

# Allied Gold Corporation Announces Closing of Business Combination and Going Public Transaction

Concurrent financing of ~US\$267 million to aid in facilitating the next phase of growth for Allied Gold - from a fast-growing, mid-tier, Africa-focused gold producer to a next generation senior gold producer

Toronto, Ontario--(Newsfile Corp. - September 7, 2023) - Allied Gold Corporation (formerly, Mondavi Ventures Ltd.) ("**Allied Gold**") is pleased to announce the closing of its previously announced business combination and reverse take-over transaction (the "**Transaction**") involving, *inter alios*, Allied Gold Corp Limited ("**Allied**") and Allied Merger Corporation ("**AMC**"), pursuant to which, among other things, the former securityholders of Allied and AMC were issued securities in the capital of Allied Gold.

Expected to commence on September 11, 2023, the common shares of Allied Gold (the "**Common Shares**") will trade on the Toronto Stock Exchange (the "**TSX**") in Canadian dollars under the symbol "AAUC" and the convertible debentures of Allied Gold (the "**Debentures**") will trade on the TSX in U.S. dollars under the symbol "AAUC.DB.U".

As of the date hereof, Allied Gold has an aggregate of 250,724,253 Common Shares and \$107,279,000 principal amount of Debentures issued and outstanding.

In connection with the completion of the Transaction, the Subscription Receipts issued by AMC pursuant to its previously announced private placement financing (the "**Financing**") of: (a) 81,219,000 common share subscription receipts (the "**CS Subscriptions Receipts**") at a price of US\$1.97 per CS Subscription Receipt; and (b) 107,279 convertible debenture subscription receipts (the "**CD Subscriptions Receipts**", and together with the CS Subscription Receipts, the "**Subscription Receipts**") at a price of US\$1,000 per CD Subscription Receipt, were converted and immediately exchanged for Common Shares and Debentures, respectively, following a consolidation by AMC of its common shares on a 1:2.2585 basis. Net proceeds from the Financing will be used by Allied Gold to carry out its planned growth strategy, including its ongoing optimization and development work, as well as for general corporate purposes.

The management of Allied Gold will be led by Peter Marrone (Chairman and Chief Executive Officer), Daniel Racine (President), Jason LeBlanc (Chief Financial Officer), Gerardo Fernandez (Chief Development Officer), Basie Maree (Chief Operating Officer), Sofia Tsakos (Chief Legal Officer and Corporate Secretary), Greg Winch (Chief Geology and Strategic Officer), Richard Campbell (Chief Human Resources Officer) and Gwennaël Guillen (Chief Sustainability Officer).

The board of directors of Allied Gold consists of Peter Marrone (as Chairman), Justin Dibb (as Vice Chairman), John Beardsworth, John Begeman, Daniel Racine, Pierre Chenard, Jane Sadowsky, Dino Titaro and Richard Graff.

With the expected commencement of trading, Allied Gold is now poised to deliver a series of key catalysts in the coming months, expected to create significant value for both shareholders and broader stakeholders. These catalysts, which will be actively communicated to the market via a robust marketing schedule with analysts and sales desks immediately following the commencement of trading, include:

- Consolidation of Operational Enhancements: Focused on optimization initiatives aimed at reducing all-in sustaining costs.
- Kurmuk Ownership Consolidation: An accretive and strategic consolidation of ownership at the high-quality Kurmuk property.
- Kurmuk Construction Decision: Approval for project development and initial construction phase set for Q3 2023.

- Q3 2023 Financial Results: Anticipated to be released in November 2023.
- Exploration Updates: Expected in Q4 2023 for Kurmuk and Bonikro (Dougbafla).
- Sadiola Phase 1 Construction Decision: Scheduled for Q4 2023.
- Updated Mineral Reserves: Expected in H1 2024.

These catalysts underscore Allied Gold's unwavering commitment to delivering value and our aspiration to evolve into a leading gold producer.

