



# AGAU RESOURCES ANNOUNCES PROPOSED REVERSE TAKEOVER BY WELL TOLD

TORONTO, BRITISH COLUMBIA, CANADA, April 20, 2021 /EINPresswire.com/ -- Toronto, ON – April 20, 2021 – Agau Resources, Inc. (“Agau” or the “Company”) is pleased to announce that it has entered into a non-binding letter of intent (the “Letter of Intent”) with Well Told Inc. (“Well Told”) (each a “Party” and together, the “Parties”), an emerging plant-based wellness company that formulates, distributes, and sells a variety of supplements, remedies and other functional wellness products. The Letter of Intent outlines the proposed terms and conditions pursuant to which Agau and Well Told will effect a business combination that will result in a reverse takeover of Agau by the securityholders of Well Told (the “Proposed Transaction”). The Letter of Intent was negotiated at arm's length.

## Terms of the Transaction

The Proposed Transaction will be structured in a manner most efficient and effective to result in Agau, directly or indirectly, acquiring all of the outstanding securities of Well Told. The final structure for the Proposed Transaction is subject to satisfactory tax, corporate and securities law advice for both Well Told and Agau.

Completion of the Proposed Transaction is subject to a number of conditions, which include final due diligence by both parties, the execution of definitive transaction documents, receipt of all necessary securityholder and regulatory approvals, and conditional approval of, the listing of the common shares of the resulting issuer (the “Resulting Issuer”) (“Resulting Issuer Shares”) on the TSX Venture Exchange (the “Exchange”).

Prior to, or concurrent with, the completion of the Proposed Transaction, Well Told will complete a private placement to raise gross proceeds of a minimum of C\$3,000,000 (the “Well Told Financing”).

In connection with the Proposed Transaction, Agau will be required to, among other things: (i) change its name to “Well Told Inc.” or a similar name as chosen by the Parties and as acceptable to the Exchange; (ii) consolidate its outstanding common shares such that the shareholders of Agau retain an aggregate of \$1,000,000 in value of Resulting Issuer Shares; and (iii) reconstitute its board of directors and officers to be comprised of the nominees of Well Told. A special meeting of Agau shareholders to approve these and other matters relating to the Proposed Transaction will be held in due course, with further details to follow in a management

information circular.

Further details of the Proposed Transaction will be included in a disclosure document to be prepared and filed with the Exchange, as applicable, and in subsequent news releases and other public filings. Closing of the Proposed Transaction is expected to take place no later than August 2, 2021.

Bayline Capital Partners is acting as capital markets advisor to Well Told.

About Agau Resources, Inc.

Agau Resources, Inc. is a mineral exploration company with no current activities or operations.

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All information contained in this news release with respect to Well Told was supplied by Well Told for inclusion herein and the Company has relied on the accuracy of such information without independent verification.

As noted above, completion of the Proposed Transaction is subject to a number of conditions, including listing of the Resulting Issuer Shares on the Exchange. There can be no assurance that the Proposed Transaction will be completed as proposed or at all.

Investors are cautioned that, except as disclosed in the management information circular or disclosure document of the Company to be prepared in connection with the Proposed Transaction, any information released or received with respect to the Proposed Transaction may not be accurate or complete and should not be relied upon. Trading in the securities of Agau should be considered highly speculative.

This news release does not constitute an offer to sell, or a solicitation of an offer to buy, any securities under the Well Told Financing in the United States. The securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act") or any state securities laws and may not be offered or sold within the United States or to U.S. Persons unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available.

Forward-Looking Information and Statements

This press release contains certain "forward-looking information" within the meaning of

applicable Canadian securities legislation and may also contain statements that may constitute “forward-looking statements” within the meaning of the safe harbor provisions of the United States Private Securities Litigation Reform Act of 1995. Such forward-looking information and forward-looking statements are not representative of historical facts or information or current condition, but instead represent only the Company's beliefs regarding future events, plans or objectives, many of which, by their nature, are inherently uncertain and outside of the Company's control. Generally, such forward-looking information or forward-looking statements can be identified by the use of forward-looking terminology such as “plans”, “expects” or “does not expect”, “is expected”, “budget”, “scheduled”, “estimates”, “forecasts”, “intends”, “anticipates” or “does not anticipate”, or “believes”, or variations of such words and phrases or may contain statements that certain actions, events or results “may”, “could”, “would”, “might” or “will be taken”, “will continue”, “will occur” or “will be achieved”. The forward-looking information and forward-looking statements contained herein may include, but are not limited to, information concerning the Proposed Transaction, expectations regarding whether the Proposed Transaction will be consummated, including whether conditions to the consummation of the Proposed Transaction will be satisfied, the timing for holding a special meeting of shareholders of the Company to approve matters relating to the Proposed Transaction, expectations for the effects of the Proposed Transaction or the ability of the Resulting Issuer to successfully achieve business objectives, completion of the Well Told Financing, expectations regarding the availability of additional financing, and expectations for other economic, business, and/or competitive factors.

Although the Company believes that the assumptions and factors used in preparing, and the expectations contained in, the forward-looking information and statements are reasonable, undue reliance should not be placed on such information and statements, and no assurance or guarantee can be given that such forward-looking information and statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such information and statements. The forward-looking information and forward-looking statements contained in this press release are made as of the date of this press release, and the Company does not undertake to update any forward-looking information and/or forward-looking statements that are contained or referenced herein, except in accordance with applicable securities laws. All subsequent written and oral forward-looking information and statements attributable to the Company or persons acting on its behalf is expressly qualified in its entirety by this notice.

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