MANAGEMENT DISCUSSION AND ANALYSIS

FOR THE THREE MONTHS ENDED JUNE 30, 2011

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, 2011, it also addresses key events that have occurred up to and including the date of writing on September 26, 2011.

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, 2011 and should be read in conjunction with its audited consolidated financial statements for the year ended March 31, 2011 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 affect on the corporation’s balance sheet. Please refer to Note 1 to the Consolidated Financial Statements for the year ended March 31, 2011 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 the Company’s consolidated financial statements for the year ended March 31, 2011, except as described in Note 3 (k) of the financial statements “Transition to IFRS”. The interim financial statements have, in management’s opinion, been properly prepared using judgement within reasonable limits of materiality and are in conformity with International Accounting Standard 34, *Interim Financial Reporting* (“IAS 34”).

Changes in accounting policies

International Financing Reporting Standards (IFRS)

The Company has completed the conversion to IFRS and there were no changes required to the opening balance sheet as at April 1, 2010. The conversion is discussed in detail in Note 3(k) to the financial statements for the three months ended June 30, 2011.

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.

	30-Jun-11	31-Mar-11
Notes payable	$ 200,000	$ 200,000
Loan due to shareholder	2,895,025	2,850,379
Share capital	10,340,865	10,340,865
Contributed surplus	5,193,806	5,193,806
Deficit	(18,986,195)	(18,938,633)
Total Capital (Deficiency)	$ (356,499)	$ (353,583)

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.

5. BUSINESS OVERVIEW

The Company is a distributor of industrial and consumer corrosion protection and graffiti resistant coatings. The company markets 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
- **Sure Tred** – Non slip safety coating for various pedestrian walkways
- **Armacote** – polyurethane industrial enamels for maintenance and production work
- **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 has also been successful in outsourcing materials for our clients complimentary to our products. We will continue to expand this aspect of our operations to increase our sales and profitability. We are also continuing to develop the relationship with an international distributor which remains one of our key components for future growth. This relationship is attributed to the unique nature of our products and through the support of local sales initiatives.

The Company has relied on the financial support of a major shareholder and will continue to do so until the Company generates a positive cash flow from operations. Administrative expenses have been reduced over the last few quarters and the Company will continue to look at means of reducing costs and attaining profitability.

6. OVERALL PERFORMANCE RELATING TO CURRENT OPERATIONS FOR THE THREE MONTHS ENDED JUNE 30, 2011

Revenue increased by 11.6% to $76,766 in the three months ended June 30, 2011 from $68,767 in the same period in the prior year. Gross margin as a percentage of sales increased to 42.7% compared to 25.1% in the same period in the prior year, this increase in margin is a result of the sale of products which had previously been written down to a nominal value. Operating expenses for the period decreased by 12.0% from $85,824 in the prior year's period to $75,470 in the current year contributing to an overall decrease in the loss of 40.0% from $79,112 in the prior year to $47,562 in the current year.

7. SELECTED CONSOLIDATED FINANCIAL INFORMATION

Selected items from the Consolidated Income Statements and Consolidated Balance Sheets as at June 30, 2011, June 30, 2010 and June 30, 2009

Balance Sheet Item	30-Jun-11 $'s	30-Jun-10 $'s	30-Jun-09 $'s
Cash (Overdraft)	2,411	(38,405)	1,392
Accounts receivable	64,643	53,637	43,548
Inventory – Raw materials	57,397	41,966	49,715
Inventory – Finished Goods	26,510	25,821	31,532
Accounts payable	517,158	487,672	484,043
Notes Payable	200,000	200,000	200,000
Related party advances	2,895,025	2,679,080	2,362,012
Shareholders Equity (Deficiency)	(3,343,261)	(3,238,635)	(2,886,331)

All assets are located in Ontario and are subject to the general security agreement discussed in Note 7 to the March 31, 2011 financial statements.

