

ANNOUNCEMENT



Citigold Corporation Limited
86 Brookes Street (PO Box 1133)
Fortitude Valley, QLD, 4006 Australia
T: +61 (0)7 3839 4041

Share Purchase Plan Offer

Dear Shareholder,

26 May 2017: Brisbane, Australia – Citigold Corporation Limited (“Citigold” or “Company”) (ASX:CTO) is pleased to announce a 2017 Share Purchase Plan Offer (Share Plan).

The Share Plan will allow shareholders to increase their holding in the Company at an attractive price free of brokerage or commission.

The last Citigold broad shareholder share plan was in October 2014, approximately two and a half years ago. The share plan was well received and now we feel it is time to give our broad base of shareholders the opportunity to top up their shareholding in an efficient manner and at a historically very favorable price.

The major features of the Share Plan, outlined in detail in attached documentation, are:

Shares are to be issued at \$0.009 (9/10 cent) per Ordinary Share.

Offers opens 26 May 2017 and closes 19 June 2017, unless amended by the Company.

At the discretion of each Shareholder, Shares can be applied for in lots of:

\$1,000 (111,112 shares),

\$2,500 (277,778 shares),

\$5,000 (555,556 shares),

\$10,000 (1,111,112 shares), or

\$15,000 (1,666,667 shares).

The Share Plan will allow shareholders to “top up” their shareholdings.

The funds raised from this plan are to be used towards advancing its Charters Towers Gold Project and general working capital.

The new shares are being offered at \$0.009(9/10 cent) each, free of brokerage and other transaction costs. This issue price under the Share Plan represents a discount of 10% to the last traded price

of Citigold shares on 25 May 2017 or a discount of 9.4% to the volume weighted average closing market price over the 5 trading days prior to the announcement.

For further important information please read the included full Terms and Conditions and the Application Form.

This offer **closes on Monday 19 June 2017**. The shares will be allotted on 21 June 2017 and notification will be sent to shareholders shortly after.

Details of the Company’s current activities are set out in the announcements made by Citigold to the ASX. Information is also available at Citigold web site www.citigold.com.

Participation in the Share Plan is entirely voluntary. If you do nothing you will retain your current shareholding.

To subscribe for the Share Plan **please complete the Application Form (payment can be made by cheque or Visa/Mastercard)** and return the Application Form in the preaddressed envelope provided, facsimile to 07 3112 3991 or email to shareplan@citigold.com.

I invite you to consider this opportunity to top up your shareholding. If you have any questions please do not hesitate to contact the Company on (07) 3839 4041.

Personally, as a long-term shareholder I will be taking up my full entitlement.

Thank you for your continued support.

Mark Lynch
Chairman
Citigold Corporation



APPLICATION FORM

2017 Share Purchase Plan



NAME:
 ADDRESS:

 CONTACT PHONE NUMBER:
 SRN/HIN:

I/We wish to apply for the number of shares as indicated below in accordance with the terms and conditions of the **Citigold Corporation Limited ACN 060 397 177** (Citigold) 2017 Share Purchase Plan Offer (Share Plan) and agree to be bound by the constitution of Citigold in respect of such shares issued to me/us.

PREFERRED OPTION	TOTAL ALLOCATION	COST
<input type="checkbox"/> OPTION A	1,666,667 shares	\$15,000
<input type="checkbox"/> OPTION B	1,111,112 shares	\$10,000
<input type="checkbox"/> OPTION C	555,556 shares	\$5,000
<input type="checkbox"/> OPTION D	277,778 shares	\$2,500
<input type="checkbox"/> OPTION E	111,112 shares	\$1,000

**Please 'X'
one option
box only**

THE RETURN OF THIS DOCUMENT WITH YOUR PAYMENT WILL CONSTITUTE:

- your application for shares under the terms of the Citigold Share Plan;
- your acceptance of the terms outlined in the section of the Terms and Conditions (on the reverse of this form) titled "Declaration & Acknowledgement", that the aggregate of the application price for the shares subject of this application (and any other shares or interest in shares) applied for by the holder under this Share Plan does not exceed \$15,000.

