

2013 ANNUAL GENERAL MEETING

Dear Shareholder,

I am very pleased to invite you to the Annual General Meeting of Citigold Corporation Ltd shareholders to be held on Tuesday 26 November 2013 at 2.00 pm in the Coral Sea Room, Jupiters Townsville, Sir Leslie Thiess Drive, Townsville, Queensland, Australia.

The formal Notice of the 2013 Annual General Meeting accompanies this letter.

If you are attending the Annual General Meeting registration on the day commences at 1.30pm and prompt registration will be facilitated if you bring your Voting/Proxy Form with you. For catering purposes your prior advice of attendance is appreciated.

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 10.00am Monday, 25 November 2013.

Shareholders who have not elected to receive a printed copy of the 2013 Annual Report may 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 Sandra at our office on +61 7 3834 0000.

Yours sincerely



Mark Lynch
Chairman
18 October 2013

P.S. This year was a very positive turning point for your Citigold and the development of the flagship high-grade Charters Towers gold project. Achievements and positive changes in calendar 2013 should see the transformation of your Company into a long term growth sustaining business.

These changes included new Directors nominated by large shareholders very focused on aggressive growth for all shareholders. A new corporate team plus a full change in senior site management – geology, engineering, maintenance, health, safety, environment and community. A fresh invigorated team is ready to achieve.

Personally I feel very optimistic about Citigold's growth in 2014. Innovation in systems, automation for productivity, energy and water conservation, clever use of existing infrastructure and minimal environmental footprint will be key drivers. Work has already commenced with the reopening of the Central mine readying it for expansion.

To all shareholders who have remained with and supported their Citigold for many years patiently, thank you. 2014 is time to deliver results.

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 2013 Annual General Meeting of shareholders of Citigold Corporation Limited ("Company") will be held at Coral Sea Room, Jupiters Townsville, Sir Leslie Thies Drive, Townsville, at 2:00 pm on Tuesday 26 November 2013 ("Meeting").

ORDINARY BUSINESS

Financial Statements and Reports

To receive and consider the Financial Report of the Company and the reports of the directors and auditors for the year ended 30 June 2013.

Resolutions

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

ORDINARY BUSINESS

1. Election of Mr Mark Lynch

"That Mr Mark Lynch, who retires by rotation 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. Election of Mr Nicholas Ng

"That Mr Nicholas Ng, 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."

3. Election of Mr Arun Panchariya

"That Mr Arun Panchariya, 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."

4. Election of Mr Raymond Tan

"That Mr Raymond Tan, 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."

5. Remuneration Report

"That the Remuneration Report for the Company for the year ended 30 June 2013 is adopted."

The Remuneration Report forms part of the Directors Report in the 2013 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

Votes cannot be cast on resolution 5 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 directions on the Voting Form specifying how the proxy is to vote.

By Order of the Board



Brent Van Staden
Company Secretary

18 October 2013

ANNUAL REPORT – ONLINE

Citigold's Annual Report for the year ended 30 June 2013 will be available on the Company's website from 18 October 2013 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 persons who are registered as holding them at 9am on 25 November 2013. 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

Mail



Citigold Corporation Ltd
Level 13, 500 Queen Street
Brisbane Queensland 4000

Facsimile



07 3834 0011
(International +61 7 3834 0011)

by email at



proxy@citigold.com

10 am Monday, 25 November 2013.

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 Memorandum

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 26 November 2013. 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.

Accounts

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 2013, 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.

Resolution 1 – Election of Mr Mark Lynch

In accordance with the Company's Constitution, Mr Mark Lynch who retires by rotation and being eligible offers himself for re-election as a Director of the Company.



Mr Lynch brings to his role on the Board a deep insight into gold exploration and mining with over 30 years of experience, in both private and public companies. During his career, he has maintained a competitive focus on business efficiency centred around an international perspective on strategic planning and innovation. He has extensive hands-on experience in all stages of mine operations and management from exploration through to pouring gold bars. The Lynch family are founding shareholders and very passionate to see the gold mines full potential realised for shareholders. He held the position of Director of the peak industry body Queensland Resources Council Limited for six years and is a Fellow of the Australian Institute of Company Directors.

In his new and very different role as Chairman he will be working with the relatively new Board bringing his extraordinary depth of knowledge of the Company's projects. The projects are now managed by a new and enthusiastic team of professionals. As Chairman he is steadfastly devoted to continuing to protect and expand the interests of Citigold's shareholders in the rich Charters Towers goldfield. He takes his position very seriously having recently undertaken formal and lengthy residential training by the Australian Institute of Company Directors. He will therefore bring renewed vigor to the Board with its extensive contemporary governance responsibilities to all shareholders and the community.

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

The Directors (other than Mr Mark Lynch who abstains because of his interest in the resolution) recommend that shareholders vote in favour of the re-election of Mr Lynch. The Chairman intends to vote undirected proxies in favour of this resolution.

