



British Columbia Securities Commission

Citation: 2013 BCSECCOM 106

Partial Revocation Order

Agau Resources, Inc.

Section 171 of the *Securities Act*, R.S.B.C. 1996, c. 418

- ¶ 1 On February 10, 2011, the Executive Director issued a Cease Trade Order (the Order) under section 164(1) of the *Securities Act*, R.S.B.C. 1996, c. 418 (the Act) that all trading in the securities of Agau Resources, Inc. (Agau) cease until it files the required records referred to in the Order.
- ¶ 2 Agau has made an application to the Executive Director under section 171 of the Act for a partial revocation of the Order to permit certain trades in connection with the issuance of securities as described below.
- ¶ 3 Agau represented to the Commission that:
1. It is a corporation established and existing under the laws of Alberta.
 2. It is a reporting issuer in Alberta and British Columbia.
 3. It was formerly listed on the TSXV until November 29, 2010, at which time its trading was suspended and the listing was transferred to the NEX, where it is currently suspended from trading.
 4. It is currently in default of the continuous disclosure obligations under securities legislation in Alberta and British Columbia.
 5. On February 3, 2011, the Alberta Securities Commission issued a cease trade order against Agau for failure to file financial statements for the period ended November 30, 2010.
 6. It has an authorized share capital of an unlimited number of common shares (the Common Shares) and an unlimited number of preferred shares of which 14,711,551 of the Common Shares are currently issued and outstanding and no preferred shares are outstanding. In addition, there are 700,000 stock options outstanding.



7. It seeks a partial revocation order to allow it to complete a private placement of up to 4,000,000 units (Units) at \$0.05 per Unit for aggregate gross proceeds of up to \$200,000 (the Private Placement). Each Unit shall consist of one common share and one common share purchase warrant. Each warrant will entitle the holder to acquire one common share at \$0.10 within 24 months of the date of issue. The Private Placement will take place pursuant to exemptions under section 2.3 of National Instrument 45-106.
8. It wishes to settle debts and pay costs expected to be incurred during its reorganization, which are expected to total approximately \$100,000, via the issuance of common shares (the Debt Settlement). Agau will use the remaining proceeds to pay the expected NEX fees, legal fees, accounting fees, audit fees and general and administrative expenses to be incurred in order to bring its continuous disclosure current.
9. Prior to the completion of the Private Placement and Debt Settlement, each proposed recipient of securities will receive:
 - (a) a copy of the Order,
 - (b) a copy of this order, and
 - (c) written notice that Agau's securities, including any and all securities issued pursuant to the Private Placement and Debt Settlement, will remain subject to the Cease Trade Order following the completion of the Private Placement and Debt Settlement and the Cease Trade Order may remain in effect for the fullness of time.

The proposed recipients of securities of Agau will be required to acknowledge in writing the receipt of these three documents from Agau.
10. Agau intends to apply to the Alberta Securities Commission and British Columbia Securities Commission for a full revocation order once it files all of its continuous disclosure obligations with the Alberta Securities Commission and British Columbia Securities Commission. Agau reasonably believes that it will have sufficient resources upon completion of the Private Placement and Debt Settlement to complete its required continuous disclosure documents.
11. Agau's SEDAR and SEDI profiles are up to date.



- ¶ 4 The Executive Director is satisfied that this order is not prejudicial to the public interest.
- ¶ 5 The Executive Director orders under section 171 of the Act that the Order be partially revoked solely to permit the Private Placement and Debt Settlement.
- ¶ 6 April 5, 2013

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