METHOD OF PAYMENT ('X' appropriate box)

Cheque – please make cheque payable to **Citigold Corporation Share Plan**.

Drawer:	Cheque Number:	BSB Number	Account Number	Amount \$A: \$
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Credit Card – please complete the following details (**Visa** and **Mastercard** only)

Cardholder's Name:	Card Number:			
Amount \$A: \$	Card Type: VISA/MASTERCARD	Expiry date:	Signature	

Receipts for payment will not be issued. Cash payment will not be accepted. The completed form should be forwarded together with your payment by using the enclosed preaddressed envelope, email or facsimile and **must reach Citigold in Brisbane** before :

OFFER CLOSES 5pm on Monday 19 June 2017.

Postal/Delivery Address:
Citigold Corporation Limited
PO Box 1133, Fortitude Valley, QLD 4006 Australia

or scan and **email** to:
shareplan@citigold.com
 or **facsimile 07 3112 3991** (+61 7 3112 3991)

If you are unsure of how to complete Application Form, contact Shareholder enquiries **07 3839 4041** (+61 7 3839 4041). Please note that if the company receives applications for shares pursuant to the Citigold Share Plan which will cause it to exceed the limit of new issues under share purchase plans as set out in Australian Stock Exchange (ASX) Listing Rule 7.1, then the company will allot to applicants the maximum number of shares permitted under Listing Rule 7.1, on a **first come first served basis**. The Company may seek shareholder approval to be permitted to allot shares in relation to excess applications received, unless an appropriate waiver is obtained from ASX.

KEY DATES

Record Date – 7pm Brisbane time	Thursday, 25 May 2017
Offer opens	Friday, 26 May 2017
Closing Date	Monday, 19 June 2017
Allotment of new shares	Wednesday, 21 June 2017

Dates are indicative only and the directors reserve the right to vary any of the key dates without further notice. Given the finite period of the Share Plan, the Directors encourage eligible shareholders to proceed with timely lodgment of their applications to avoid disappointment.

FREQUENTLY ASKED QUESTIONS

Who is eligible to participate in the share purchase plan (SPP)?

You are an **Eligible Shareholder** and able to apply for shares under the Share Plan if you are a person or entity:

- who is registered as a holder at 7:00pm on 25 May 2017 (the **Record Date**); and
- have a registered address in Australia or New Zealand.

If you have a registered address outside of Australia or New Zealand this document is deemed not to constitute an offer in that jurisdiction. Distribution of the Share Plan outside Australia and New Zealand may be restricted by law and persons who come into possession of it should seek advice on and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws.

Nominee companies may apply on behalf of their underlying beneficiaries. The Acceptance Form needs to be accompanied by a schedule showing the names and addresses of each beneficiary and the number of shares applied for.

What is the issue price?

The subscription price under the Share Plan has been set at \$0.009 per share. This represents a discount

to the average market price of Citigold Corporation Limited (**Citigold**) on the five trading days prior and including 25 May 2017.

The market price of the shares may rise or fall between the date of this offer and the date when the shares are allotted under the Share Plan.

Therefore, the value of the shares you receive on the allotment date may be more or less than the price paid for the shares. The current share price can be obtained from the Australian Securities Exchange (ASX) and is listed in the financial or business section of major daily newspapers circulating in Australia.

Shareholders should consider obtaining their own independent financial and taxation advice before making a decision to acquire shares under the Share Plan.

How much can you invest under this Plan?

The amount Eligible Shareholders may invest under the Share Plan is limited. Eligible Shareholders may subscribe, regardless of the number of shares they held in Citigold on the Record Date for a parcel of ordinary shares in Citigold up to the maximum value of A\$15,000.

When does the offer close?

Offer closes at 5pm on **Monday 19 June 2017**.

How do you apply for shares in this offer?

