

Citigold Corporation Limited Annual General Meeting 2017



Dear Shareholder,

*I am very pleased to invite you to the **Annual General Meeting** of Citigold Corporation Ltd shareholders to be held on **Wednesday 29 November 2017 at 2pm** at Event Space 3, Rydges Fortitude Valley, 601 Gregory Terrace, Bowen Hills, QLD, 4006 Australia.*

The formal Notice of the 2017 Annual General Meeting accompanies this letter.

If you are attending the Annual General Meeting registration on the day commences at 1.30pm and registration will be facilitated if you bring your Voting/Proxy Form with you. For catering purposes your prior advice of attendance to Niall Nand 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 12 noon Tuesday 28 November 2017.

Shareholders who have not elected to receive a printed copy of the 2017 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 **Niall Nand at our office on 07 3839 4041** (International +61 7 3839 4041).*

Yours sincerely,

Mark Lynch
Chairman
26 October 2017

P.S. Personally I would like to thank all shareholders for their patience and support.

Notice of Annual General Meeting

Notice is hereby given that the 2017 Annual General Meeting of shareholders of Citigold Corporation Limited ("Company") will be held at Event Space 3, Rydges Fortitude Valley, 601 Gregory Terrace, Bowen Hills, Qld 4006, at 2pm on Wednesday 29 November 2017 ("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 2017.

Resolutions

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

1. Election of Mr John Foley

"That Mr 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. Ratification and approval of previous allotment and issue of shares for working capital.

"That, for the purpose of Listing Rule 7.4, and for all other purposes, shareholders ratify and approve the prior allotment and issue of 33,000,000 Ordinary Shares in the Company to investors in compliance with section 708 of the Corporations Act 2001, the issued shares are fully paid ordinary shares and rank equally with the existing ordinary shares on issue. Terms and conditions are set out in the Explanatory Statement accompanying the Notice of Meeting"

There is one (1) prior allotment to be ratified and this will be put as a Resolution as follows:

"On 30 January 2017 the allotment of 33,000,000 shares at 0.012 cents per share."

Voting Exclusion Statement

The Company will disregard any votes cast on resolution 2, by or on behalf of any person who participated in the issue and any associate of that person. However the Company need not disregard a vote if (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or (b) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with the direction on the Proxy Form to vote as the proxy decides.

3. Remuneration Report

“That the Remuneration Report for the Company for the year ended 30 June 2017 is adopted”. The

Remuneration Report forms part of the Directors Report in the 2017 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 3 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



Mark Lynch
Chairman

26 October 2017

ANNUAL REPORT - Online

Citigroup’s Annual Report for the year ended 30 June 2017 will be available on the Company’s website from 30 October 2017 at www.citigroup.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 12 noon on 28th November 2017. 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 29 November 2017. 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 2017, 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 John Foley



In accordance with the Company's Constitution, Mr 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, Mr Foley was admitted to practise as a barrister in New South Wales in 1971. He was called to the Irish Bar in 1989 and admitted as a Member of the Honourable Society of Kings' Inns in Dublin. Mr Foley has over 30 years' experience in the gold mining industry, has been a guest speaker at the World Gold Council in New York and was a Director of the Australian Gold Council for eight years. He is currently a director and deputy chairman of ASX listed Precious Metals Resources Limited.

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

Resolution 2– Ratification of Previous Issue of Shares

The Company announced placement issuing 33,000,000 Ordinary Shares in the Company to investors in compliance with section 708 of Corporations Act 2001 for working capital at issue price and date as follows; On 30th January 2017, 33,000,000 shares were issued at 0.012 cents per share.

There is one (1) prior allotment to be ratified and voted on which will be put as a Resolution as follows:

“On 30 January 2017 the allotment of 33,000,000 shares at 0.012 cents per share”

The above Resolution seeks Shareholder ratification pursuant to ASX listing Rule 7.4 for the issue of the aggregate 33,000,000 Ordinary Shares, subject of the placement. The issued shares are all fully paid ordinary shares and rank equally with the existing ordinary shares on issue.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during a 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

Listing Rule 7.4 sets out an exception to Listing Rule 7.1. It provides that where a company in generally meeting ratifies the previous issue of securities made pursuant to Listing Rule 7.1 (and provided that the previous issue did not breach Listing Rule 7.1), those securities will be deemed to have been made with Shareholder approval for the purposes of Listing Rule 7.1.

By ratifying these issues, the company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

Resolution 3 – 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 2017.

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 – 2017 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 directions have been given, as the proxy sees fit at the Annual General Meeting of the Company** to be held on Wednesday 29 November, 2017 commencing at 2 pm and at any adjournment of the meeting. **The Chairman intends to vote undirected proxies in favour of all resolutions.**

VOTING DIRECTIONS

		For	Against	Abstain #
1	To re-elect Mr John Foley as a Director of the Company.	()	()	()
2	Ratification and approval of allotment 30 January 2017 of 33,000,000 shares at 0.012 cents per share.	()	()	()
3	To adopt the Remuneration Report as disclosed in the Annual report for the year ended 30 June 2017*	()	()	()

* 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 3 means that you have directed the Chairman to vote in favour of Resolution 3. 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="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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) 3036 6085 (International +61 7 3036 6085)

Emailed to: proxy@citigold.com