# MANAGEMENT DISCUSSION AND ANALYSIS

## FOR THE THREE MONTHS ENDED JUNE 30, 2013

## 1. CAUTION REGARDING FORWARD-LOOKING STATEMENTS

The discussion and analysis of Aquarius Coatings Inc. (the "Company") may contain forward-looking statements, which involve risks and uncertainties. Actual events could differ from those anticipated in forward-looking statements. While this MD&A reflects the period ending June 30, 2013, it also addresses key events that have occurred up to and including the date of writing on August 26, 2013.

Forward-looking statements may include sales, earnings, and profitability comments. These statements may contain words such as "anticipated", "expected", "could", "should", "may", "plans", "will", or similar expressions that are based on and arise out of our experience, our perception of trends, current conditions and expected future developments as well as other factors. By their very nature, forward-looking statements involve uncertainties and risks that the forecasts and targets will not be achieved. Readers are cautioned not to place undue reliance on forward looking statements as a number of important factors, as disclosed herein and in the Company's other continuous disclosure documents, could cause actual results to differ materially from those expressed in such forward looking statements.

Readers are also referred to SEDAR at www.sedar.com for additional information.

## 2. INTRODUCTION

The following is a discussion and analysis of the Company's results of operations and financial condition for the three months ended June 30, 2013 and should be read in conjunction with its audited consolidated financial statements for the year ended March 31, 2013 and the related notes thereto. The amounts included in the following discussions are expressed in Canadian dollars (unless otherwise indicated).

## 3. GOING CONCERN

These financial statements have been prepared on a going concern basis which assumes the Company will be able to realize its assets and discharge its liabilities in the normal course of operations. The Company has incurred significant losses for a period of several years and has both a working capital and shareholders' deficiency. Accordingly, the ability of the Company to continue as a going concern is uncertain and is dependent upon obtaining sufficient levels of financing, achieving profitable operations and continued support from its shareholders. These financial statements do not include any adjustments to the amounts or classification of financial statement items that might be necessary if the Company was unable to continue as a going concern. No adjustment has been made in these financial statements to reflect liquidation values of assets on a non-going concern basis as any such adjustment, if required, would not have a material effect on the corporation's balance sheet. Please refer to Note 2 to the Consolidated Financial Statements for the year ended March 31, 2013 for important information regarding the going concern assumption.

## 4. SIGNIFICANT ACCOUNTING POLICIES

The financial statements of the Company have been prepared by management using the same accounting policies and methods as used in preparing the Company's audited consolidated financial statements for the year ended March 31, 2013. The accounting policies are discussed in detail in Note 3 to the year-end audited financial statements and in Note 3 to the interim financial statements. 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").

## 5. BUSINESS OVERVIEW

The Company is a distributor of industrial and consumer corrosion protection and graffiti resistant coating systems, marketing a range of protective coatings for steel, concrete and manufactured goods, with distribution primarily in North America.

**Products include:**

- **Blue Steel Primer –** a waterborne low VOC rust converting product for treating corrosion on various metal surfaces
- **Saf-T-Seal –** a waterborne sealer for ferrous and no-ferrous metals

## 5. BUSINESS OVERVIEW (cont'd)

- **Sure Tred –** Non slip safety coating for various pedestrian walkways
- **Armacote** – polyurethane industrial enamels for maintenance and production work
- **Armaclear Sealer** – a waterborne sealer for poured concrete, concrete block, masonry, brick, stucco surfaces
- **Armaglaze WB 6000 & 9000** - high performance 2 component urethane finishes for premium performance & protection including anti-graffiti
- **Armakleen123** – waterborne graffiti remover for various surfaces. Intended for use on Armaglaze protected surfaces
- **Armabrite –** complete line of single component moisture cure primers – intermediate and finish coats

The Company attends select trade shows which provide exposure for the Company and its products.

As discussed in Note 13 the Company has relied on the financial support of a major shareholder and will continue to require this support until a positive cash flow is generated from operations. The Company continues to look at means of reducing costs and attaining profitability.

