



AGAU RESOURCES, INC. ANNOUNCES CLOSING OF PRIVATE PLACEMENT

CALGARY, ALBERTA, CANADA, August 6, 2021 /EINPresswire.com/ -- AGAU RESOURCES, INC. ANNOUNCES CLOSING OF PRIVATE PLACEMENT

Agau Resources, Inc. ("Agau" or the "Company") Agau has closed a non-brokered private placement financing of 11,304,383 common shares in the share capital of Agau (each, a "Agau Share") at \$0.0023 per share for gross proceeds of \$26,000 (the "Offering"). All securities issued pursuant to the Offering are subject to a statutory hold period of four months plus one day from the date of issuance, in accordance with applicable securities legislation. The net proceeds of the Offering will be used for general working capital purposes.

Related Party Transaction

Plaza Capital Advisors ("Plaza"), an entity owned and controlled by Mr. Yisroel Weinreb, a director of Agau, participated in the Offering and acquired an aggregate of 4,347,826 Agau Shares. Accordingly, the participation of Plaza in the Offering constitutes a "related party transaction" as such term is defined in Multilateral Instrument 61-101 - Protection of Minority Security Holders in Special Transactions ("MI 61-101") and would require Agau to receive minority shareholder approval for and obtain a formal valuation for the subject matter of, the transaction in accordance with MI 61-101, prior to the completion of such transaction. However, in completing the Offering, Agau has relied on exemptions from the formal valuation and minority shareholder approval requirements of MI 61-101, in each case on the basis that the fair market value of Plaza's participation in the Offering does not exceed 25% of the market capitalization of Agau, as determined in accordance with MI 61-101. Agau did not file a material change report more than 21 days before the closing date of the Offering since the extent of Plaza's participation was not determined at that time.

Shareholder Early Warning News Release

Mr. Yisroel Weinreb of Toronto, Ontario ("Mr. Weinreb") announces that Plaza Capital Advisors, an entity indirectly owned and controlled by Mr. Weinreb, acquired 4,347,826 Agau Shares at \$0.0023 per share on August 6, 2021 in the Offering, representing approximately 1.33% of the issued and outstanding Agau Shares. In addition, on August 6, 2021 Mr. Weinreb exercised 5,770,231 options to acquire 5,770,231 Agau Shares with an exercise price of \$0.00125 per share ("Agau Options"), representing approximately 1.77% of the issued and outstanding Agau Shares (the "Weinreb Option Transaction"). In addition, Mr. Weinreb sold 615,000 Agau Shares on August 6, 2021, representing approximately 0.19% of the issued and outstanding Agau Shares (the "Weinreb Sale Transaction" and collectively with the Weinreb Option Transaction, the "Weinreb

Transactions”).

Immediately prior to the Weinreb Transactions, Mr. Weinreb beneficially owned or controlled (i) 37,621,056 Agau Shares, as a director of KW Capital Partners Limited, representing 12.92% of the issued and outstanding Agau Shares on a non-diluted basis, and (ii) 5,770,231 Agau Options.

Immediately following the Weinreb Transactions, Mr. Weinreb beneficially owned or controlled (i) 37,621,056 Agau Shares, as a director of KW Capital Partners Limited, representing 11.55% of the issued and outstanding Agau Shares on a non-diluted basis, (ii) 4,347,826 Agau Shares, as an indirectly owner of Plaza, representing 1.33% of the issued and outstanding Agau Shares on a non-diluted basis; and (iii) 5,155,231 Agau Shares personally, representing 1.58% of the issued and outstanding Agau Shares on a non-diluted basis.

Mr. Weinreb completed the Weinreb Transactions for investment purposes and may, from time to time, acquire additional securities of Agau or dispose of such securities as Mr. Weinreb may deem appropriate. For the purpose of NI 62-103 the address of Mr. Weinreb is 10 Wanless Ave #201, Toronto, Ontario M4N 1V6.

A copy of the early warning reports are being filed by Yisroel Weinreb may be obtained on the Company’s SEDAR profile or by contacting the Company at (416) 716-2222 ext. 246.

About Agau Resources, Inc.

Agau Resources, Inc. is a mineral exploration company with no current activities or operations. For more information please contact:

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Forward-Looking Information and Statements

This press release may contain 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

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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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