements. Accordingly Aguia has set up a company called Aguia Fertilizers, in which Aguia Resources owns 49%, and Brazilian interests 51%, and which incorporates shareholder agreements channelling all economic benefits back to Aguia Resources. This arrangement is not expected to materially alter the Company's potential economic return on the funds invested as part of the exploration program.

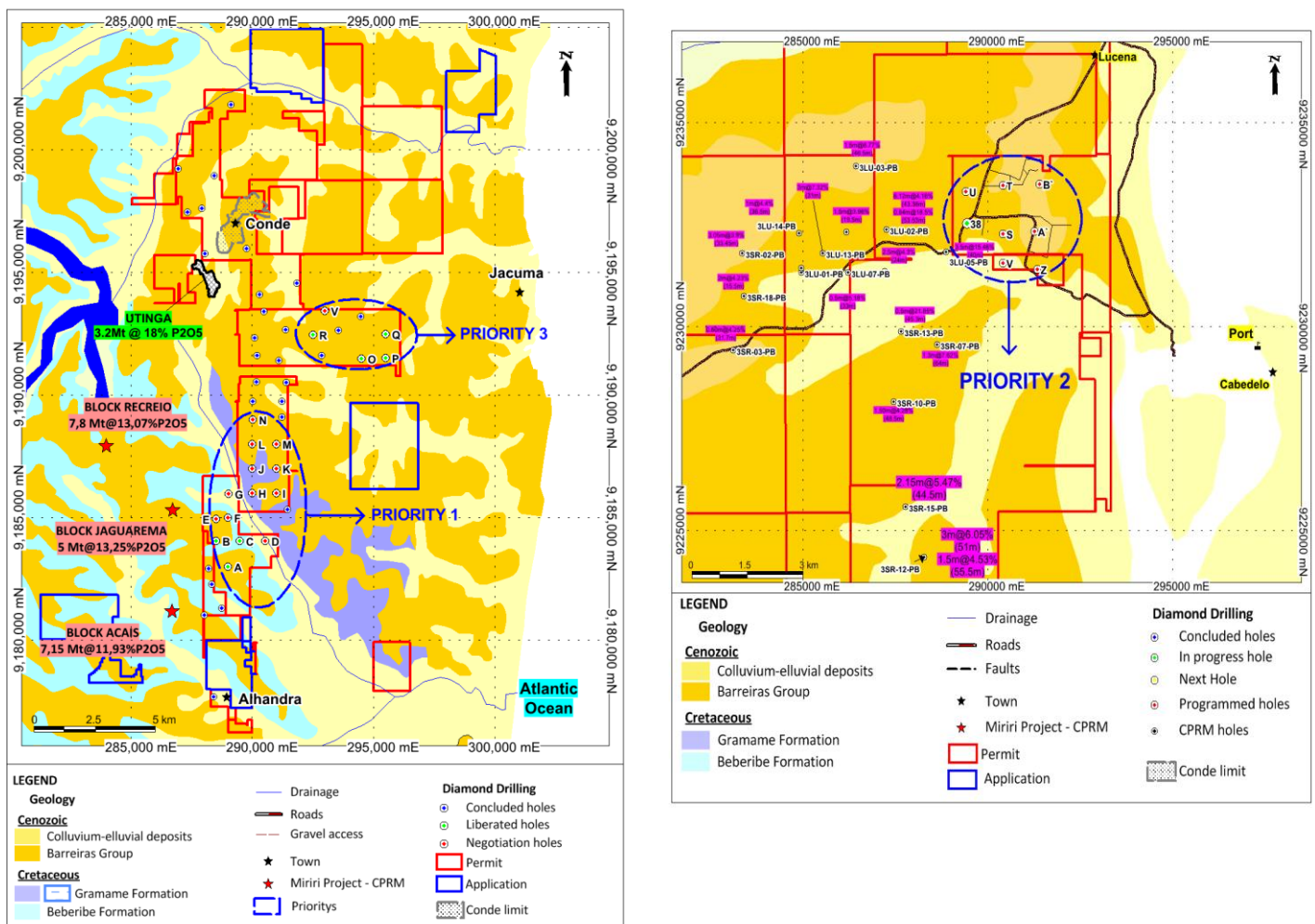
Lucena Phosphate Project (“LPP”)

The Company has previously reported assays from a first phase 28 hole drilling program spaced over a 20 kilometre zone. Twenty two holes drilled in late 2011 returned phosphate mineralisation over thicknesses ranging from 1.0 to 13.7 metres. Numerous high grade intersections were received including assays up to 23.3% P_2O_5 .

