AQUARIUS COATINGS INC.

2013 FIRST QUARTER REPORT AND FINANCIAL STATEMENTS

JUNE 30, 2012

In accordance with National Instrument 51-102 released by the Canadian Securities Administrators, the Company discloses that its auditors have not reviewed the unaudited consolidated financial statements for the three month period ended June 30, 2012

REPORT TO SHAREHOLDERS

Enclosed please find the unaudited consolidated financial statements for the three month period ended June 30, 2012, together with the comparative statements of operations and cash flow for the three month period ended June 30, 2011, and the comparative balance sheets as at June 30, 2012 and March 31, 2012.

Sincerely,

Signed "David J. Hennigar"

David J Hennigar
Chairman and Acting CEO
August 22, 2012

Aquarius Coatings Inc.
Consolidated Balance Sheets
(Expressed in Canadian dollars)

(See Note 1 - Going Concern)

		Jun 30, 2012		Mar 31, 2012
		(Unaudited)		(Audited)
ASSETS				
Current Assets				
Accounts Receivable (Note 4)	$	**31,819**	$	47,690
Inventory (Note 5)		**76,709**		68,054
Prepaid Expenses		**6,282**		6,282
		114,810		122,026
Long-term investment (Note 9)		**114,417**		112,171
Capital assets (Note 6)		**4,998**		2,702
	$	**234,225**	$	236,899
LIABILITIES AND SHAREHOLDERS' DEFICIENCY				
Liabilities				
Bank indebtedness	$	**10,349**	$	10,850
Accounts payable and accrued liabilities		**545,925**		526,271
Note Payable (Note 8)		**200,000**		200,000
Due to related parties (Note 7)		**3,130,274**		3,067,329
		3,886,548		3,804,450
Shareholders' Deficiency				
Share Capital (Note 10)		**10,340,865**		10,340,865
Contributed surplus		**5,193,806**		5,193,806
Accumulated other comprehensive income		**114,416**		112,170
Deficit		**(19,301,410)**		(19,214,392)
		(3,652,323)		(3,567,551)
	$	**234,225**	$	236,899

See accompanying notes to consolidated financial statements

Approved on behalf of the Board

"David J. Hennigar"
David J. Hennigar

"N. Gary Van Nest"
N. Gary Van Nest

Aquarius Coatings Inc.

Consolidated Statement of Comprehensive Income (unaudited)

(Expressed in Canadian dollars)

	Three Months Ended			
		Jun 30,2012		Jun 30,2011
Sales	**$**	**42,793**	$	76,766
Cost of sales		**30,401**		43,944
Gross Margin		**12,392**		32,822
Expenses				
Selling, general and administrative		**93,550**		75,470
Bank Charges and Interest		**5,556**		4,676
Amortization		**304**		238
		99,410		80,384
Net loss		**(87,018)**		(47,562)
Other comprehensive income (loss) (Note 9)		**2,246**		(842)
Total comprehensive income (loss)		**(84,772)**		(48,404)
Loss per share		**$0.0008**		$0.0004

See accompanying notes to consolidated financial statements

Shares outstanding (Note 10)	107,948,144	107,948,144

Aquarius Coatings Inc.

Condensed Consolidated Statement of Changes in Equity

(Expressed in Canadian dollars)

for the three month period ended June 30, 2012

	Issued Capital Shares	Amount	Contributed Surplus	Deficit	Other Comprehensive Income	Total
Balance March 31, 2012	107,948,144	$ 10,340,865	$ 5,193,806	$ (19,214,392)	$ 112,170	$ (3,567,551)
Net income (loss) for the period				(87,018)		(87,018)
Other comprehensive income					2,246	2,246
Balance June 30, 2012	107,948,144	$ 10,340,865	$ 5,193,806	$ (19,301,410)	$ 114,416	$ (3,652,323)

See accompanying notes to consolidated financial statements

Aquarius Coatings Inc.
Consolidated Statement of Cash Flows (unaudited)
(Expressed in Canadian dollars)

