

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): February 28, 2023

African Gold Acquisition Corporation
(Exact name of registrant as specified in its charter)

<u>Cayman Islands</u> (State or other jurisdiction of incorporation or organization)	<u>001-40121</u> (Commission File Number)	<u>N/A</u> (I.R.S. Employer Identification Number)
<u>434 Mamaroneck Avenue</u> <u>Mamaroneck, NY</u> (Address of principal executive offices)		<u>10543</u> (Zip Code)

Registrant's telephone number, including area code: (914) 815-2772

Not Applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Units, each consisting of one Class A ordinary share and third-quarters of one Redeemable Warrant	AGAC.U	The New York Stock Exchange
Class A ordinary shares, par value \$0.0001 per share	AGAC	The New York Stock Exchange
Redeemable Warrants, each whole warrant exercisable for one Class A ordinary share at an exercise price of \$11.50		None

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 or Rule 12b-2 of the Securities Exchange Act of 1934.

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 8.01. Other Events.

On February 23, 2023, African Gold Acquisition Corporation (“African Gold”) filed a definitive proxy statement (the “Extension Proxy Statement”) for an extraordinary general meeting of its shareholders to be held on March 2, 2023 to consider and act upon a proposal to extend the date (the “Termination Date”) by which African Gold must complete an initial business combination to June 2, 2023 (the “Articles Extension Date”) and to allow African Gold, without the need for another shareholder vote, to elect to extend the Termination Date to consummate a business combination on a monthly basis, for up to nine times, by an additional one month each time after the Articles Extension Date, by resolution of African Gold’s board of directors, if requested by African Gold Acquisition Sponsor LLC, a Delaware limited liability company. The Extension Proxy Statement was mailed to African Gold shareholders of record as of February 15, 2023. Shareholders may obtain a copy of the Extension Proxy Statement at the SEC’s website (www.sec.gov).

As set forth in the Extension Proxy Statement, the deadline by which African Gold public shareholders had to complete the procedures for electing to redeem their Class A ordinary shares, par value \$0.0001 per share (the “Ordinary Shares”), was 5:00 p.m., Eastern Time, on February 28, 2023 (“Redemption Deadline”). The initial number of Ordinary Shares tendered for redemption prior to the Redemption Deadline was 37,299,111. Following such redemptions, if not withdrawn, African Gold will have 4,100,889 Ordinary Shares outstanding. The deadline for shareholders to withdraw previously submitted redemption requests is Thursday, March 2, 2023, prior to 4:00 p.m., Eastern Time, subject to approval by the board of directors of African Gold.

Shareholders may make such request by contacting our transfer agent, Continental Stock Transfer & Trust Company, at One State Street, 30th Floor, New York, New York 10004, Attn: Mark Zimkind (e-mail: mzimkind@continentalstock.com).

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: March 1, 2023

African Gold Acquisition Corporation

By: /s/ Christopher Chadwick

Name: Christopher Chadwick

Title: Chief Executive Officer