

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 12b-25

NOTIFICATION OF LATE FILING

(Check One): Form 10-K Form 20-F Form 11-K Form 10-Q Form 10-D
 Form N-CEN Form N-CSR

For Period Ended: **September 30, 2021**

- Transition Report on Form 10-K
 Transition Report on Form 20-F
 Transition Report on Form 11-K
 Transition Report on Form 10-K

For the Transition Period Ended: _____

Read Instructions (on back page) Before Preparing Form. Please Print or Type.
Nothing in this form shall be construed to imply that the Commission has verified any information contained herein.

If the notification relates to a portion of the filing checked above, identify the Item(s) to which the notification relates:

PART I – REGISTRANT INFORMATION

AFRICAN GOLD ACQUISITION CORPORATION

Full Name of Registrant:

N/A

Former Name if Applicable:

322 West 52nd Street, #2322

Address of Principal Executive Office (Street and number):

New York, NY 10019-9998

City, State and Zip Code

PART II – RULES 12b-25(b) AND (c)

If the subject report could not be filed without unreasonable effort or expense and the registrant seeks relief pursuant to Rule 12b-25(b), the following should be completed (Check box if appropriate)

- (a) The reasons described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort or expense;
- (b) The subject annual report, semi-annual report, transition report on Form 10-K, Form 20-F, Form 11-K, Form N-CEN or Form N-CSR, or portion thereof, will be filed on or before the fifteenth calendar day following the prescribed due date; or the subject quarterly report or transition report on Form 10-Q or subject distribution report on Form 10-D, or portion thereof, will be filed on or before the fifth calendar day following the prescribed due date; and
- (c) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable.

PART III – NARRATIVE

State below in reasonable detail why Forms 10-K, 20-F, 11-K, 10-Q, 10-D, N-SAR, N-CSR, or the transition report or portion thereof, could not be filed within the prescribed time period. (Attach extra Sheets if Needed)

African Gold Acquisition Corporation (the "Company") has determined that it is unable, without unreasonable effort or expense, to file its Quarterly Report on Form 10-Q for the fiscal quarter ended September 30, 2021 (the "Q3 2021 Form 10-Q") by the prescribed due date, for the reasons described below.

In connection with the preparation of the Company's financial statements as of September 30, 2021, management, in consultation with its advisors, identified an error made in certain of its previously issued financial statements, arising from the manner in which, as of the closing of the Company's initial public offering, the Company valued its Class A ordinary shares subject to possible redemption. The Company previously determined the value of such Class A ordinary shares to be equal to the redemption value of such shares, after taking into consideration the terms of the Company's Amended and Restated Memorandum and Articles of Association, under which a redemption cannot result in net tangible assets being less than \$5,000,001. Management has now determined, after consultation with its advisors, that the Class A ordinary shares underlying the units issued during the initial public offering can be redeemed or become redeemable subject to the occurrence of future events considered to be outside the Company's control. Therefore, management has concluded that the redemption value of its Class A ordinary shares subject to possible redemption should reflect the possible redemption of all Class A ordinary shares. As a result, management has noted a reclassification error related to temporary equity and permanent equity and intends to reflect any reclassification of equity for the Company's previous audited balance sheet as of March 31, 2021 and its unaudited financial statements for the periods ended March 2, 2021 (the "Affected Periods") in its forthcoming Q3 2021 Form 10-Q. Any such adjustments to the financial statement items for the Affected Periods will be set forth through expanded disclosure in the financial statements included in the Q3 2021 Form 10-Q, including further describing the correction and its impact on previously reported amounts.

The Company, in consultation with its advisors, is continuing to finalize its Q3 2021 Form 10-Q financial statements to reflect the foregoing. The Company is working diligently to complete its Q3 2021 Form 10-Q as soon as possible, and expects to file such report on or before the fifth calendar day following the prescribed due date (or, if such date is not an EDGAR filing date, then the first EDGAR filing date thereafter).

PART IV – OTHER INFORMATION

(1) Name and telephone number of person to contact in regard to this notification:

Christopher Chadwick

(Name)

860

(Area Code)

214-3714

(Telephone Number)

(2) Have all other periodic reports required under Section 13 or 15(d) of the Securities Exchange Act of 1934 or Section 30 of the Investment Company Act of 1940 during the preceding 12 months or for such shorter period that the registrant was required to file such report(s) been filed? If answer is no, identify report(s).

Yes No

(3) Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof?

Yes No

If so, attach an explanation of the anticipated change, both narratively and quantitatively, and, if appropriate, state the reasons why a reasonable estimate of the results cannot be made.

2

AFRICAN GOLD ACQUISITION CORPORATION

(Name of Company as Specified in Charter)

has caused this notification to be signed on its behalf by the undersigned hereunto duly authorized.

Date: November 16, 2021

By: /s/ Christopher Chadwick

Name: Christopher Chadwick

Title: Chief Executive Officer

ATTENTION

Intentional misstatements or omissions of fact constitute Federal criminal violations. (See 18 U.S.C. 1001).

3