

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): April 4, 2023

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

Cayman Islands	001-40121	N/A
(State or other jurisdiction of incorporation or organization)	(Commission File Number)	(I.R.S. Employer Identification Number)
PO Box 2634 Darren, CT		06820
(Address of principal executive offices)		(Zip Code)

Registrant's telephone number, including area code: (917) 612-0545

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**

As of April 4, 2023, African Gold Acquisition Corporation (the “Company”) had 5,317,556 Class A ordinary shares outstanding and the redemption price per share was approximately \$10.44 per share (including interest not previously released to African Gold to pay its taxes). As previously disclosed, at a March 2, 2023 extraordinary general meeting of shareholders, the Company amended its amended and restated memorandum and articles of association to (i) extend the date (the “Termination Date”) by which the Company has to consummate a business combination from March 2, 2023 (the “Original Termination Date”) to June 2, 2023 (the “Articles Extension Date”) and to allow the Company, without 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 the Company’s board of directors if requested by African Gold Acquisition Sponsor LLC (the “Sponsor”) and upon five days’ advance notice prior to the applicable Termination Date, until March 2, 2024, or a total of up to twelve months after the Original Termination Date, unless the closing of the Company’s initial business combination shall have occurred prior to such date.

In connection therewith, and as disclosed in the Company’s proxy statement, the Company and a non-affiliated third party entered into a promissory note pursuant to which such non-affiliated third party loaned \$630,000 to the Company. The promissory note doesn’t provide for any interest to be paid. The maturity date of the loans thereunder is the earlier of the consummation of the Company’s initial business combination or the date by which a business combination must be completed. The loans thereunder may be converted at \$1.00 per warrant into the Company’s private warrants.

**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: April 4, 2023

**African Gold Acquisition Corporation**

By: /s/ Christopher Chadwick

Name: Christopher Chadwick

Title: Chief Executive Officer