

Citigold Corporation Limited

Annual General Meeting 2020

29 September 2020



Dear Shareholders,

I am very pleased to invite you to the **Annual General Meeting** of Citigold Corporation Ltd shareholders to be held on **Thursday 12th November 2020 at 2pm** at Belise Apartments, Ground floor, 510 St Pauls Terrace, Bowen Hills, QLD 4006 Australia.

The formal Notice of the 2020 Annual General Meeting accompanies this letter.

We welcome shareholders attending the Annual General Meeting.

Pre-registration of your attendance will be required prior to the AGM by emailing to proxy@citigold.com or by calling our office on 07 3839 4041.

Registration on the day will commence at 1.30pm and registration will be facilitated if you bring a copy of your Voting/Proxy Form with you.

In view of the evolving Covid-19 situation and public health concerns, the Board is monitoring closely how matters develop over the coming weeks. The health of the Company's shareholders, as well as its personnel and other stakeholders is of paramount importance.

The Board encourages shareholders to monitor the ASX and the Company's website for any updates in relation to the AGM that may need to be provided. In the meantime, the Board encourages shareholders to submit their proxies as early as possible, even if they intend to attend the meeting in person, as the situation may

change (eg. Shareholders may be restricted from travelling or there may be restrictions on how the meeting itself may be held or conducted).

For shareholders who are unable to attend the meeting you may wish to vote your shares directly or appoint a proxy to act on your behalf. You may register your voting instructions by completing and returning the Voting/Proxy Form enclosed with this letter.

Your Voting/Proxy Form must reach us by 2pm Wednesday 11 November 2020. Shareholders who have not elected to receive a printed copy of the 2020 Annual Report may also obtain a copy from Citigold's website at www.citigold.com.

Your directors and management of Citigold look forward to seeing you at the meeting. If you require any further information, please call **our office on 07 3839 4041** (International +61 7 3839 4041).

Authorised for release by Mark Lynch, Chairman.

For further information contact:

Niall Nand

Company Secretary

T: +61 7 3839 4041 | E: nnand@citigold.com

86 Brookes Street (PO Box 1133), Fortitude Valley QLD 4006

Or visit the Company's website – www.citigold.com

Notice of Annual General Meeting

Notice is hereby given that the 2020 Annual General Meeting of shareholders of Citigold Corporation Limited ("Company") will be held at Belise Apartments, Ground floor, 510 St Pauls Terrace, Bowen Hills, Qld 4006, at 2pm on Thursday 12 November 2020 ("Meeting").

ITEMS OF BUSINESS

Item 1. Financial Report

To receive and consider the Financial Report of the Company and the reports of the directors and auditors for the year ended 30 June 2020.

Item 2. Resolution

To consider and if thought fit, pass the following resolutions as ordinary resolutions:

2(a) Election of John Foley

"That John Foley, who retires in accordance with the Company's Constitution and being eligible offers himself for re-election as a Director of the Company, be elected as a Director of Citigold Corporation Limited".

2(b) Remuneration Report

"That the Remuneration Report for the Company for the year ended 30 June 2020 is adopted".

The Remuneration Report forms part of the Directors Report in the 2020 Annual Report. Section 250R(2) of the Corporations Act requires companies to put a resolution to their members that the Remuneration Report be adopted. Pursuant to section 250R(3), the vote on this Resolution is advisory only and does not bind the Board or the Company.

Voting Exclusion Statement

Vote cannot be cast on resolution 2(b) by or on behalf of a member of the Company's directors and key management personnel or any of their closely related parties (such as close family members and any controlled companies), unless the vote is cast as proxy for a person who is entitled to vote, in accordance with the directors on the Voting Form specifying how the proxy is to vote.

By Order of the Board



Mark Lynch
Chairman
29 September 2020

ANNUAL REPORT – Online

Citigold's Annual Report for the year ended 30 June 2020 will be available on the Company's website from **29 September 2020** at www.citigold.com.