	Three Months Ended	
	Jun 30, 2012	Jun 30, 2011
Cash flows were provided by (used in):		
Operating activities		
Net loss for the period	$ **(87,018)**	$ (47,562)
Amortization	**304**	238
Accounts Receivable	**15,871**	1,262
Inventory	**(8,655)**	10,392
Prepaid Expenses	**0**	1
Accounts payable and accrued liabilities	**19,654**	1,049
	(59,844)	(34,620)
Financing activities		
Advances from related parties	**62,945**	44,646
Increase (decrease) in bank indebtedness	**(501)**	(7,615)
	62,444	37,031
Investment activities		
Purchase capital assets	**(2,600)**	0
	(2,600)	0
Increase (Decrease) in cash during the period	**(0)**	2,411
Cash, beginning of period	**0**	0
Cash, end of period	$ **(0)**	$ 2,411

See accompanying notes to consolidated financial statements

1. NATURE OF OPERATIONS

Aquarius Coatings Inc. (the "Company") was incorporated under the *Business Corporations Act* (Ontario) in 1986 with its office located at 190 Marycroft Avenue, Unit 5, Woodbridge, Ontario, L4L 5Y1. Its shares are listed on the Toronto Stock Exchange Venture under the symbol "AQC". The Company markets a broad line of protective coatings for steel, concrete and manufactured goods with distribution throughout North America. Trade names include Blue Steel Primer, Armaglaze, Armabrite, Armacote, Armakleen123, Sure Tred and Saf-T-Seal.

2. GOING CONCERN

The consolidated financial statements for the Company have been prepared on a going concern basis, which assumes the Company will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities and commitments in the normal course of business.

The Company currently has limited operating revenues and during the years ended March 31, 2012 and March 31, 2011 incurred losses of $275,759 and $244,439, respectively. At March 31, 2012 and June 30, 2012, the Company has a working capital deficiency of $3,682,424 and $3,771,738, respectively. Also, at March 31, 2012 and June 30, 2012, the Company has a shareholders' deficiency of $3,567,551 and $3,652,323, respectively. Consequently, the Company's ability to continue as a going concern is dependent on the support of its creditors, the ability to obtain additional financing, and ultimately, the attainment of profitable operations. The Company's lenders, whom are significant shareholders, have indicated that their support will continue over the forthcoming year.

If the going concern assumption were not appropriate for these consolidated financial statements, adjustments would be necessary to the carrying values of assets and liabilities, the reported loss for the period and balance sheet classifications.

3. SIGNIFICANT ACCOUNTING POLICIES

(a) Basis of presentation

The consolidated financial statements are presented in Canadian dollars which is also the Company and its subsidiaries' functional currency.

These consolidated financial statements have been prepared by management using the same accounting policies and methods as used in the Company's audited consolidated financial statements for the year ended March 31, 2012. The interim financial statements have, in management's opinion, been properly prepared in compliance with International Financial Reporting Standards ("IFRS"), as issued by the IASB, and the Interpretations of the International Financial Reporting Interpretations Committee ("IFRIC").

(b) Basis of consolidation

The consolidated financial statements include the accounts of the Company and its subsidiaries, Scotiachemco Holdings Limited, Scotiachemco Inc., and Trend Coatings Limited. Inter-company transactions and balances have been eliminated.

(c) Basis of preparation

The consolidated financial statements are prepared on the historical cost basis except for certain assets, liabilities and financial instruments which are measured at their fair values, as explained in the relevant accounting policies set out below.

3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(d) Accounting estimates

The preparation of financial statements requires management to make judgements, estimates and assumptions that effect the application of policies and reported amounts of assets and liabilities, revenue and expenses and the accompanying notes. Actual results could differ from these estimates under the circumstances. Accounting estimates will, by definition, seldom equal the actual results. The areas that management makes critical estimates, assumptions and judgments are allowance for doubtful accounts, inventories provision, fair value of long-term investments, recoverability of deferred tax assets, and impairment of assets.