The main mineralised interval is located at the bottom of the Gramame Formation (limestone) near the top of the Itamaraca Formation (sandstone). The depth of the mineralisation varies from 15 to 94 metres depth with thickness in the range of 0.5 to 7.0 metres. The grades found vary from 3.1% to 21.9% P_2O_5 .

As a follow up to the initial drilling program the Company has recently completed a 21 hole, 1,700m diamond drilling program to delineate shallow mineralisation in three priority targets defined by the 2011 drilling. This work was completed in early December and assays have just been received. Significant assay results are included as Table 4. The data is currently being collated internally and will be sent to an independent assessment for a JORC resource calculation should the results of internal studies prove to be positive.

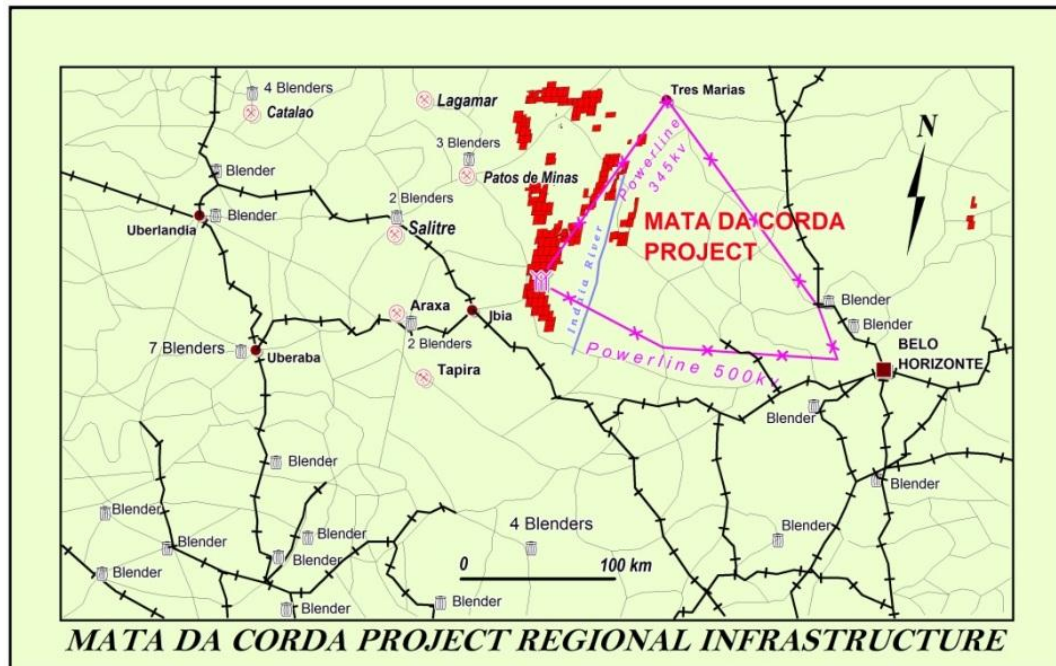
Figure 6: Lucena South Showing Known Deposits and Previous Drill Hole Locations and Priority Zones 1-3



Mata da Corda Phosphate Project (“MCPP”)

The MCPP is located within 150 kilometres of the four largest phosphate mines in Brazil; Vale’s Araxá (290Mt resource @ 14.9% P_2O_5) Tapira mines (744Mt @ 8.4% P_2O_5) and Catalão mines (224Mt @ 8.96% P_2O_5), and Anglo American’s Catalão mine (257Mt @ 7.43% P_2O_5). These four mines account for 84% of the installed capacity for phosphate rock production in Brazil, and over 90% of current proven reserves. Within this existing transportation corridor there are 32 major bulk fertiliser blenders (Figure 7).

Figure 7: Location of the Mata da Corda Project Relative to Operating Phosphate Mines, Major Fertiliser Bulk Blenders and Infrastructure including Roads, Railways, Power and Water



The MCPP is well located with excellent logistics. It is close to infrastructure (roads, water, railway and energy), potential primary (agriculture) customers, and fertiliser blenders and is on the main transportation route for the expanding agricultural districts of Mato Grosso.

