



## NEWS RELEASE

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### **ALLIED MERGER CORPORATION ANNOUNCES CLOSING OF US\$267 MILLION FINANCING, EXECUTION OF BUSINESS COMBINATION AGREEMENT WITH ALLIED GOLD CORP LIMITED AND MONDAVI VENTURES LTD. AND RECEIPT OF TSX CONDITIONAL APPROVAL FOR GOING PUBLIC TRANSACTION**

**TORONTO, ON – August 30, 2023** — Allied Merger Corporation (“**AMC**”), Allied (as defined below) and Mondavi (as defined below) are pleased to announce: (a) the closing of AMC’s previously announced private placement financing (the “**Financing**”) of Subscription Receipts (as defined below) for aggregate gross proceeds of approximately US\$267 million, including the partial exercise of the option held by the Agents (as defined below) to increase the size of the Financing; (b) the execution of a business combination agreement (the “**Business Combination Agreement**”) with Allied Gold Corp Limited (“**Allied**”), a Jersey-based private company which owns or controls three producing mines and several development and exploration projects in Africa, and Mondavi Ventures Ltd. (“**Mondavi**”), a British Columbia-based unlisted reporting issuer in the Provinces of Alberta and British Columbia, in connection with the previously announced business combination and reverse take-over transaction involving such parties (the “**Transaction**”); and (c) the receipt of conditional approval by the Toronto Stock Exchange (the “**TSX**”) for the listing of the Resulting Issuer Shares (as defined below) and the Resulting Issuer Debentures (as defined below).

Pursuant to the Financing, AMC issued 81,219,000 common share subscription receipts (the “**CS Subscriptions Receipts**”) at a price of US\$1.97 per CS Subscription Receipt and 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. The Financing was led by National Bank Financial Inc., Stifel GMP and Canaccord Genuity Corp., on behalf of a syndicate of investment dealers, including BMO Capital Markets, CIBC Capital Markets, Cormark Securities Inc. and SCP Resource Finance LP (collectively, the “**Agents**”).

The net proceeds of the Financing have been deposited into escrow or are being held in trust pending the satisfaction of certain escrow release conditions in connection with the Transaction (the “**Escrow Release Conditions**”), and, following the completion of the Transaction, will be used to carry out Allied’s planned growth strategy, including its ongoing optimization and development work, as well as other general corporate purposes. Certain members of Allied management participated in the Financing and agreed to apply accrued bonus and other payments, including change of control payments, toward their respective subscriptions.

Each CS Subscription Receipt entitles the holder thereof to receive one common share of AMC (each, an “**AMC Share**”), which, after a consolidation of the AMC Shares on a 1:2.2585 basis, will be exchanged for one common share of the Resulting Issuer (as defined below) (each, a “**Resulting Issuer Share**”) upon the satisfaction of the Escrow Release Conditions. Each CD Subscription Receipt entitles the holder thereof to receive one unsecured convertible debenture of AMC, which will be exchanged for one unsecured convertible debenture of the Resulting Issuer (each, a “**Resulting Issuer Debenture**”) on an economically equivalent basis upon satisfaction of the Escrow Release Conditions. The Resulting Issuer Debentures will be convertible at the holder’s option into Resulting Issuer Shares at any time following the issuance thereof during their five (5) year tenure at a price of US\$5.79 per Resulting Issuer Share.

Concurrent with the completion of the Financing, AMC, Allied, Mondavi (as well as certain related entities of such parties) executed the Business Combination Agreement, pursuant to which, among other things, such parties agreed to consummate a series of transactions which will result in the reverse take-over of Mondavi by the shareholders of AMC and Allied, culminating in the listing of the Resulting Issuer Shares and the Resulting Issuer Debentures on the TSX and a name change of Mondavi to “Allied Gold Corporation” (the “**Resulting Issuer**”), which will thereafter carry on the business of Allied. Subject to the

satisfaction or waiver of the conditions precedent set out in the Business Combination Agreement, the Transaction is expected to close during the first week of September 2023.

