



# AGAU RESOURCES, INC. AND WELL TOLD INC. ANNOUNCE CLOSING OF SUBSCRIPTION RECEIPT FINANCING

TORONTO, ONTARIO, CANADA, August 31, 2021 /EINPresswire.com/ -- Well Told Inc. ("Well Told" or the "Company") and Agau Resources, Inc. ("Agau") are pleased to announce the closing of the Company's private placement comprised of 1,945,001 subscription receipts of the Company (the "Subscription Receipts") at a price of \$2.84 per Subscription Receipt (the "Offering Price") for aggregate gross proceeds of \$5,523,803 (the "Financing"), in accordance with, among other things, the provisions of an agency agreement dated August 24, 2021 among Well Told, Agau and a syndicate of agents led by Canaccord Genuity Corp. (the "Lead Agent") and including Echelon Wealth Partners Inc. and Richardson Wealth Limited (collectively with the Lead Agent, the "Agents").

The net proceeds of the Financing (the "Escrowed Funds") have been deposited in escrow pursuant to the terms of a subscription receipt agreement (the "Subscription Receipt Agreement") dated August 24, 2021 between Well Told, the Lead Agent and Computershare Trust Company of Canada, as the subscription receipt agent. The Escrowed Funds will be held in escrow pending satisfaction or waiver (to the extent waiver is permitted) of all of the escrow release conditions pursuant to the terms of the Subscription Receipt Agreement (the "Escrow Conditions") including, but not limited to, the Company receiving all applicable regulatory approvals and completion of the previously announced go-public transaction of Well Told by way of a proposed reverse take-over transaction of Agau by Well Told, with the resulting company (the "Resulting Issuer") to be renamed "The Well Told Company Inc." (the "Transaction"), as more particularly described the news release of Agau dated August 12, 2021.

Upon satisfaction of the Escrow Conditions, the Escrowed Funds will be released to the Company, and each Subscription Receipt will automatically convert into one unit (a "Unit") of Well Told, without payment of any additional consideration and without further action on the part of the holder thereof. Each Unit is comprised of one common share of Well Told (a "Well Told Share") and one-half of one Well Told Share purchase warrant of Well Told (each whole warrant, a "Well Told Warrant"). Each Well Told Warrant will be exercisable to acquire one additional Well Told Share for a period of 24 months following the date the Escrow Conditions are satisfied at a price of \$3.83 per Well Told Share, subject to certain adjustment in certain events and the right of Well Told to accelerate as set out in the warrant indenture dated August 24, 2021 between Well Told and Computershare Trust Company of Canada, as warrant agent. Pursuant to the Transaction, for no additional consideration, (i) each Well Told Share will be

automatically exchanged in the Transaction for 11.36 common shares of the Resulting Issuer, and (ii) each Well Told Warrant is to be immediately exchanged in the Transaction for 11.36 warrants of the Resulting Issuer pursuant to the terms of the amalgamation agreement dated August 12, 2021 among Well Told, Agau and 2835270 Ontario Ltd., a wholly-owned subsidiary of Agau.

If the Escrow Conditions are not satisfied on or prior to 5:00 p.m. (Toronto Time) on December 16, 2021, the Escrowed Funds will be returned to the subscribers and the Subscription Receipts will be cancelled and be of no further effect or value.

CEO Monica Ruffo stated: "We are thrilled to complete this financing which will enable us to solidify our presence in Canada and pursue our growth strategy in the United States, a very large and growing functional wellness market. We are excited about the future and look forward to updating our shareholders as we begin the next chapter of our growth.

About Agau Resources, Inc.

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

About Well Told Inc.

Well Told Inc. is a female founded, emerging plant-based wellness company that formulates, develops, distributes and sells a variety of supplements, remedies and other functional wellness products. Founded by serial entrepreneur and award-winning leader Monica Ruffo, it was after undergoing treatment for breast cancer, and deciding to take her health into her own hands that she discovered the lack of transparency and availability of clean, plant-based formulations in the wellness industry. Well Told Inc. is on a mission to make the world a healthier place through plants. All the unique formulations are free of synthetics and fillers and offer scientifically proven results.

For more information please contact:

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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.

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

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

Not for distribution to United States newswire services or for the dissemination in the United States.

This news release does not constitute an offer to sell, or a solicitation of an offer to buy, any securities under 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 Transaction, expectations regarding whether the Transaction will be consummated, including whether conditions to the consummation of the Transaction will be

satisfied, expectations for the effects of the Transaction or the ability of the Resulting Issuer to successfully achieve business objectives, expectations regarding the completion and availability of 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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