Before applying under this offer, carefully read this letter and terms of the Plan attached, and then complete the enclosed **APPLICATION FORM**.

- Tick the box beside the number of shares you want to buy. **Tick only one box.**
- Complete payment section – cheque payable to **“Citigold Corporation Limited” OR** complete and **SIGN** the credit card section (**Visa** or **Mastercard** only).
- Write your daytime telephone number - in case we need to contact you.

- Send your application form and payment (allowing enough time for mail delivery) so that Citigold receives them in Brisbane by no later than 5.00pm on **Monday 19 June 2017** or scan and email to **shareplan@citigold.com**
- If paying by cheque you DO NOT need to sign the application form.
- Application Forms received after the closing date will not be processed.
- Cheques and credit cards may be processed on the day of receipt and as such sufficient cleared funds must be held in your account as cheques or credit cards returned unpaid may not be represented and may result in your Share Plan Form being rejected. Cash will not be accepted. A receipt for payment will not be forwarded.
- Shares will be allotted promptly and advice sent to all shareholders by the Share Registry.
- For further information contact Citigold Shareholder enquiries on **07 3839 4041**

Can I be certain that my application will be successful?

The Citigold Board of Directors reserve the right to close the Share Plan early to cap funds raised from the Plan. If this occurs or applications are received for shares pursuant to the Plan which if issued would in total exceed the limit of new issues under share purchase plans as set out in ASX waiver received by the Company, then the Company will allot to the applicants shares **on a first come first served basis**.

Can my offer under the Share Plan be transferred to a third party?

No, the offer is non-renounceable. Eligible Shareholders cannot transfer their right to participate in the Share Plan to a third party.

What rights will the shares carry?

The shares will rank equally with existing fully paid ordinary shares in Citigold Corporation Limited.

What costs will you incur through participating in the Share Plan?

No brokerage, commissions or other transaction costs will be payable by Eligible Shareholders in respect of the application for, and issue of shares under, the Share Plan.

Do I have to participate in the Share Plan?

No, participation is optional. If you do not participate you will retain you existing holding of shares.

Where can I get more information on the Share Plan from?

If you have any questions, please contact Citigold's shareholder line

Telephone: 07 3839 4041 (within Australia)
+61 7 3839 4041
(outside Australia)

Email: shareplan@citigold.com

Facsimile: 07 3112 3991
+61 7 3112 3991
(outside Australia)



SHARE PURCHASE PLAN TERMS AND CONDITIONS

Participation in the Plan

Participation in the Citigold Corporation Limited 2017 Share Purchase Plan ("**Plan**") is open to all shareholders who, subject to the paragraph below, as at the close of business on 25 May 2017, are registered as holders of fully paid ordinary shares ("**Shares**") in Citigold Corporation Limited ("**Company**") and whose registered address is in Australia, New Zealand or any other jurisdiction as determined by the directors of the Company from time to time ("**Eligible Shareholders**"). If an offer is made to a shareholder in a jurisdiction outside Australia or New Zealand that would breach the laws of that jurisdiction, the offer is sent for information purposes only and may not be accepted.

If you are a custodian holding existing Shares as at the record date on behalf of one or more persons who resides in Australia, New Zealand or any other jurisdiction which Citigold determines (in its sole discretion) is lawful and practicable for Citigold to issue Shares under the Plan, you may apply for up to a maximum amount of \$15,000 of Shares for each participating beneficiary subject to the provision of the required certification per ASIC Class Order 09/425.

Participation in an offer made pursuant to the Plan is optional and is subject to these terms and conditions, the application form and the terms and conditions set out in the letter of offer to shareholders to which these terms and conditions are attached (together the "**Plan Documents**").

Offers non-renounceable

Offers made under the Plan are non-renounceable. This means that shareholders cannot transfer their right to purchase Shares under this offer to another person.