An annual information form of Allied Gold for the financial year ended December 31, 2022 (the "AIF"), which, together with a material change report, includes detailed disclosure with respect to the Transaction and Allied Gold, as well as audited consolidated financial statements of Allied for the financial years ended December 31, 2022 and December 31, 2021 and unaudited interim condensed financial statements of Allied for the three and six-month periods ended June 30, 2023 and June 30, 2022, have been filed under Allied Gold's profile on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca) (<https://api.newsfilecorp.com/redirect/2EPjNFrxOa>).

### **Advisors**

Cassels Brock & Blackwell LLP and Paul, Weiss, Rifkind, Wharton & Garrison LLP acted as legal counsel to AMC. Allen & Overy LLP and McCarthy Tétrault LLP acted as legal counsel to Allied. Prest Law Corporation acted as legal counsel to Mondavi Ventures Ltd.

### **Early Warning Disclosure**

#### *Justin Dibb*

Pursuant to the Transaction, Justin Dibb, the co-founder and former Chief Executive Officer of Allied, and certain entities over which Mr. Dibb has control or direction, being Sterling Trust & Fiduciary Limited, as Trustee of Middle East Africa Investment Trust, and Oak Valley Ltd., acquired ownership of an aggregate of 27,238,331 Common Shares and 12,500 Debentures (which, based on the conversion price of US\$5.79, are convertible into approximately 2,158,894 Common Shares), representing approximately 10.9% of the total issued and outstanding Common Shares on a non-diluted basis and approximately 11.6% of the total issued and outstanding Common Shares on a partially-diluted basis (assuming the conversion of the Debentures beneficially owned by him). Of the total securities of Allied Gold beneficially owned by Mr. Dibb, 27,013,574 Common Shares were issued in exchange for shares of Allied and Allied Gold Corp pursuant to the Transaction and 224,757 Common Shares and 12,500 Debentures were issued to Mr. Dibb in connection with the Financing. These securities are subject to the terms of a lock-up agreement entered into in favour of the agents under the Financing, pursuant to which, without the prior written consent of the lead agents under the Financing, Mr. Dibb agreed not to trade such securities during the period from the closing of the Financing to the date that is 180 days after the closing of the Transaction, subject to certain limited exceptions. Mr. Dibb has entered into a Standstill and Voting Support Agreement with Allied Gold pursuant to which he has agreed for a period of two years following the closing of the Transaction to, among other things, a standstill with respect to proposing or seeking to effect any change of control transaction and to vote in favour of the election of the slate of directors, as proposed by the board of Allied Gold, to ensure continuity and transition of the business.

While Mr. Dibb currently has no plans or intentions with respect to the securities of Allied Gold, subject to the restrictions on dispositions noted above, and depending on market conditions, general economic and industry conditions, the trading prices of Allied Gold's securities, Allied Gold's business, financial condition and prospects and other relevant factors, Mr. Dibb may develop such plans to intentions in the future and may, from time to time, acquire additional securities, dispose some or all of the existing or additional securities or may continue to hold the Common Shares or Debentures.

Mr. Dibb will file an early warning report under National Instrument 62-103 in connection with the closing of the Transaction. A copy of the early warning report will be made available under Allied Gold's profile on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca) (<https://api.newsfilecorp.com/redirect/MAB8rU1woj>) or by contacting Gerardo Fernandez at +1 (647) 526-4258 or [investor@alliedgold.com](mailto:investor@alliedgold.com) (<mailto:investor@alliedgold.com>).

#### *Knightsbridge Capital Corp.*

Pursuant to the Transaction, Knightsbridge Capital Corp. ("**Knightsbridge**") acquired ownership of 30,529,776 Common Shares, representing approximately 12.2% of the total issued and outstanding Common Shares on a non-diluted basis. Of the total securities of Allied Gold beneficially owned by Knightsbridge, all such securities were issued in exchange for shares of Allied pursuant to the Transaction. The Common Shares held by Knightsbridge are subject to the terms of a lock-up agreement entered into in favour of the agents under the Financing, pursuant to which, without the prior written consent of the lead agents under the Financing, Knightsbridge agreed not to trade such securities during the period from the closing of the Financing to the date that is 180 days after the closing of the Transaction, subject to certain limited exceptions.