Voting Entitlements

For the purpose of voting at the meeting, the Directors have determined that all shares in the Company are taken to be held by the person who are registered as holding them at 12 noon on 11th November 2020. The entitlement of shareholders to vote at the meeting will be determined by reference to that time.

Proxies

A shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxy, who need not be a shareholder of the Company. If a shareholder is entitled to cast two or more votes they may appoint two or more proxies and may specify the percentage of votes each proxy is appointed to exercise.

If a shareholder appoints two proxies and their appointment does not specify the proportion or number of the shareholder's votes the proxy may exercise, each proxy may exercise one half of the shareholder's votes. If a shareholder appoints two proxies, neither may vote on a show of hands.

The Voting/Proxy Form must be signed by the shareholder or the shareholder's attorney. Proxies given by corporations must be executed in accordance with the Corporations Act.

The proxy form and the power of attorney (if any) under which it is signed (or a certified copy of it) must be received by at least 24 hours before the commencement of the Meeting or any adjournment of that Meeting.

Voting by Corporate Representatives

If a representative of a corporate shareholder is to attend the meeting pursuant to section 250D of the Corporations Act, a certificate of appointment of the representative must be produced prior to the admission to the Meeting. A form of certificate of appointment can be obtained from the Company's share registry.

EXPLANATORY STATEMENT

The information in this document relates to the resolutions to be considered at the Annual General Meeting of shareholders of the Company (Resolutions) to be held on 12th November 2020. This Explanatory Memorandum should be read in conjunction with the Notice of Annual General Meeting and forms part of the Notice of Annual General Meeting.

Item 1. Financial Report

Under the Corporations Act, the directors of Citigold must lay the Financial Report, the Directors' Report and the Auditor's Report for the Company for the year ended 30 June 2020, before the meeting.

This item does not require voting by shareholders. It is intended to provide an opportunity for shareholders to ask questions on the financial statements and reports. The auditors of the Company will be present at the meeting and available to answer any questions about the preparation and content of the auditor's report and the conduct of the audit.

Item 2. Resolutions

Item 2(a) Resolution- Election of John Foley

In accordance with the Company's constitution, John Foley who retires and being eligible offers himself for re-election as a Director of the Company.



Graduating in law from the University of Sydney in 1969, John was admitted to practice as a barrister in New South Wales in 1971. He was subsequently admitted to practice in the jurisdictions of Victoria, ACT, the High Court of Australia and Ireland. He graduated with the post graduate degree of Barrister-at-Law from Trinity College University Dublin and was called to the Irish Bar and admitted as a Member of the Honourable Society of King's Inns in Dublin. John spent two years as a lecturer in law at Macquarie University Sydney and has practiced as a Barrister for 40 years.

He is also currently a director of two public companies listed on the ASX, namely Hudson Investment Group Limited (ASX:HGL) and QEM Limited (ASX:QEM).

John was a founding director of the Australian Gold Council. He is a long standing member and fellow of the Australian Institute of Company Directors and he is listed in Who's Who in Business in Australia.

John has wide-range experience in the resources, financial and investment related industries, with extensive business experience in Australia and overseas. His leadership roles have covered a broad scope of senior positions, and his commercial and legal background will provide further depth, knowledge and experience to any enterprise.

As a professional advocate he has represented industry bodies before various Commissions, Tribunals and Courts and has extensive experience in negotiations and representations with both State and Federal Governments.

Special Responsibilities include: Non- Executive Director, Chair of the Audit and Finance, Nomination & Remuneration and Health, Safety, Environment and Risk Committees.

This is an ordinary resolution requiring it to be passed by a simple majority of the votes cast by shareholders entitled to vote.

Item 2(b) Resolution- Remuneration Report

Section 298 of the Corporations Act requires that the annual Directors' Report contain a Remuneration Report prepared in accordance with section 300A of the Corporations Act.

