

Citigold Corporation Limited Annual General Meeting 2019



Dear Shareholder,

I am very pleased to invite you to the **Annual General Meeting** of Citigold Corporation Ltd shareholders to be held on **Thursday 28 November 2019 at 2pm** at Event Space 3, Rydges Fortitude Valley, 601 Gregory Terrace, Bowen Hills, QLD, 4006 Australia.

The formal Notice of the 2019 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 a copy of 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 2pm Wednesday 27 November 2019. Shareholders who have not elected to receive a printed copy of the 2019 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).

Yours sincerely,

Mark Lynch
Chairman

24 October 2019

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

Notice of Annual General Meeting

Notice is hereby given that the 2019 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 Thursday 28 November 2019

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 2019.

Item 2. Resolutions

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

2(a) Election of Dr Sibasis Acharya

"That Dr Sibasis Acharya, 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 2019 is adopted".

The Remuneration Report forms part of the Directors Report in the 2019 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 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 directions on the Voting Form specifying how the proxy is to vote.

By Order of the Board

Mark Lynch
Chairman

24 October 2019

ANNUAL REPORT - Online

Citigold's Annual Report for the year ended 30 June 2019 will be available on the Company's website from 25 October 2019 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 12 noon on 27th November 2019. 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 28 November 2019. 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 2019, 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 Dr Sibasis Acharya



In accordance with the Company's Constitution, Dr Sibasis Acharya who retires and being eligible offers himself for re-election as a Director of the Company.

Dr Acharya's qualifications include a PhD (Metallurgical Engineering), MSc (Chemistry), MTech (Material Science), an MBA (Master of Business Administration).

He is an active technical leader with over 19 years' experience in Metallurgy, Material Science and Mineral Processing across several countries. His strengths include technological development, process improvement, operations design, implementation and data analytics.

He is also a strong coach, mentor and supervisor having a long track record of executing his principle responsibilities. He brings big picture thinking, while attending to the detail of operational process, to drive managing for results focused innovation.

Uniquely combining his skills of leadership, strategic and business stewardship with high degrees of intelligence, integrity and self-confidence. Dr. Acharya's track record clearly demonstrates his abilities as a manager and decision-maker with a clear vision and a focus on efficiency, productivity and systems improvement.

Through these skill sets he can be a valuable technical advisor/director on the Board.

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) 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 2019.

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 – 2019 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 Thursday 28 November, 2019 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 #
Item 2(a) To re-elect Dr Sibasis Acharya 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 2019*	()	()	()

*** 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

Director

Security Holder 2

Sole Director and Sole Company Secretary

Security Holder 3

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 4226 (International +61 7 3112 4226)

Emailed to: proxy@citigold.com