Investment in the Offer

If you are an Eligible Shareholder you can elect to participate in the offer by selecting one of the following five options:

- Option A** 1,666,667 shares \$15,000
- Option B** 1,111,112 shares \$10,000
- Option C** 555,556 shares \$ 5,000
- Option D** 277,778 shares \$ 2,500
- Option E** 111,112 shares \$ 1,000

The offer under the Plan needs to comply with ASIC Class Order 09/425. Accordingly, Eligible Shareholders may only acquire up to a maximum of \$15,000 of Shares under a share purchase plan in any 12 month period (except if you are a custodian). This limitation applies, for example, even if you receive more than one application forms or you hold your existing Shares in more than one capacity. If you are recorded with one or more other persons as the joint holder of Shares, that joint holding is considered to be a single holding for the purposes of the Plan. Accordingly, joint holders are only entitled to participate in the SPP in respect of that single holding. If you receive more than one offer under the Plan due to multiple identical holdings, the maximum you may invest under the Plan in all capacities is \$15,000.

Acceptance and Payment

To accept an offer, a correctly completed application form together with the appropriate payment as set out in the Plan Documents must be sent so as to reach the Company's registered office in **Brisbane by 5pm on 19 June, 2017**.

If the payment received from the Eligible Shareholder is not for the exact amount required to buy the number of Shares the Eligible Shareholder elected to purchase under the Plan, the Company reserves the right not to accept the payment. In these circumstances, the Company will return the Eligible Shareholder's application form and cheque or refund any other

payment. If the Company does that, those Shares will not be issued to the Eligible Shareholder.

Allotment

Shares will be allotted under the Plan as soon as practicable after the closing date for the offer.

Shares allotted under the Plan will rank equally in all respects with existing fully paid ordinary shares in the Company and therefore will carry the same voting rights, dividend rights and other entitlements.

A holding statement (or other applicable evidence of title) will be issued in respect of Shares allotted under the Plan.

The Company will apply for Shares allotted under the Plan to be quoted on the Australian Securities Exchange Limited.

Other costs of participation

No brokerage, commission, stamp duty or other transaction costs (as applicable) will be payable by shareholders in respect of the application for, and allotment of, Shares under the Plan. Shareholders resident in countries other than Australia who are eligible to participate in the Plan are responsible for obtaining any required approvals from the relevant authorities for the acceptance of, and payment for, the offer.

Modification of the Plan

The directors of the Company may resolve to change the terms and conditions of this Plan from time to time. The Company reserves the right to issue fewer Shares than an Eligible Shareholder applied for under the Plan (or none at all) for any reason whatsoever.

Dispute Resolution

The Company may settle in any manner it thinks fit any disputes or other matters which may arise in connection with the Plan, whether generally or in relation to any particular participant, application or share. The decision of the Company shall be conclusive and binding on all participating shareholders and other persons to whom the determination relates. The Company reserves the right to waive compliance with any provision of these terms and conditions