## 6. OVERALL PERFORMANCE RELATING TO CURRENT OPERATIONS FOR THE THREE MONTHS ENDED JUNE 30, 2013

Revenue increased 22.3% to $52,336 in the three months ended June 30, 2013 from $42,793 in the same period in the prior year. Gross margin, as a percentage of sales, increased to 35.1% compared to 29.0% in the same period in the prior year. Selling, general and administrative expenses for the period decreased by 17.7% from $93,550 in the prior year period to $77,001 in the current year. Amortization expenses increased to $231 in the current period from $304 in the prior year. Interest expense increased 13.7% from $5,556 in the prior year to $6,315 in the current period. The net operating loss for the quarter decreased by 25.2% from $84,772 in the prior year to $65,088 in the in the current year. There was no other comprehensive income in the current period compared to income of $2,246 in the prior year.

## 7. SELECTED CONSOLIDATED FINANCIAL INFORMATION

Selected items from the Consolidated Balance Sheets as at June 30, 2013, June 30, 2012 and June 30, 2011:

| Balance Sheet Item | 30-Jun-13 $'s | 30-Jun-12 $'s | 30-Jun-11 $'s |
|---|---|---|---|
| Cash (Overdraft) | 4,491 | (10,349) | 2,411 |
| Accounts receivable | 51,523 | 31,819 | 64,643 |
| Inventory – Raw materials | 45,176 | 44,783 | 57,397 |
| Inventory – Finished Goods | 43,060 | 31,927 | 26,510 |
| Accounts payable | 550,766 | 545,925 | 517,158 |
| Notes Payable | 200,000 | 200,000 | 200,000 |
| Related party advances | 3,439,876 | 3,130,274 | 2,895,025 |
| Shareholders Equity (Deficiency) | (3,921,383) | (3,652,323) | (3,343,261) |

All assets are located in Ontario and are subject to the general security agreement discussed in Note 7 to the March 31, 2013 audited financial statements.

## 8. CASH (OVERDRAFT)

Cash (overdraft) represents cash on deposit less issued and outstanding cheques. Cash increased to $4,491 in the current period from an overdraft of $10,349 in the same period in the prior year. This balance is related to the timing of the receipt of funding and the release of cheques.

## 9. ACCOUNTS RECEIVABLE

Accounts receivable increased by 61.9% from $31,819 in the prior year to $51,523 at the end of the current period. The receivables fluctuate relative to the timing of sales during the period.

## 10. INVENTORY

Raw material inventories increased by 0.9% from $44,783 in the prior year to $45,176 at the end of the current period and finished goods inventory increased by 34.9% from $31,927 in the prior year to $43,060 at the end of the current period.

Inventory levels will fluctuate during a period depending on the timing of purchases and product manufacturing. Raw Material levels in particular will vary from period to period resulting from the volume of purchases required in order to obtain reasonable pricing and the purchase of raw materials in advance of known price increases.

## 11. ACCOUNTS PAYABLE

Accounts payable increased by 0.9% from $545,925 in the prior year to $550,766 at the end of the current period. The change in payables is dependent on the timing of expenses and raw material purchases and is related to funding advances and the release of cheques.

## 12. NOTES PAYABLE

Notes payable represents a subordinated loan from a venture capital company to a subsidiary a number of years ago. The loan is non-interest bearing and unsecured. There have been no principal payments on the loan since 1992 and no payments are anticipated in the near future.

## 13. DUE TO RELATED PARTY

During the current period, sales and marketing efforts were funded from the proceeds of shareholder and related party advances. The amount due to related party increased by 9.9%, from $3,130,274 in the prior year to $3,439,876 at the end of the current period. The requirement for advances is dependent on the timing of expenses and raw material purchases.