MCPP is held in a joint venture with Vicenza Mineração e Participações S.A. (“Vicenza”) who is the operator and has an option to acquire 70% of the project.

Vicenza are currently concentrating activities on three targets, Presidente Olegario, Monjolinhos and São Bento. Work during the quarter has included geological mapping and rock chip sampling, with assays up to 22.83% P_2O_5 being received.

Late in the quarter Vicenza commenced a 4,000 metre drilling programme over the three targets, and also plan an 800 metre programme over the Capacete target, defined in earlier work by Aguiá. Results from this program are expected in the March quarter.

Potash Projects

Atlantic Potash Project

During the quarter the Company has continued to review data from historic work to aid in planning future activities on the project.

About the Atlantic Potash Project

The Atlantic Potash Project is located in the northeastern portion of Brazil in the State of Sergipe. The Project sits to the west and northeast of the city of Aracaju, the capital of Sergipe State with a population of 570,000 inhabitants and a large scale harbour.

Agua, through its wholly owned subsidiary Potássio do Atlantico Ltda ("Paltda"), has acquired 106 exploration claims totaling approximately 178,000 hectares (1,780 km²) consisting of five property areas in the Sergipe-Alagoas basin.

In addition the Company signed a Letter of Intent ("LOI") with Lara Exploration Ltd ("Lara") to acquire 100% of Lara's potash projects, located adjacent to Agua's projects.

Potash mineralisation was discovered in the Sergipe-Alagoas Basin by Petrobras during oil and gas exploration in the 1950's and 1960's. In Sergipe, sylvinite dominant potash deposits occur in the regions of Taquari-Vassouras and Santa Rosa de Lima. The discovery of sylvinite mineralisation resulted in the commencement of mining at the Taquari-Vassouras underground mine in 1985, first by Petromisa and later transferred to Vale in 1991.

The Sergipe Basin also hosts significant potash deposits comprised of carnallite. In anticipation of the sylvinite deposit becoming exhausted, Vale is developing a carnallite solution mining project within the basin, and has built a functioning pilot plant (2008) which has proved solution mining of carnallite in the Sergipe basin is commercially feasible with the aim of establishing capacity for 1.2 Mtpa KCl.

The Project is well located with excellent infrastructure (roads, water, and energy). Fertiliser blenders are located in the project area providing a ready local market for the product. The area has considerable oil exploration infrastructure, with several companies having offices and warehouses in Aracaju including Halliburton and Schlumberger. The harbour is located 15 kilometres north of Aracaju and it is used for the transport of oil, agricultural production and heavy equipment.

JORC Code Competent Person Statements

The Três Estradas Phosphate Project has a current JORC compliant inferred mineral resource of 21.33Mt @ 4.63% P₂O₅ (total initial contained phosphate of 0.99Mt P₂O₅).

The information in this report that relates to Exploration Results, Mineral Resources or Ore Reserves is based on information compiled by Dr Fernando Tallarico, who is a member of the Association of Professional Geoscientists of Ontario. Dr Tallarico is a full-time employee of Agua Resources Limited. Dr Tallarico has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity which he is undertaking to qualify as a Competent Person as defined in the 2004 Edition of the 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves ("JORC Code")'. Dr Tallarico consents to the inclusion in this report of the matters based on his information in the form and context in which it appears.