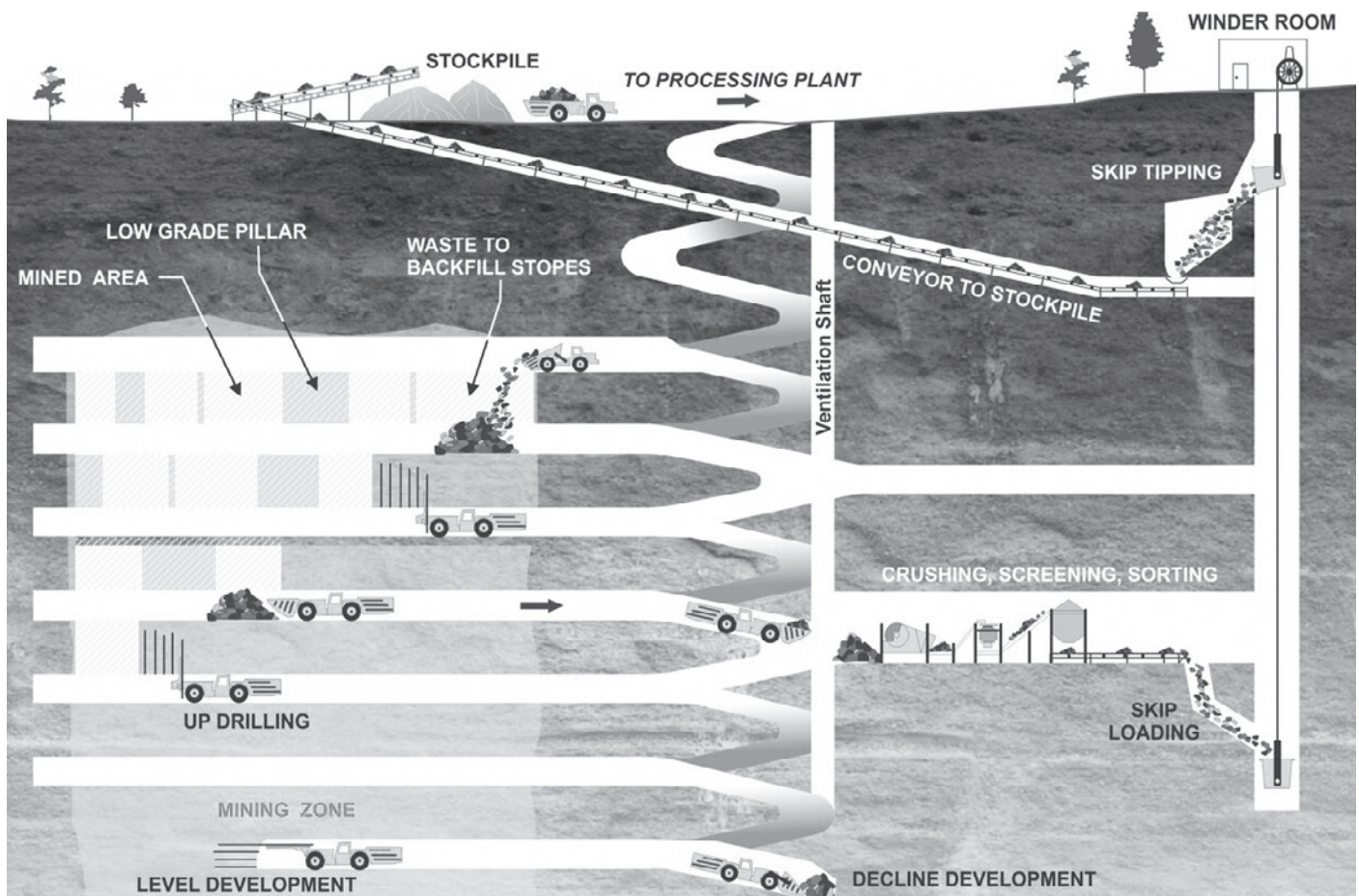
Declaration & Acknowledgment

By forwarding and completing this application form, each shareholder:

- (a) acknowledges that he/she has read and understood the terms and conditions of the Plan;
- (b) certifies that (except where shares are held as trustee or nominee on account of a beneficiary which is expressly noted on the Company's register of members) the aggregate of the application price for:
 - (i) the shares or interests the subject of the application; and
 - (ii) any other shares or interests in the class applied for by, or on behalf of, the shareholder under the Plan or any similar plan operated by the Company in the 12 months prior to the application, does not exceed A\$15,000; and
- (c) certifies that (where shares are held as trustee or nominee on account of a beneficiary which is expressly noted on the Company's register of members ('Beneficiary') the aggregate of the application price for:
 - (i) the shares or interests the subject of the application; and
 - (ii) any other shares or interests in the class applied for by, or on behalf of, the Beneficiary under the Plan or any similar plan in the 12 months prior to the application, does not exceed A\$15,000.

OUR MISSION

“ Become a true Ultra-low Cost gold producer using state of the art technologies and efficiencies. All with the aim of returning substantial profits to shareholders in harmony with the local environment ”



Citigold Corporation Limited

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