(e) Revenue Recognition

Revenue is measured at the fair value of the consideration received or receivable. Revenue from the sale of product is recognized upon shipment, when the Company has transferred to the buyer the significant risks and rewards of ownership of the goods; the Company retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold; the amount of revenue can be measured reliably; it is probable that the economic benefits associated with the transaction will flow to the Company; and the costs incurred or to be incurred in respective of the transaction can be measured reliably. The transfer of risks and rewards occurs based on the terms of the sales contract. The Company sells its products at agreed upon prices to its customers, which reflect prevailing market prices.

(f) Inventory

Inventories include raw materials and finished goods. Inventories are stated at the lower of cost and net realizable value. Cost is determined on a first-in-first-out basis and includes material, subcontract cost, and net realizable value is the anticipated selling price over costs to sell and replacement cost for raw materials. Reversal of previous write-downs is required when there is a subsequent increase in the value of inventories.

(g) Equipment

Amortization is provided on equipment over the estimated useful life using the following rates and methods:

Computer equipment	- 50% declining balance
Plant equipment	- 20% declining balance

(h) Income Taxes

Income taxes are calculated using the liability method. Temporary differences arising from the difference between the tax basis of an asset or liability and its carrying amount on the balance sheet are used to calculate deferred income tax liabilities or assets. Deferred income tax liabilities or assets are calculated using the substantively enacted rates and laws that are expected to be in effect in the periods that the temporary differences are expected to reverse. The effect of changes in rates is included in the statement of comprehensive income in the period which included the substantive enactment date. A deferred tax asset is recognized to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

(i) Foreign Currency

Foreign currency transactions are translated into Canadian dollars at the rate prevailing on the dates of the transactions. Monetary assets and liabilities in foreign currencies are translated into Canadian dollars at the rates of

3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

exchange in effect at the end of the period. Translation gains and losses are recorded in the statement of comprehensive income.

(j) Provisions

A provision is recognized in the balance sheet when the Company has a present legal or constructive obligation as a result of a past event, and it is probable that an outflow of economic benefits will be required to settle the obligation. If the effect is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability.

(k) Earnings per share

Basic earnings per share amounts are calculated by dividing net profit for the year attributable to common shareholders by the weighted average number of common shares outstanding during the year. Diluted earnings per share amounts are calculated by dividing the net profit attributable to common shareholders by the weighted average number of shares outstanding during the period plus the weighted average number of shares that would be issued on the conversion of all the dilutive potential ordinary shares into common shares.

(l) Impairment of assets

Equipment is tested for impairment whenever events or changes in circumstances indicate that their carrying amount may not be recoverable. The recoverable amount is the higher of fair value less costs to sell and value in use. Fair value (less costs to sell) is the amount obtainable from the sale of the asset or group of assets in an arm's length transaction between knowledgeable and willing parties, less costs to sell. Value in use is equal to the present value of future cash flows expected to be derived from the use and sale of the asset.

Impairment losses may be reversed, in a subsequent period where the impairment no longer exists or has decreased. The carrying amount after a reversal must not exceed the carrying amount (net of depreciation) that would have been determined had no impairment loss been recognized.

Impairment of financial assets

A financial asset not carried at fair value through profit or loss and an available-for-sale financial asset is assessed at each reporting date to determine whether there is objective evidence that it is impaired. A financial asset is impaired if objective evidence indicates that a loss event has occurred after the initial recognition of the asset, and that the loss event had a negative effect on the estimated future cash flows of that asset that can be estimated reliably.

Impairment losses on available-for-sale investment securities are recognized by transferring the cumulative loss that has been recognized in other comprehensive income, and presented in the fair value reserve in equity, to profit or loss. The amount of the cumulative loss that is recognized in profit or loss is the difference between the acquisition cost and current fair value, less any impairment loss on that financial asset previously recognized in profit or loss.

(m) Financial Instruments

The Company recognizes a financial asset or a financial liability when, and only when, it becomes a party to the contractual provisions of the instrument. Such financial assets or financial liabilities are initially recognized at fair value and the subsequent measurement depends on their classification.

3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

All financial assets are classified into one of the following four categories: held for trading, held to maturity, loans and receivables or available for sale. All financial liabilities are classified into one of the following two categories: held for trading or other financial liabilities. The classification determines the accounting treatment of the instrument. The classification is determined by the Company when the financial instrument is initially recorded, based on the underlying purpose of the instrument.