## 14. SELECTED QUARTERLY FINANCIAL DATA

The table below presents selected financial data for each of the eight quarters ending June 30, 2013

| | 30-Jun 2013 $'s | 31-Mar 2013 $'s | 31-Dec 2012 $'s | 30-Sep 2012 $'s | 30-Jun 2012 $'s | 31-Mar 2012 $'s | 31-Dec 2011 $'s | 30-Sep 2011 $'s |
|---|---|---|---|---|---|---|---|---|
| Revenue | 52,336 | 35,968 | 43,903 | 62,282 | 42,793 | 53,190 | 78,485 | 69,029 |
| Cost of Goods Sold | 33,980 | 23,402 | 31,021 | 35,036 | 30,401 | 50,688 | 53,191 | 46,068 |
| Gross Margin | 18,356 | 12,566 | 12,882 | 27,246 | 12,392 | 2,502 | 25,294 | 22,961 |
| Selling, general and administrative | 77,001 | 81,159 | 71,990 | 89,755 | 93,550 | 97,305 | 70,488 | 75,883 |
| Amortization | 231 | 304 | 304 | 303 | 304 | 238 | 238 | 237 |
| Interest and bank charges | 6,315 | 4,227 | 6,712 | 6,513 | 5,556 | 24,292 | 5,087 | 5,186 |
| Interest income | (103) | - | - | - | - | - | - | - |
| Gain on settlement of debt | - | (6,746) | - | - | - | - | - | - |
| | 83,444 | 78,944 | 79,006 | 96,571 | 99,410 | 121,835 | 75,813 | 81,306 |
| Net Profit (Loss) | (65,088 ) | (66,378 ) | (66,124 ) | (69,325 ) | (87,018 ) | (119,333 ) | (50,519 ) | (58,345 ) |
| Other Comprehensive Income (Loss) | - | - | 1,830 | (3,975 ) | 2,246 | (2,010 ) | (2,459 ) | 8,376 |
| Total comprehensive income (Loss) | (65,088 ) | (66,378 ) | (64,294 ) | (73,300 ) | (84,772 ) | (121,343 ) | (52,978 ) | (49,969 ) |

### Loss per Share

The net loss for the three months ended June 30, 2013, excluding Other Comprehensive Income, was $65,088 ($0.00 per share), for the same period in the previous year the net loss was $87,018 ($0.00 per share). As of June 30, 2013 and June 30, 2012 there were 107,948,144 shares outstanding.

### Discussion of Selected Financial Data

Sales, which have been subject to seasonal fluctuations for a number of quarterly periods, have declined in the last four quarters compared to the previous four quarters. The aggregate revenue for those periods has decreased by 20.1% to $194,489 in the last four quarters from $243,497 in the previous four quarters.

The aggregate Cost of Goods sold decreased to $123,439 in the last four quarters from $180,348 in the previous four quarters; the aggregate gross margin over the last four quarters has been approximately 36.5% of sales and has increased from a margin of 25.9% in the previous four quarters. The aggregate Cost of Goods Sold in the last four quarters includes a provision for obsolete inventory in the amount of $5,013 compared to a provision of $21,465 in the previous four quarters.

The aggregate Selling, general and administrative expenses for the last four quarters decreased by 5.1% to $319,905 from $337,226 in the previous four quarters. Those expenses for the last four quarters include an additional provision for bad debt of $13,649 there was no additional provision in the previous four quarters. Included in the previous four quarters was an additional cost of $23,000 associated with the conversion to IFRS. The Company continues to review operations to reduce costs, increase sales and generally improve the profitability of the Company.

Other Comprehensive Income represents the unrealized gain or loss on long-term investments. The investment has been valued at US$1 per share until the December 31, 2012 quarter when the valuation was changed to C$1 per share as discussed in Note 20 below and in Note 9 to the March 31, 2013 audited financial statements.

## 15. TRANSACTIONS WITH RELATED PARTIES

As discussed in Note 13 above, the Company has historically funded its activities through the sale of Common shares and advances from a major shareholder. During the current period sales and marketing efforts were funded from the proceeds of shareholder and related party advances.

## 16. MANAGEMENT OF CAPITAL

The Company defines capital that it manages as the aggregate of its loans payable, share capital, contributed surplus 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.

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, 2013.

