

FORM 51-102F3

MATERIAL CHANGE REPORT

1. Name and Address of Company

The Well Told Company Inc. (the “**Company**”)
99 Yorkville Avenue, Suite 200
Toronto, Ontario M5R 3K5

2. Date of Material Change

The material changes addressed by this report occurred from October 14, 2021 to October 20, 2021.

3. New Release

News releases were issued and disseminated by the Company on October 14, 2021 and on October 20, 2021, and were filed on SEDAR in each case.

4. Summary of Material Change

The Company completed its previously announced reverse takeover transaction (the “**Transaction**”) on October 14, 2021 and filed a listing application (the “**Listing Application**”) in connection with the completion of the Transaction on October 20, 2021.

5. Full Description of Material Change

The Transaction

The Company announced that it completed the Transaction. The Company changed its name from “Agau Resources, Inc.” to “The Well Told Company Inc.” and trading in the common shares of the Company on the TSX Venture Exchange (the “**TSXV**”) is expected to commence on or about October 25, 2021.

In connection with the Transaction, the Company acquired all of the issued and outstanding securities of the company formerly known as Well Told Inc. (“**Well Told**”) pursuant to a three-cornered amalgamation in connection with which (i) Well Told amalgamated with a wholly-owned subsidiary of the Company; and (ii) the Company issued 11.36 Resulting Issuer Shares (as defined below) to former Well Told shareholders in exchange for every one class A, class B or class C common share of Well Told (the “**Well Told Shares**”) so acquired. Pursuant to the Transaction, the Company also filed articles of amendment pursuant to which it consolidated its common shares on the basis of one post-consolidation common share (a “**Resulting Issuer Share**”) for every 81.42 pre-consolidation common shares issued and outstanding (the “**Consolidation**”). In addition, an aggregate of 1,998,489 subscription receipts of Well Told, which were issued pursuant to a concurrent private placement of Well Told, were converted for no additional consideration into an

aggregate of 22,702,831 Resulting Issuer Shares and 11,351,397 warrants to acquire Resulting Issuer Shares in connection with the closing of the Transaction.

Following closing of the Transaction, the Company has 127,368,332 Resulting Issuer Shares issued and outstanding, of which 4,000,044 Resulting Issuer Shares result from the Consolidation of the pre-Transaction shares of the Company, and 123,368,288 Resulting Issuer Shares were issued to former shareholders and securityholders of Well Told. In addition, the Company has reserved for issuance (i) an aggregate of 12,736,832 Resulting Issuer Shares issuable upon the exercise of stock options that may be granted by the Company to certain of its directors, employees and consultants, (ii) an aggregate of 13,517,089 Resulting Issuer Shares issuable upon the exercise of warrants granted by Well Told, and (iii) an aggregate of 3,278,964 Resulting Issuer Shares issuable upon the exercise of compensation warrants granted to brokers or agents in connection with the Transaction.

Listing Application

In connection with the completion of the Transaction, the Company announced that it filed the Listing Application in connection with the completion of the Transaction.

Trading in the common shares of the Company is expected to commence on the TSXV on or about October 25, 2021 under the symbol "WLCO". The completion of the listing on the TSXV is subject to a number of conditions, including but not limited to final TSXV acceptance. The Listing Application has been filed and is available on SEDAR.

6. Reliance on Subsection 7.1(2) of National Instrument 51-102

Not applicable.

7. Omitted Information

Not applicable.

8. Executive Officer

Monica Ruffo
Director, Chief Executive Officer, President
The Well Told Company Inc.
647-400-4794

9. Date of Report

October 22, 2021.