

August 26, 2022



African Gold Acquisition Corporation Makes Major Announcements

New York, New York, Aug. 26, 2022 (GLOBE NEWSWIRE) -- African Gold Acquisition Corporation (NYSE: AGAC.U) (the “Company”) announced that it has filed a Form 8-K today with the Securities and Exchange Commission (the “SEC”) to make certain material disclosures:

- On August 22, 2022, in conjunction with the Company’s financial advisors, members of the Company’s board of directors (the “Board”) discovered improper withdrawals from the Company’s operating bank accounts and the subsequent concealment of these withdrawals, which transactions commenced during the quarterly period ended March 31, 2022. Upon these discoveries, the Board immediately launched internal investigations, began a series of discussions with its advisors, took actions necessary to safeguard Company accounts and sought to recover funds. From these Board investigations and discussions with its advisors, it appeared that Cooper Morgenthau, the Chief Financial Officer and a director of the Company, had made those improper withdrawals from and after January 2022 and took deliberate actions to conceal them, including by falsifying documents (the “Irregularities”). The services of Mr. Morgenthau as Chief Financial Officer have terminated and the Company is in the process of formally removing Mr. Morgenthau as a director and officer pursuant to its Memorandum and Articles of Association.
- Brian Hinchcliffe, the Vice Chairman of the Company’s Board, has been designated as Interim CFO until a permanent successor is retained.
- The Company has not as yet filed its Form 10-Q for the quarter ended June 30, 2022. On August 23, 2022, the Company received a notice (“Notice”) from the NYSE Regulation staff of the New York Stock Exchange (the “NYSE”) providing that, as a result of its failure to timely file such Form 10-Q, it was not in compliance with the NYSE’s continued listing requirements under the timely filing criteria established in Section 802.01E of the NYSE Listed Company Manual.

The NYSE has informed the Company that, under the NYSE’s rules, the Company will have six months from the filing due date (January 16, 2023) to file its Form 10-Q with the SEC. The Company can regain compliance with NYSE listing standards during this six month period when the Company files its Form 10-Q with the SEC. During the six month period, the NYSE will closely monitor the status of the Company’s late filing and related public disclosures. If the Company fails to file its Form 10-Q within such six month period, the NYSE may, in its sole discretion, allow the Company’s units, Class A ordinary shares and warrants to trade for up to an additional six months depending on specific circumstances, as outlined in the rule. If the NYSE determines that an additional six months is not appropriate,

suspension and delisting procedures will commence. If the NYSE determines that an additional trading period of up to six months is appropriate and the Company fails to file its Form 10-Q and any subsequent delayed filings by the end of that period, suspension and delisting procedures will generally commence. Regardless of the procedures described above, the NYSE may commence delisting proceedings at any time during the period that is available to complete the filing, if circumstances warrant.

The Company is working diligently to complete its Form 10-Q, which will depend upon the resolution of the matters described above. The Company intends to file the Form 10-Q as soon as practicable to regain compliance with the NYSE continued listing standards. No assurance can be given that the Company will be able to regain compliance with the aforementioned listing requirement or maintain compliance with the other continued listing requirements set forth in the NYSE Listed Company Manual.

The above-described Report on Form 8-K can be accessed at the SEC's website, at www.sec.gov.

About African Gold Acquisition Corporation

African Gold Acquisition Corporation is a blank check company organized for the purpose of effecting a merger, share exchange, asset acquisition, share purchase, recapitalization, reorganization, or other similar business combination with one or more businesses or entities. While the Company may pursue a business combination target in any industry, the Company intends to focus on a target with operations or prospective operations in the gold mining sector. The Company is led by Chairman Robert Hersov, Vice Chairman Brian Hinchcliffe and Chief Executive Officer Christopher Chadwick.

Forward-Looking Statements

The information included in this report regarding changes in executive management, the results of the Company's internal investigation, the Company's compliance with its financial reporting obligations and the effects of such matters on the Company's financial condition and results of operations, compliance with SEC rules and the continued listing requirements of the NYSE includes forward-looking statements that are subject to risks and uncertainties that may cause actual results or circumstances to differ from those expressed or implied by our forward-looking statements. Additional considerations and other important risk factors affecting the Company's business are described in the Company's reports on Forms 10-K and 10-Q and other filings with the SEC. The forward-looking statements in this report speak only as of the date hereof.

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Source: AFRICAN GOLD ACQUISITION CORP