Resolution 2 – Election of Mr Nicholas Ng

In accordance with the Company's Constitution, Mr Nicholas Ng having been appointed during the year as a director to fill a casual vacancy and, as a consequence of his mandatory ceasing to act as a Director and being eligible, offers himself for election as a Director of the Company.



Mr Ng, currently Chief Executive Officer and Managing Director of Singapore's SGX listed LionGold Corp Ltd, is a veteran of the financial industry with over 28 years experience. Recently, he has been CEO of leading Southeast Asian investment stockbroking house, DMG & Partners Securities Pte Ltd, since 2007. He has concluded a wide range of financial transactions, including IPOs, privatisations, and mergers and acquisitions, on behalf of corporates throughout Asia-Pacific, supported by a network of global strategic and institutional investors.

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

The Directors (other than Mr Nicholas Ng who abstains because of his interest in the resolution) recommend that shareholders vote in favour of the re-election of Mr Ng. The Chairman intends to vote undirected proxies in favour of this resolution.

Resolution 3 – Election of Mr Arun Panchariya

In accordance with the Company's Constitution, Mr Arun Panchariya having been appointed during the year as a director to fill a casual vacancy and, as a consequence of his mandatory ceasing to act as a Director and being eligible, offers himself for election as a Director of the Company.



Mr Panchariya is active in private and investment banking fields. He was President of Euram Bank Asia Limited and has since taken his experience to emerging markets worldwide, with a focus on Africa. This includes providing formal advice to Governments on infrastructure development, finance, mining and agriculture. He is currently the Consul General of Liberia to Dubai, UAE, the principal of Global Finance & Capital Limited, and a director of Al Brooge Securities LLC, Global Capital Advisors and Cardinal Capital Partners Limited.

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

The Directors (other than Mr Arun Panchariya who abstains because of his interest in the resolution) recommend that shareholders vote in favour of the re-election of Mr Panchariya. The Chairman intends to vote undirected proxies in favour of this resolution.

Resolution 4 – Election of Mr Raymond Tan

In accordance with the Company's Constitution, Mr Raymond Tan having been appointed during the year as a director to fill a casual vacancy and, as a consequence of his mandatory ceasing to act as a Director and being eligible, offers himself for election as a Director of the Company.



Mr Tan, is General Counsel, Executive Director and Company Secretary of Singapore's SGX listed LionGold Corp Ltd, has 30 years corporate law experience and heads their legal and compliance affairs worldwide. Raymond was previously with Singapore law firm Robert Wang and Woo LLP for more than 15 years, becoming Partner and Head of its Corporate and Commercial Department. Raymond has extensive experience in dealing with all aspects of corporate law and regulatory issues for public listed companies, specialising in corporate governance, compliance and finance. He also is currently non-executive Chairman of ASX listed Signature Metals Ltd and non-executive independent director of SGX listed ISR Capital Limited.

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

The Directors (other than Mr Raymond Tan who abstains because of his interest in the resolution) recommend that shareholders vote in favour of the re-election of Mr Tan. The Chairman intends to vote undirected proxies in favour of this resolution.

Resolution 5 – 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) addresses 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 2013.

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.

**VOTING / PROXY FORM
2013 ANNUAL GENERAL MEETING**



I/we: _____

Company Name (if applicable) _____

Address: _____

Suburb: _____ State: _____ Post Code: _____ HIN/SRN: _____

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

	The Chairman of the Meeting (mark with an 'X')	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.
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or failing the individual or body corporate 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 directions have been given, as the proxy sees fit at the Annual General Meeting of the Company to be held on Tuesday 26 November, 2013 commencing at 2:00 pm and at any adjournment of the meeting.

The chairperson intends to vote undirected proxies in favour of all resolutions.

VOTING DIRECTIONS	For	Against	Abstain#
1. To re-elect Mr Mark Lynch as a Director of the Company	()	()	()
2. To re-elect Mr Nicholas Ng as a Director of the Company	()	()	()
3. To re-elect Mr Arun Panchariya as a Director of the Company	()	()	()
4. To re-elect Mr Raymond Tan as a Director of the Company	()	()	()
5. To adopt the Remuneration Report as disclosed in the Annual Report for the year ended 30 June 2013	()	()	()

*** 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 Resolutions 5 means that you have directed the Chairman to vote in favour of Resolution 5.** 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 **must** 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

Individual/Sole Director & Sole Company Secretary

Director

Director/Company Secretary

Contact Name: _____ Contact Ph (daytime): _____

PROXY INSTRUCTIONS

- Any appointed proxy must be a natural person.
- 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 10am 25 November 2013. The proxy form will be received by the Company if received at Citigold Corporation Limited, Level 13, 500 Queen St, Brisbane QLD 4000 or faxed to: Attention: Company Secretary, Citigold Corporation Limited, Fax: (07) 3834 0011 from outside Australia fax +61 7 3834 0011 or email to proxy@citigold.com.