8. CASH (OVERDRAFT)

Cash (overdraft) represents cash on deposit less issued and outstanding cheques. The cash increased to $2,411 in the current period from an overdraft of $38,405 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 20.5% from $53,637 in the prior year to $64,643 at the end of the current period. The receivables will fluctuate relative to the timing of sales during the period.

10. INVENTORY

Raw material inventories increased by 36.8% from $41,966 last year to $57,397 at the end of the current period and finished goods inventory increased by 2.7% from $25,821 last year to $26,510 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 6.0% from $487,672 in the prior year to $517,158 at the end of the current period. The change in payables is dependant 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 PARTIES

During the current period, sales and marketing efforts were funded from the proceeds of shareholder and related party advances. The amount due to related parties increased by 8.1%, from $2,679,080 in the prior year to $2,895,025 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, 2011

	30-Jun 2011 $'s	31-Mar 2011 $'s	31-Dec 2010 $'s	30-Sep 2010 $'s	30-Jun 2010 $'s	31-Mar 2010 $'s	31-Dec 2009 $'s	30-Sep 2009 $'s
Revenue	76,766	73,978	90,952	68,634	68,767	46,792	55,074	63,922
Cost of Goods Sold	43,944	44,314	63,649	38,728	51,489	(8,805)	53,816	47,367
Gross Margin	32,822	29,664	27,303	29,906	17,278	55,597	1,258	16,555
Selling, general and administrative	75,470	90,123	71,589	76,278	85,824	101,218	101,914	115,440
Amortization	238	535	602	602	539	246	227	346
Interest and bank charges	4,676	2,245	5,123	5,103	10,027	6,547	7,601	8,881
Loss (Gain) on Foreign Exchange						4,496	(727)	(922)
	80,384	92,903	77,314	81,983	96,390	112,507	109,015	123,745
Net Profit (Loss)	(47,562)	(63,239)	(50,011)	(52,077)	(79,112)	(56,910)	(107,757)	(107,190)

Loss per Share

The net loss for the three months ended June 30, 2011, was $47,562 ($0.00 per share), for the same period in the previous year the net loss was $79,112 ($0.00 per share). As of June 30, 2011 and June 30, 2010 there were 107,948,144 shares outstanding.

Discussion of Selected Financial Data

As shown in the above table, sales have generally been increasing since the quarter ending March 31, 2010 with a substantial increase in the period ended December 31, 2010 as a result of outsourcing material for a large flooring project.

The aggregate gross margin over the last four quarters has been approximately 40% of the sales and has remained relatively stable in that period. This is a result of controlling raw material costs while maintaining competitive pricing on our products.

As discussed in previous reports, in the quarters ending in March 31, 2010 some General and Administrative Expenses previously included in Cost of Goods Sold were realigned in the 4th quarter resulting in a negative Cost of Goods Sold for that period. Allocating this realignment over the year COGS would have been about $12,000 in the 4th quarter, $44,000 in the 3rd quarter and $42,000 in the 2nd Quarter. As a result of this realignment Selling, General and Administrative expenses were higher in the 4th Quarter. Allocating this realignment over the year these expenses would have been about $80,000 in the 4th quarter, $112,000 in the 3rd quarter and $120,000 in the 2nd Quarter. The net result for each quarter is not changed by this realignment of the Cost of Goods Sold and Selling General and Administrative Expenses.

The reduction in Selling, general and administrative expenses over the last 5 quarters reflects the reduction in management salaries. The company continues to review operations to reduce costs, increase sales and generally improve the profitability of the Company.

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. CONTRACTUAL OBLIGATIONS

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

17. CAPITAL RESOURCES

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

18. OFF-BALANCE SHEET ARRANGEMENTS

The Company has no off-balance sheet arrangements.

19. PORTFOLIO 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 the Company has used this valuation as the basis for calculating Other Comprehensive Income for the periods ending December 31, 2010, March 31, 2011 and June 30, 2011 as shown in Note 3(j) to the June 30, 2011 financial statements.

20. 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 3(i) to the financial statements for the three months ended June 30, 2011. 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.

21. 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.

22. 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.

23. 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	Millard DesLauriers & Shoemaker LLP
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”.