Table 2 – RC Drilling Results, Três Estradas

HOLE_ID	UTM_E	UTM_N	AZIMUTH	DIP	DEPTH (m)	FROM (m)	TO (m)	WIDTH (m)	GRADE (P ₂ O ₅ %)
TER-12-002	768154.56	6577626.72	-	90	15	2	15	13	5.62
TER-12-010	767991.32	6577540.39	-	90	13	0	7	7	4.73
TER-12-011	768014.89	6577495.37	-	90	13	0	7	7	5.07
TER-12-038	767518.91	6577150.5	-	90	32	0	32	32	9.98
					Includes	1	22	21	12.63
					Includes	7	14	7	16.21
					Includes	16	20	4	15.46
					27	0	23	23	12.9
TER-12-039	767609.54	6577200.9	-	90	Includes	3	21	18	14.24
					Includes	8	17	9	15.75
					24	0	24	24	10.35
TER-12-045	767438.29	6577102.3	-	90	Includes	2	18	16	12.41
					28	0	28	28	14.3
TER-12-046	767462.82	6577060	-	90	Includes	17	23	6	24.35
					27	0	27	27	6.46
TER-12-054	767541.27	6577222.1	-	90	30	0	30	30	10.48
TER-12-056	767703.79	6577321.4	150	60	Includes	0	21	21	12.93
					Includes	9	17	8	14.33
					30	0	30	30	13.56
TER-12-057	767411.53	6577036.3	150	60	Includes	10	26	26	16.88
					15	0	1	1	7.08
TER-12-058	767591.15	6577133.8	-	90	15	0	1	1	7.08
TER-12-065	767276.01	6577185.4	-	90	15	2	14	14	5.25
					Includes	4	10	6	7.43
TER-12-066	767244.27	6577227.3	-	90	11	0	1	1	3.55
TER-12-069	767303.5	6577028.6	-	90	19	0	1	1	5.2
TER-12-074	767127.76	6577038	-	90	Includes	8	15	7	3.51
TER-12-075	767144.2	6577114.4	-	90	24	18	24	6	3.94
TER-12-078	767187.1	6577131.1	-	90	21	0	21	21	5.29
					Includes	12	16	4	8.87
TER-12-089	767877.57	6577433.4	-	90	Includes	17	24	7	3.65
TER-12-090	767828.84	6577415.1	-	90	25	0	25	25	11.83
					Includes	0	17	17	15.36
					Includes	2	11	9	17.14
TER-12-091	767784.34	6577501.8	-	90	14	Not mineralised – sterilisation hole			
TER-12-092	767937.28	6577519.4	150	60	17	0	16	16	7.17
					Includes	0	8	8	9.37
TER-12-093	767962.21	6577487.2	-	90	13	0	1	1	3.53
TER-12-094	767787.03	6577390.5	-	90	25	0	25	25	5.26
					Includes	3	7	4	8.4

HOLE_ID	UTM_E	UTM_N	AZIMUTH	DIP	DEPTH (m)	FROM (m)	TO (m)	WIDTH (m)	GRADE (P ₂ O ₅ %)
TER-12-097	767745.17	6577366.7	-	90	Includes	9	12	3	7.03
					21	0	6	6	4.34
					Includes	0	2	2	6.71
					And	13	14	1	3.15
					And	18	19	1	3.24
TER-12-098	767598.05	6577222.6	-	90	24	0	24	24	12.49
					Includes	1	9	8	15.91
					Includes	12	19	7	15.14
TER-12-099	767474.42	6577137.4	150	60	30	0	30	30	11.48
					Includes	4	18	14	14.05
TER-12-100	766805.64	6577080.0	-	90	50	0	2	2	5.59
TER-12-105	767255.75	6578047.4	150	60	50	7	11	4	3.65

Table 3 –Diamond Drilling Results, Três Estradas

HOLE_ID	UTM_E	UTM_N	AZIMUTH	DIP	DEPTH (m)	FROM (m)	TO (m)	WIDTH (m)	GRADE (P ₂ O ₅ %)
TED-12-020	767099	6577173	150	-55	205.55	105.75	133.75	28	4.16
					And	164.4	184.65	20.25	3.47
TED-12-021	767045	6577105	150	-75	229.5	153.5	182.4	28.9	4.42
TED-12-022	767222	6577156	150	-65	343	1.3	26.35	25.15	6.02
					Includes	3.35	8.40	5.05	15.20
					And	31.00	65.90	34.90	3.51
					And	261.00	332.14	71.14	3.30
					Includes	278.90	299.00	20.10	4.12
TED-12-023	767628	6577260	150	-65	69.65	0	37.41	37.41	8.34
					Includes	0	22.94	22.94	10.92
					Includes	11.8	22.94	11.14	13.32
TED-12-024	767447	6577171	150	-55	113.75	37.2	109.32	72.12	4.35
TED-12-025	767605	6577308	150	-55	156	51.3	112.8	61.5	3.66
					Includes	11.05	14.3	3.25	11.65
					Includes	61	83	22	4.00
TED-12-026	767506	6577254	150	-55	156	51.3	112.8	61.5	3.66
					Includes	51.3	55	3.7	4.47
					Includes	73	76.6	3.6	4.79
					Includes	83.7	86.9	3.2	4.83
					Includes	103.3	112	8.7	4.36
					248.65	85.9	102.8	16.9	3.47
TED-12-027	767558	6577390	150	-65	And	114.07	143.33	29.26	3.39
					And	176	225	49	3.08
TED-12-028	767474	6577322	150	-55	219.8	51.95	76.9	24.95	3.51
					And	119.85	172	52.15	3.51
					Includes	130.15	141	10.85	4.05