Knightsbridge holds the Common Shares for investment purposes. Knightsbridge may, from time to time, take such actions in respect of its holdings of Common Shares as it may deem appropriate in light of the circumstances then existing, including the purchase of additional Common Shares or other securities of Allied Gold or the disposition of all or a portion of its shareholding in Allied Gold.

Knightsbridge will file an early warning report under National Instrument 62-103 in connection with the closing of the Transaction. A copy of the early warning report will be available under Allied Gold's profile on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca) (<https://api.newsfilecorp.com/redirect/bVzo5uRDLB>) or by contacting Gerardo Fernandez at +1 (647) 526-4258 or [investor@alliedgold.com](mailto:investor@alliedgold.com) (<mailto:investor@alliedgold.com>).

### **About Allied Gold Corporation**

Allied Gold is a Canadian-based gold producer with a significant growth profile and mineral endowment which operates a portfolio of three producing assets and development projects located in Côte d'Ivoire, Mali, Ethiopia and Egypt. Led by a team of mining executives with operational and development experience and proven success in creating value, Allied Gold aspires to become a mid-tier next generation gold producer in Africa and ultimately a leading senior global gold producer.

### **About Allied Merger Corporation**

AMC was formed and capitalized by the former principals of Yamana Gold Inc., Peter Marrone, Daniel Racine, Jason LeBlanc, Gerardo Fernandez and Sofia Tsakos, for the purposes of financing and assisting the development of high-quality mining opportunities and along with SummitNorth Inc., an investor in AMC, agreed to the terms of the Transaction with Allied.

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### **Cautionary Statement Regarding Forward-Looking Information**

This news release contains certain "forward-looking information" within the meaning of applicable Canadian securities legislation. Such forward-looking information is not representative of historical facts or information or current condition, but instead represents only Allied Gold's beliefs regarding future events, plans or objectives, many of which, by their nature, are inherently uncertain and outside of Allied Gold's control. Generally, such forward-looking

information can be identified by the use of forward-looking terminology such as "plans", "expects", "is expected", "scheduled", "estimates", "forecasts", "intends", "anticipates", "believes", or the negative or variations of such words and phrases or may contain statements that certain actions, events or results "may", "could", "would", "might" or "will be taken", "will continue", "will occur" or "will be achieved". The forward-looking information contained herein includes, but is not limited to, information concerning the commencement of trading of the Common Shares and Debentures on the TSX and the key catalysts expected to be achieved by the Company and expectations with regards to the development of the business of Allied Gold.

By identifying such information and statements in this manner, Allied Gold is alerting the reader that such information and statements are subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of Allied Gold to be materially different from those expressed or implied by such information and statements. In addition, in connection with the forward-looking information contained in this news release, Allied Gold has made certain assumptions. Among the key factors that could cause actual results to differ materially from those projected in the forward-looking information are the following: the inability of the Common Shares and Debentures to commence trading on the TSX on September 11, 2023, as anticipated, the inability of Allied Gold to achieve any one or more of its key catalysts on the timeline expected, or at all and any changes in the development of the business of Allied Gold, as well as those risk factors more generally set out in Allied Gold's annual information form available under Allied Gold's profile on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca) (<https://api.newsfilecorp.com/redirect/3jovXUG7Pv>). Should one or more of these risks, uncertainties or other factors materialize, or should assumptions underlying the forward-looking information prove incorrect, actual results may vary materially from those described herein as intended, planned, anticipated, believed, estimated or expected.

Although Allied Gold believes that the assumptions and factors used in preparing, and the expectations contained in, the forward-looking information are reasonable, undue reliance should not be placed on such information, and no assurance or guarantee can be given that such forward-looking information will prove to be accurate. The forward-looking information contained in this news release is provided as of the date of this news release, and Allied Gold does not undertake to update any forward-looking information that is contained or referenced herein, except in accordance with applicable Canadian securities laws.

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