

**AGAU RESOURCES, INC.**  
**FORM 51-102F3**  
**MATERIAL CHANGE REPORT**

**Item 1: Name and Address of Company**

Agau Resources, Inc. (the “**Company**”)  
1 Adelaide Street East, Suite 801  
Toronto, ON M5C 2V9

**Item 2: Date of Material Change**

August 12, 2021.

**Item 3: News Release**

A news release was issued and disseminated on August 12, 2021 and filed on SEDAR at [www.sedar.com](http://www.sedar.com), a copy of which is attached hereto as Schedule “A”.

**Item 4: Summary of Material Change**

The Company announced that it has entered into a binding amalgamation agreement (the "**Amalgamation Agreement**") with Well Told Inc., a company existing under the laws of the province of Ontario ("**Well Told**"). The Amalgamation Agreement was executed in furtherance of the proposed reverse takeover of the Company by Well Told that was announced in the Company’s news release dated April 20, 2021 (the "**Transaction**").

**Item 5.1: Full Description of Material Change**

Pursuant to the Amalgamation Agreement, 2835270 Ontario Ltd., a newly-formed and wholly-owned subsidiary of the Company, will amalgamate with Well Told and the amalgamated corporation will be wholly-owned by the Company, which will be renamed "The Well Told Company Inc." (the "**Resulting Issuer**").

In connection with the Transaction, the Company will consolidate its outstanding common shares on the basis of approximately 81.42 pre-consolidation common shares for each single post-consolidation common share of the Company.

All of the outstanding common shares of Well Told (each, a “**Well Told Share**”) will upon completion of the Transaction be exchanged for post-consolidated common shares of the Resulting Issuer (each, a “**Resulting Issuer Share**”) on a basis of 11.36 Resulting Issuer Shares for every one Well Told Share. In addition, all of the outstanding convertible securities of Well Told (including warrants and stock options) will, subject to the rules of the TSX Venture Exchange, be exchanged for convertible securities of the Resulting Issuer on a basis of 11.36 Resulting Issuer convertible securities for every one Well Told convertible security held and on the same economic terms and conditions.

Upon completion of the Transaction the Resulting Issuer will carry on the business currently conducted by Well Told. The board of directors of the Company will be reconstituted upon the closing of the Transaction.

Please see attached news release at Schedule “A” to this report for additional information.

**Item 5.2 Disclosure for Restructuring Transactions**

Not applicable.

**Item 6: Reliance on subsection 7.1(2) of National Instrument 51-102 (Confidentiality)**

Not applicable.

**Item 7: Omitted Information**

No information has been omitted on the basis that it is confidential information.

**Item 8: Executive Officer**

For additional information with respect to this material change, the following person may be contacted:

Binyomin Posen, CEO & Director

Tel: (416) 481-2222 x 246

Email: [bposen@plazacapital.ca](mailto:bposen@plazacapital.ca)

**Item 9: Date of Report**

This report is dated as of the 20<sup>th</sup> day of August, 2021.

**SCHEDULE A**

**(See attached)**

## **AGAU RESOURCES, INC. AND WELL TOLD INC. ENTER INTO DEFINITIVE AGREEMENT**

**Toronto, Ontario** (August 12, 2021) – Agau Resources, Inc. ("**Agau**" or the "**Company**") today announces that it has entered into a binding amalgamation agreement dated August 12, 2021 (the "**Definitive Agreement**") with Well Told Inc. ("**Well Told**"), pursuant to which Agau will complete a three-cornered amalgamation with Well Told (the "**Transaction**"), as more particularly described below. Upon completion, the Transaction will constitute a reverse take-over of Agau by Well Told, with the resulting company (the "**Resulting Issuer**") to be renamed "The Well Told Company Inc.". The Transaction was initially announced in a news release dated April 20, 2021, indicating Agau and Well Told had entered into a letter of intent in respect of the Transaction.

The Transaction is subject to a number of terms and conditions as set forth in the Definitive Agreement, including (among other things) the approval of the TSX Venture Exchange (the "**Exchange**"). Prior to, or concurrent with, the completion of the Transaction, Well Told expects to complete a private placement to raise gross proceeds of a minimum of C\$3,000,000.

### **The Transaction**

Pursuant to the Definitive Agreement, 2835270 Ontario Ltd., a newly-formed and wholly-owned subsidiary of Agau, will amalgamate with Well Told and, the amalgamated corporation will be wholly-owned by the Resulting Issuer.

In connection with the Transaction, Agau will consolidate its outstanding common shares on the basis of approximately 81.42 pre-consolidation common shares for each single post-consolidation common share of Agau.

All of the outstanding common shares of Well Told (each, a "**Well Told Share**") will upon completion of the Transaction be exchanged for post-consolidated common shares of the Resulting Issuer (each, a "**Resulting Issuer Share**") on a basis of 11.36 Resulting Issuer Shares for every one Well Told Share. In addition, all of the outstanding convertible securities of Well Told (including warrants and stock options) will, subject to the rules of the Exchange, be exchanged for convertible securities of the Resulting Issuer on a basis of 11.36 Resulting Issuer convertible securities for every one Well Told convertible security held and on the same economic terms and conditions.

Upon completion of the Transaction the Resulting Issuer will carry on the business currently conducted by Well Told. The board of directors of the Company will be reconstituted upon the closing of the Transaction.

### **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:**

Agau Resources, Inc.:  
Binyomin Posen  
Chief Executive Officer and Director  
Phone: (416) 481-2222 x 246  
E-mail: bposesen@plazacapital.ca

Well Told Inc.:  
Edge Communications Group  
Phone: (778) 400-1608  
E-mail: invest@welltold.com

*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 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 Transaction will be completed as proposed or at all.*

*Investors are cautioned that, except as disclosed 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.*

*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.*