In addition, AMC, Allied and Mondavi are pleased to announce that the TSX has conditionally approved the listing of the Resulting Issuer Shares (including those underlying the Resulting Issuer Debentures) and the Resulting Issuer Debentures, subject to the satisfaction of certain customary TSX listing conditions.

Following the completion of the Transaction, it is expected that the Resulting Issuer Shares will trade on the TSX in Canadian dollars under the symbol "AAUC" and the Resulting Issuer Debentures will trade on the TSX in U.S. dollars under the symbol "AAUC.DB.U". Trading is expected to commence on or around September 8, 2023, shortly following the anticipated closing of the Transaction.

In addition, AMC has received credit approvals from a group of prospective lenders for a three-year revolving credit facility totaling US\$100 million that is subject to the completion of definitive documentation and conditions precedent. In addition to the Financing, the revolving credit facility will add to the financial flexibility of the Resulting Issuer. With cash flows, AMC expects that the Resulting Issuer's development stage projects will be fully financed, although the Resulting Issuer will continue to advance other forms of low-cost financings to increase its cash balances.

### **Advisors**

Cassels Brock & Blackwell LLP and Paul, Weiss, Rifkind, Wharton & Garrison LLP are acting as legal counsel to AMC. Allen & Overy LLP and McCarthy Tétrault LLP are acting as legal counsel to Allied. Borden Ladner Gervais LLP is acting as legal counsel to the Agents. Prest Law Corporation is acting as legal counsel to Mondavi.

### **About Allied Gold Corp Limited**

Allied is a private company focused on gold mining asset transformation in Africa. Allied has three mines and several development and exploration projects in Africa where it has significant operating experience. Operations are located in Côte d'Ivoire, Mali, Ethiopia and Egypt. Led by a team of mine developers with proven success in adding value to tier one assets, Allied 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 is a company formed and capitalized by the former principals of Yamana Gold Inc., being 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.

### **About Mondavi Ventures Ltd.**

Mondavi is an unlisted public company organized under the laws of the Province of British Columbia. The business of Mondavi is the investigation and evaluation of business opportunities.

### **FOR FURTHER INFORMATION PLEASE CONTACT:**

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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’s, AMC’s or Mondavi’s beliefs regarding future events, plans or objectives, many of which, by their nature, are inherently uncertain and outside of Allied’s, AMC’s and Mondavi’s control. Generally, such forward-looking information can be identified by the use of forward-looking terminology such as “plans”, “expects”, “is expected”, “budget”, “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 Transaction, the Financing and the Business Combination Agreement, including the structure, timing, completion, and terms and conditions thereof; expectations relating to the satisfaction of Escrow Release Conditions and timing thereof; expectations relating to the listing and trading of the Resulting Issuer Shares and Resulting Issuer Debentures on the TSX, the satisfaction of the TSX listing conditions and the timing thereof; the use of proceeds of the Financing; expectations for the effects of the Financing and the Transaction; and the business of Allied and the Resulting Issuer.

By identifying such information and statements in this manner, Allied, AMC and Mondavi are 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, AMC or Mondavi 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, AMC and Mondavi have 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 ability to consummate the Transaction on the proposed terms and on the proposed timeline anticipated, or at all; the ability to obtain all requisite regulatory, corporate, shareholder, and third-party approvals and consents, and the satisfaction of other conditions to the consummation of the Transaction on the proposed terms and schedule; the ability to satisfy TSX listing conditions; the potential impact of the announcement or consummation of the Financing and the Transaction on relationships, including with regulatory bodies, employees, suppliers, contractors and competitors; changes in general economic, business and political conditions, including changes in the financial markets; changes in applicable laws; and compliance with extensive government regulation. 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, AMC and Mondavi believe 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 none of Allied, AMC or Mondavi undertakes to update any forward-looking information that is contained or referenced herein, except in accordance with applicable Canadian securities laws.