HOLE_ID	UTM_E	UTM_N	AZIMUTH	DIP	DEPTH (m)	FROM (m)	TO (m)	WIDTH (m)	GRADE (P ₂ O ₅ %)
TED-12-029	767407	6577251	150	-55	206.15	0.3	4.5	4.2	13.43
					And	13.35	32.05	18.7	3.49
					Includes	13.35	18.9	5.55	5.01
					And	123.6	135.18	11.58	4.32
					And	144.33	197.2	52.87	3.56
					Includes	148.42	154	5.58	4.39
TED-12-030	767365	6577323	150	-55	319.1	166.3	180.69	14.39	3.44
					And	207.88	313.15	105.27	3.5
TED-12-031	767652	6577421	150	-60	185.2	37.6	53.03	15.43	3.69
					And	84	166.45	82.45	3.37
					Includes	116	129	13	4.00
TED-12-032	767930	6577560	150	-60	80.1	17.55	50.17	32.62	3.53
TED-12-033	767761	6577436	150	-55	102.8	0	17	17	3.79
					Includes	11.85	14.95	3.1	6.26
					And	36.1	81.68	45.58	3.54
TED-12-034	767803.049	6577558.754	150	-60	202.65	139.50	142.30	2.80	2.38
TED-12-035	767898.894	6577602.467	150	-65	181.85	Not mineralised			
TED-12-036	767353.166	6577181.114	150	-60	199.75	122.78	159.02	36.24	3.54
					And	165	180.64	15.65	3.53
TED-12-037	767725.024	6577499.908	150	-60	172.20	107.43	145.15	37.72	3.29
TED-12-038	767307.285	6577278.721	150	-60	355.75	77	78.55	1.55	3.41
					And	90.43	94.37	3.94	3.83
					And	155.5	174.14	18.65	3.88
					And	204.78	206.02	1.34	3.56
					And	219.69	344.55	124.86	3.47
TED-12-039	767895.926	6577411.032	330	-55	187.60	63.9	73.9	1	4.02
					And	90	91	1	3.28
					And	96.08	99.66	3.58	4.02
					And	105.08	106.19	1.11	3.08
					And	116.12	112.2	6.08	3.31
TED-12-040	768002.973	6577601.825	150	-60	134.00	Not mineralised			

Table 4 – Diamond Drilling Results, Lucena

HOLE_ID	UTM_E	UTM_N	AZIMUTH	DIP	DEPTH (m)	FROM (m)	TO (m)	WIDTH (m)	GRADE (P ₂ O ₅ %)
LCD-11-029	288733	9184117	-	-90	61.15	48.25	50.00	1.75	9.76
					Includes	48.25	49.15	0.90	15.97
LCD-11-030	289122	9183022	-	-90	65.35	Not Mineralised			
LCD-11-031	288576	9184736	-	-90	83	26.70	33.00	6.30	4.94
					Includes	27.80	29.50	1.70	7.76
					And	38.15	41.50	3.35	4.07
LCD-11-032	288506	9184715	-	-90	67.3	Not Mineralised			
LCD-11-033	289912	9183251	-	-90	55.1	34.50	36.00	1.50	11.34