The Company has elected to apply the following classifications to each of its significant categories of financial instruments:

Cash	Held for trading	Fair value
Accounts receivable	Loans and receivables	Amortized cost
Long-Term Investments	Available-for-sale	Fair value
Bank indebtedness	Other liabilities	Amortized cost
Accounts payable and accrued liabilities	Other liabilities	Amortized cost
Note payable	Other liabilities	Amortized cost
Amount due to related party	Other liabilities	Amortized cost

Held-for-trading financial investments are measured at fair value and all gains and losses are included in operations in the period in which they arise. Available-for-sale financial instruments are measured at fair value with revaluation gains and losses included in other comprehensive income. Investments in equity instruments classified as available-for-sale that do not have a quoted market price in an active market and whose fair value cannot be reliably measured are measured at cost. When available-for-sale financial assets are derecognized, the cumulative gain or loss previously recognized directly in equity is recognized in profit or loss. Loans and receivables, investments held to maturity and other financial liabilities are measured at amortized cost using the effective interest method. Gains and losses upon inception, impairment write-downs and foreign exchange translation adjustments are recognized immediately

(n) Fair value measurement

The Company categorizes its financial assets and liabilities measured at fair value into one of three different levels depending on the observability of the inputs used in the measurement.

Level 1: This level includes assets and liabilities measured at fair value based on unadjusted quoted prices for identical assets and liabilities in active markets that are accessible at the measurement date.
Level 2: This level includes valuations determined using directly or indirectly observable inputs other than quoted prices included within Level 1.
Level 3: This level includes valuations based on inputs which are less observable, unavailable or where the observable data does not support a significant portion of the instruments' fair value.

(o) Recent accounting pronouncements

Certain pronouncements were issued by the IASB or the IFRIC that are mandatory for accounting periods after March 31, 2012. Those pronouncements, that could be applicable or could have a significant impact to the Company, are discussed in detail in Note 3(o) to the March 31, 2012 audited financial statements. The pronouncements, which will be effective for the fiscal year commenting April 1, 2013, have not yet been adopted and are being evaluated to determine the resultant impact on the Company.

(Expressed in Canadian dollars, unless otherwise indicated)

4. ACCOUNTS RECEIVABLE

	Jun 30, 2012	Mar 31, 2012
Accounts Receivable	**$86,248**	$94,675
Allowance for doubtful debts	**(54,429)**	(46,985)
	$31,819	**$47,690**

Allowance for doubtful debts:	Period Ended	
	Jun 30, 2012	Mar 31, 2012
Balance beginning of period	**$46,985**	$46,985
Additional bad debt provision	**7,444**	-
Balance end of period	**$54,429**	**$46,985**

5. INVENTORY

Inventory is comprised as follows:

	Jun 30, 2012	Mar 31, 2012
Raw Materials	**$73,479**	$70,769
Finished Goods	**24,696**	18,750
	98,174	89,519
Provision for obsolete inventory	(21,465)	(21,465)
	76,709	68,054

Cost of sales for the three month period includes direct product costs of $23,559 (June 30, 2011 - $41,772)

(Expressed in Canadian dollars, unless otherwise indicated)

6. CAPITAL ASSETS

Equipment is comprised of:

	Computer Equipment	Plant Equipment	Total
Cost:			
Balance March 31, 2012	$ 8,219	$ 1,450	$ 9,669
Additions	-	2,600	2,600
Balance June 30, 2012	$ 8,219	$ 4,050	$ 12,269
Accumulated Depreciation:			
Balance March 31, 2012	$ 6,677	$ 290	$ 6,967
Charge for period	188	116	304
Balance June 30, 2012	$ 6,865	$ 406	$ 7,271
Net Book Value:			
Balance March 31, 2012	$ 1,542	$ 1,160	$ 2,702
Balance June 30, 2012	$ 1,354	$ 3,644	$ 4,998

7. DUE TO RELATED PARTY

	Jun 30, 2012	Mar 31, 2012
Note payable to Forest Lane Holdings Limited, a company controlled by a shareholder, is non-interest bearing with no specific terms of repayment. The amount is secured by a general security agreement.	**$3,130,274**	$3,067,329