By way of summary, the Remuneration Report:

- (a) Discusses the Company's policy and the process for determining the remuneration of its executive officers and Directors;
- (b) Address the relationship between the remuneration of the Company's executive officers and the performance of the Company; and
- (c) Sets out remuneration details for each Director and each of the executive officers of the Company named in the Remuneration Report for the financial year ended 30 June 2020.

Section 250R(2) of the Corporations Act requires companies to put a resolution to their members that the Remuneration Report be adopted. Pursuant to section 250R(3), the vote on this Resolution is advisory only and does not bind the Board or the Company.

Shareholders will be given the opportunity to ask questions and to make comments on the Remuneration Report. The Directors recommend that shareholders vote in favour of this resolution. The Directors acknowledge however that they have a personal interest in some aspects of the Remuneration Report. The Chairman intends to vote undirected proxies in favour of this resolution.

Citigold Corporation Limited

Voting/Proxy Form – 2020 Annual General Meeting



I/We _____

Company name (if applicable): _____ HIN/SRN: _____

Address: _____

Suburb: _____ State: _____ Post Code: _____ Country: _____

Being a shareholder/s of Citigold Corporation Limited and entitled to attend and vote hereby appoint:

The **CHAIRMAN** of the Meeting **OR** **Name of proxy** – If you are not appointing the Chairman of the Meeting as your proxy, please write here the full name of individual or body corporate (excluding the registered security holder) you are appointing as your proxy. Or failing the individual or body corporate is named, or if no individual or body corporate is named, **the Chairman of the meeting, as my/our proxy to vote in accordance with the following directions or, if no directors have been given, as the proxy sees fit at the Annual General Meeting of the Company** to be held on Thursday 12th November, 2020 commencing at 2pm and at any adjournment of the meeting. **The Chairman indents to vote undirected proxies in favour of all resolutions.**

VOTING DIRECTIONS

	For	Against	Abstain#
Item 2(a) To re-elect John Foley as a Director of the Company.	()	()	()
Item 2(b) To adopt the Remuneration Report as disclosed in the Annual Report for the year ended 30 June 2020*	()	()	()

***If the Chairman of the Meeting is authorised to vote on your behalf as proxyholder, Not marking any of the above boxes in respect of Resolution 2(b) means that you have directed the Chairman to vote in favour of Resolution 2(b).** If you do not wish to give the Chairman such a directed proxy, you should ensure that a box other than the 'For' box is clearly marked.

#If you mark the abstain box for a particular item you are directing your proxy not to vote on that item on a show of hands or on a poll and that your shares are not to be counted in computing the required majority on a poll.

PLEASE SIGN HERE

This section be signed in accordance with the instructions below to enable your directions to be implemented:

Individual or Security Holder 1	Security Holder 2	Security Holder 3
<input type="text"/>	<input type="text"/>	<input type="text"/>
Director	Sole Director and Sole Company Secretary	Director/Company Secretary

Contact Name: _____ Contact Phone (daytime): _____

- Any appointed proxy must be an individual or body corporate.
- A shareholder who is entitled to cast 2 or more votes may appoint 1 or 2 proxies to attend and vote at a meeting. If you appoint another proxy you should insert the proportion or number of your voting rights given to the proxy named in this form. If you do not insert this proportion or number then each proxy may exercise half of your votes. An additional proxy form for the other proxy will be supplied on request.
- Joint holders should all sign this form. Companies should execute this form under common seal or by an officer or attorney duly authorised. If this form is executed under Power of Attorney, a certificate of non-revocation of Power of Attorney should be completed. The power of Attorney should be sent with this form if it has not already been noted by the Company.
- To be effective the proxy form must be received by the Company at least 24 hours before the meeting. The proxy form will be received by the Company if received at:

Mailed to: Citigold Corporation Ltd, PO Box 1133, Fortitude Valley QLD 4006 Australia

Faxed to: Attention: Company Secretary, Citigold Corporation Ltd, Fax: (07) 3112 4202 (International + 61 7 3112 4202)

Email to: proxy@citigold.com