## 17. CONTRACTUAL OBLIGATIONS

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

## 18. CAPITAL RESOURCES

The Company does not anticipate any major expenditure on capital resources.

## 19. OFF-BALANCE SHEET ARRANGEMENTS

The Company has no off-balance sheet arrangements.

## 20. LONG-TERM INVESTMENTS

**Woodland Biofuels Inc. ("Woodland")**

The Company holds 112,272 shares in Woodland which were previously included at a nominal value since no readily available market existed for the shares. Woodland completed a private placement of 4,000,000 shares in December 2010 at a price of US$1.00 per share and another private placement of 100,000 shares in September 2011 at a price of $1.00 per share.

In Q3 and Q4 2012 Woodland issued 2,726,900 units at C$1.00 per unit (each unit comprising one common share and one warrant exercisable at $1.50 per share for a 4 year period) and is committed to issue a further 810,200 shares at C$1.00 per share. The Company is now using the most recent share issue price 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 three months ended June 30, 2013 and June 30, 2012. Further details are outlined in Notes 9 to the March 31, 2013 Audited Financial Statements regarding the valuation.

## 21. RISKS AND UNCERTAINTIES

There are risks and uncertainties with the business operation and results of the Company and those risks are discussed in detail in Note 16 to the audited financial statements for the year ended March 31, 2013. The following factors should be considered in addition to other information contained in this document.

### a. Seasonality and Inflation

Sales of the Company's products are seasonal with regard to exterior coatings and in some cases will be subject to buying and funding cycles of government and public sector routines. Inflation, in recent years, has not adversely affected the Company's results of operations and is not expected to adversely affect the Corporation in the future, unless inflation increases substantially.

**b. Legal Proceedings**
Management is not aware of any outstanding legal proceedings.

## 22. DISCLOSURE CONTROLS AND PROCEDURES AND INTERNAL CONTROL OVER FINANCIAL REPORTING

As required by National Instrument 52-109, the Company's Acting Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO") will be filing annual and quarterly certificates of disclosure concurrent with the filing of its annual and quarterly filings.

The Board of Directors together with an independent and qualified Audit Committee provide direct oversight responsibilities for the review of the quarterly and annual financial statements.

## 23. ADDITIONAL INFORMATION

Additional information including directors' and officers' remuneration and indebtedness, principal holders of the Company's securities, options to purchase securities and interest of insiders in material transactions, if applicable, is contained in the Company's information circular for its most recent annual meeting of shareholders that involved the election of directors, and in the Company's comparative financial statements for its most recently completed financial year.

## 24. INVESTOR RELATIONS

Personnel employed directly by the Company handle all investor relations. Their duties include news releases, investor communications and general day-to-day operations of this department.

# CORPORATE PROFILE

## Board of Directors

| | |
|---|---|
| David J. Hennigar, Bedford, Nova Scotia | Director, Chairman |
| N. Gary Van Nest, Toronto, Ontario | Director |
| J. Thomas MacQuarrie, Q.C., Halifax, Nova Scotia | Director |
| Michael G. Ryan, Halifax, Nova Scotia | Director |

## Corporate Officers

| | |
|---|---|
| David J. Hennigar, Bedford, Nova Scotia | Acting Chief Executive Officer |
| Lorne S. MacFarlane, Dartmouth, Nova Scotia | Chief Financial Officer & Secretary |

## Corporate Office

190 Marycroft Avenue, Unit 5,
Woodbridge, Ontario L4L 5Y1
Tel.: (905) 264-1168
Fax: (905) 264-1169

## Corporate Information

| | |
|---|---|
| Bankers | Canadian Imperial Bank of Commerce, Woodbridge, Ontario |
| Lawyers | Bennett Jones LLP, Toronto, Ontario |
| Auditors | Collins Barrow Toronto LLP, Toronto, Ontario |
| Transfer Agent & Registrar | Equity Transfer & Trust Company, Toronto, Ontario |

## Market for Securities

The Common Shares of the Corporation are listed and posted for trading on the TSX Venture Exchange under the trading symbol "AQC".