8. NOTE PAYABLE

	Jun 30, 2012	Mar 31, 2012
Subordinated promissory note payable, non-interest bearing, unsecured and payable on demand.	**$200,000**	$200,000

(Expressed in Canadian dollars, unless otherwise indicated)

9. LONG TERM INVESTMENT

Woodland Biofuels Inc. ("Woodland")

The Company holds 112,272 shares in Woodland which were originally carried at a nominal value since no readily available market for the shares existed at that time. Further details appear in Note 9 of the notes to the Consolidated Financial Statements for the year ended March 31, 2012. Woodland completed a private placement of 4,000,000 shares in December 2010 at a price of US$1.00 per share, and completed another private placement of 100,000 shares in September 2011 at a price of $1.00 per share. The Company has used these two valuations as the basis for the fair value measurement of the investment in Woodland. The changes between the values on the balance sheet dates are recorded in other comprehensive income for the year ended March 31, 2012 and the three months ended June 30, 2012. Further details are outlined in Note 19 to the March 31, 2012 Audited Financial Statements regarding the valuation and designation of the long-term investment under IFRS.

10. SHARE CAPITAL

Share capital consists of the following:

Authorized
Unlimited number of non-voting, non-cumulative preference shares, issuable in series, convertible into one common share and redeemable at their stated capital amount
Unlimited number of common shares

	Number of Shares		Dollar Value	
	Jun 30,2012	Mar 31, 2012	**Jun 30,2012**	Mar 31, 2012
Issued				
Common	**107,948,144**	107,948,144	**$ 10,340,865**	$ 10,340,865

11. LOSS PER SHARE

The loss per share is calculated based upon the weighted average number of common shares outstanding during the period of 107,948,144 (2011 – 107,948,144)

12. COMMITMENTS

The Company rents premises on a monthly basis and has no long term lease commitments and has no capitalized lease commitments.

(Expressed in Canadian dollars, unless otherwise indicated)

13. MANAGEMENT OF CAPITAL

The Company defines capital that it manages as the aggregate of its loans payable, share capital, contributed surplus, other comprehensive income and deficit. Its objectives when managing capital are to ensure that the Company will continue as a going concern, so that it can provide returns to its shareholders.

	Jun 30, 2012	Mar 31, 2012
Notes payable	**$ 200,000**	$ 200,000
Loan due to shareholder	**3,130,274**	3,067,329
Share capital	**10,340,865**	10,340,865
Contributed surplus	**5,193,806**	5,193,806
Other Comprehensive Income	**114,416**	112,170
Deficit	**(19,301,410)**	(19,214,392)
Total Capital (Deficiency)	**$ (322,049)**	$ (300,222)

The Company manages its capital structure and makes adjustments to it in light of economic conditions. The Company, upon approval from its Board of Directors, will make changes to its capital structure as deemed appropriate under the specific circumstances.

The Company is not subject to any externally imposed capital requirements or debt covenants, and does not presently utilize any quantitative measures to monitor its capital. The Company's overall strategy with respect to management of capital remains unchanged from the year ended March 31, 2011. Please refer to Note 13 to the Consolidated Financial Statements for the year ended March 31, 2011 for additional information on Management of Capital

14. SEGMENTED INFORMATION

Management has determined that the Company carries on business in one operating segment only. All capital assets are located in Canada. Sales other than to Canadian customers for the three month period ended June 30, 2012 were export sales to the United States of US$17,165 (three month period ended June 30, 2011 – US$1,910). Accounts receivable from United States customers at June 30, 2012 amounted to US$16,762 (June 30, 2011 – US$3,907)

DIRECTORS AND OFFICERS

David J. Hennigar	Chairman, Acting Chief Executive Officer and Director
J. T. MacQuarrie, Q.C.	Director
N. Gary Van Nest	Director
Michael G Ryan	Director
Lorne S. MacFarlane	Chief Financial Officer and Secretary

Listed: TSX Venture Exchange
Stock Symbol: AQC