HOLE_ID	UTM_E	UTM_N	AZIMUTH	DIP	DEPTH (m)	FROM (m)	TO (m)	WIDTH (m)	GRADE (P ₂ O ₅ %)
LCD-12-034	289591	9182176	-	-90	47.05	30.00	32.30	2.30	3.34
					Includes	31.25	31.70	0.45	5.15
LCD-12-035	288273	9185891	-	-90	45.7	22.00	22.75	0.75	7.19
LCD-12-036	294405	9191629	-	-90	103	96.50	97.50	1.00	6.08
					Includes	97.00	97.50	0.50	8.71
LCD-12-37	290817	9184188	-	-90	55.85	39.60	40.10	0.50	5.82
					And	44.00	47.00	3.00	3.81
LCD-12-38	289387	9232542	-	-90	90.1	50.00	54.70	4.70	4.88
					Includes	52.00	54.00	2.00	6.14
					And	77.50	79.15	1.65	4.18
LCD-12-39	290442	9232251	-	-90	66.2	61.95	64.30	2.35	7.02
					Includes	63.20	64.30	1.10	10.09
LCD-12-40	291262	9232339	-	-90	100.05	88.45	90.50	2.05	2.94
LCD-12-41	291339	9231410	-	-90	39.3	Not Mineralised			
LCD-12-42	291528	9231534	-	-90	74.8	65.40	67.15	1.75	4.38
LCD-12-043	290392	9231555	-	-90	80.45	74.00	76.95	2.95	4.18
					Includes	76.55	76.95	0.40	9.37
LCD-12-044	289387	9233433	-	-90	110	69.50	71.00	1.50	3.49
					And	95.50	96.00	0.50	3.47
LCD-12-045	290281	9233471	-	-90	99.3	83.00	83.80	0.80	5.07
LCD-12-046	291394	9233477	-	-90	92.35	Not Mineralised			
LCD-12-047	295587	9192481	-	-90	143.4	139.50	140.50	1.00	6.05
LCD-12-048	295375	9191471	-	-90	116.85	112.50	113.75	1.25	4.44
LCD-12-049	292352	9192389	-	-90	103.5	96.00	97.50	1.50	6.04

Appendix 5B

Mining exploration entity quarterly report

Introduced 1/7/96. Origin: Appendix 8. Amended 1/7/97, 1/7/98, 30/9/2001.

Name of entity

AGUIA RESOURCES LIMITED

ABN

94 128 256 888

Quarter ended ("current quarter")

31 December 2012

Consolidated statement of cash flows

		Current quarter	Year to date (6 months)
		\$A'000	\$A'000
Cash flows related to operating activities			
1.1	Receipts from product sales and related debtors	-	-
1.2	Payments for		
	(a) exploration and evaluation	(1,601)	(2,733)
	(b) development	-	-
	(c) production	-	-
	(d) administration	(505)	(1,075)
1.3	Dividends received	-	-
1.4	Interest and other items of a similar nature received	28	86
1.5	Interest and other costs of finance paid	-	-
1.6	Income taxes paid	-	-
1.7	Other (provide details if material)		
	- Other income- litigation disbursements received		
	- Business development	(157)	(254)
Net Operating Cash Flows		(2,235)	(3,976)
Cash flows related to investing activities			
1.8	Payment for purchases of:		
	(a)prospects	-	-
	(b)equity investments	-	-
	(c)other fixed assets	(17)	(19)
1.9	Proceeds from sale of:		
	(a)prospects	-	-
	(b)equity investments	-	-
	(c)other fixed assets	-	-
1.10	Loans to other entities	-	-
1.11	Loans repaid by other entities	-	-
1.12	Other (provide details if material)		
	- Cash acquired on acquisition of subsidiary	-	-
Net investing cash flows		-	-
1.13	Total operating and investing cash flows (carried forward)	(2,252)	(3,995)

+ See chapter 19 for defined terms.

1.13	Total operating and investing cash flows (brought forward)	(2,252)	(3,995)
	Cash flows related to financing activities		
1.14	Proceeds from issues of shares, options, etc.	2,545	2,545
1.15	Proceeds from sale of forfeited shares	-	-
1.16	Proceeds from borrowings	-	-
1.17	Repayment of borrowings	-	-
1.18	Dividends paid	-	-
1.19	Other (provide details if material) - Capital raising expenses	(70)	(70)
	Net financing cash flows	2,475	2,475
	Net increase (decrease) in cash held	232	(1,520)
1.20	Cash at beginning of quarter/year to date	3,000	4,739
1.21	Exchange rate adjustments (refer 2.1 below)	(9)	(5)
1.22	Cash at end of quarter	3,214	3,214

Payments to directors of the entity and associates of the directors

Payments to related entities of the entity and associates of the related entities

	Current quarter \$A'000
1.23 Aggregate amount of payments to the parties included in item 1.2	170
1.24 Aggregate amount of loans to the parties included in item 1.10	-

1.25 Explanation necessary for an understanding of the transactions

Payments include salary, fees and superannuation.

Non-cash financing and investing activities

2.1 Details of financing and investing transactions which have had a material effect on consolidated assets and liabilities but did not involve cash flows

2.2 Details of outlays made by other entities to establish or increase their share in projects in which the reporting entity has an interest

Not applicable.

Financing facilities available

Add notes as necessary for an understanding of the position.

	Amount available \$A'000	Amount used \$A'000
3.1 Loan facilities	-	-
3.2 Credit standby arrangements	-	-

Estimated cash outflows for next quarter

	\$A'000
4.1 Exploration and evaluation	1,000
4.2 Development	-
4.3 Production	-
4.4 Administration	500
Total	1,500

Reconciliation of cash

Reconciliation of cash at the end of the quarter (as shown in the consolidated statement of cash flows) to the related items in the accounts is as follows.	Current quarter \$A'000	Previous quarter \$A'000
5.1 Cash on hand and at bank	3,214	3,000
5.2 Deposits at call	-	-
5.3 Bank overdraft	-	-
5.4 Other (provide details)	-	-
Total: cash at end of quarter (item 1.22)	3,214	3,000

Changes in interests in mining tenements

	Tenement reference	Nature of interest (note (2))	Interest at beginning of quarter	Interest at end of quarter
6.1 Interests in mining tenements relinquished, reduced or lapsed				
6.2 Interests in mining tenements acquired or increased				

+ See chapter 19 for defined terms.

Issued and quoted securities at end of current quarter

Description includes rate of interest and any redemption or conversion rights together with prices and dates.

		Number not quoted	Number quoted	Issue price per security (see note 3) (cents)	Amount paid up per security (see note 3) (cents)
7.1	Preference +securities (description)	AGRAC Performance Class A Performance Class B Performance Class C Performance	40,000,000 20,000,000 30,000,000 30,000,000		
7.2	Changes during quarter (a) Increases through issues (b) Decreases through returns of capital, buy-backs, redemptions				
7.3	+Ordinary securities	Ordinary shares AGRAD Ordinary shares		102,151,387 20,000,000	
7.4	Changes during quarter (a) Increases through issues (b) Decreases through returns of capital, buy-backs	Ordinary shares placement		15,906,250	
7.5	+Convertible debt securities (description)				
7.6	Changes during quarter (a) Increases through issues (b) Decreases through securities matured, converted				
7.7	Options (description and conversion factor)	Various options and expiry dates	9,001,602	-	Exercise Price Various
7.8	Issued during quarter	Incentive options Employee options	500,000 630,000	\$0.25 \$0.25	
7.9	Exercised during quarter				
7.10	Expired during quarter				
7.11	Debentures (totals only)				
7.12	Unsecured notes (totals only)				

+ See chapter 19 for defined terms.

Compliance statement

- 1 This statement has been prepared under accounting policies which comply with accounting standards as defined in the Corporations Act [or other standards acceptable to ASX \(see note 4\)](#).
- 2 This statement does give a true and fair view of the matters disclosed.

Sign here: Date: 30 January 2013
(Company secretary)

Print name: ANDREW BURSILL

Notes

- 1 The quarterly report provides a basis for informing the market how the entity's activities have been financed for the past quarter and the effect on its cash position. An entity wanting to disclose additional information is encouraged to do so, in a note or notes attached to this report.
- 2 The "Nature of interest" (items 6.1 and 6.2) includes options in respect of interests in mining tenements acquired, exercised or lapsed during the reporting period. If the entity is involved in a joint venture agreement and there are conditions precedent which will change its percentage interest in a mining tenement, it should disclose the change of percentage interest and conditions precedent in the list required for items 6.1 and 6.2.
- 3 **Issued and quoted securities** The issue price and amount paid up is not required in items 7.1 and 7.3 for fully paid securities.
- 4 The definitions in, and provisions of, *AASB 1022: Accounting for Extractive Industries* and *AASB 1026: Statement of Cash Flows* apply to this report.
- 5 **Accounting Standards** ASX will accept, for example, the use of International Accounting Standards for foreign entities. If the standards used do not address a topic, the Australian standard on that topic (if any) must be complied with.

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+ See chapter 19 for defined terms.