

# Citigold Corporation Limited Annual General Meeting 2024

4 October 2024



Dear Shareholders,

I am very pleased to invite you to the **Annual General Meeting** of Citigold Corporation Ltd shareholders to be held on **Thursday, 21<sup>st</sup> November 2024 at 2pm** (Brisbane) at Belise at Bowen Hills, Jabiru Conference Room, Ground floor, 510 St Pauls Terrace, Bowen Hills QLD 4006 Australia.

The formal Notice of the 2024 Annual General Meeting accompanies this letter.

We welcome shareholders attending the Annual General Meeting.

Registration on the day will commence at 1.30pm (Brisbane) 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 is appreciated by emailing [proxy@citigold.com](mailto:proxy@citigold.com) or by calling our office on 07 3839 4041.**

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 (Brisbane) Tuesday 19<sup>th</sup> November 2024. Shareholders who have not elected to receive a printed copy of the 2024 Annual Report may also obtain a copy from Citigold's website at [www.citigold.com](http://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](mailto:nnand@citigold.com)

Level 1, 1024 Ann Street (PO Box 1133)

Fortitude Valley QLD 4006

Or visit the Company's website – [www.citigold.com](http://www.citigold.com)

## Notice of Annual General Meeting

**Notice is hereby given that the 2024 Annual General Meeting of shareholders of Citigold Corporation Limited ("Company") will be held at Belise at Bowen Hills, Jabiru Conference Room, Ground floor, 510 St Pauls Terrace, Bowen Hills QLD 4006 Australia at 2pm (Brisbane) on Thursday 21<sup>st</sup> November 2024 ("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 2024.

#### 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 2024 is adopted".

The Remuneration Report forms part of the Directors Report in the 2024 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

A vote cannot be cast on resolution 2(b) by or on behalf of a member of the Company's Key Management Personnel (KMP) or the KMP's closely related party, unless the vote is cast as proxy for a person who is entitled to vote, in accordance with the directions on the Voting/Proxy Form specifying how the proxy is to vote.

By Order of the Board



Mark Lynch  
Chairman  
4 October 2024

## ANNUAL REPORT – Online

Citigold's Annual Report for the year ended 30 June 2024 has been available on the Company's website from 30 September 2024 at [www.citigold.com](http://www.citigold.com).

Citigold Corporation Limited is committed to responsible and sustainable business practices and we continue to review the manner in which shareholder communications are distributed.

From 2025, shareholders will only be sent a printed Citigold Annual Report if they have proactively elected to receive a hard copy. Citigold Annual Reports will continue to be available electronically on the CTO's website ([www.citigold.com](http://www.citigold.com)).

If you wish to continue receiving a printed Annual Report, please visit the Investor Centre website (<https://investorcentre.linkmarketservices.com.au/Login/Login>) and login via the Portfolio login. If you do not have a Portfolio login, please create one. After you have logged in, navigate to 'Communications' and:

1. select 'Preferences'
2. select the option 'Investor communications, Annual Report and Payment Advice sent by post'

Follow the on-screen prompts to complete your election.

Alternatively, please call MUFU Pension & Market Services (Formerly Link Market Services) on +61 1300 554 474.

Thank you for supporting Citigold's commitment to sustainable business practices.

## 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 is registered as holding them at 5pm (Brisbane) Tuesday, 19<sup>th</sup> November 2024. 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 48 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 21 November 2024. 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 2024, 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.

Mr Foley is currently a non-executive director of Hudson Investment Group Limited (ASX:HGL) and previously served as director of 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) 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 2024.

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 – 2024 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 21<sup>st</sup> November 2024 commencing at 2pm (Brisbane) 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 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 2024*	( )	( )	( )

**\*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 to 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"/>
<b>Director</b>	<b>Sole Director and Sole Company Secretary</b>	<b>Director/Company Secretary</b>

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 48 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  
**Email to:** proxy@citigold.com

### Email Communication Standing Election (Optional to fill in)

Please provide your email address if you wish to elect to receive some or all correspondence from the Company by email.

#### Select your email preference(s):

- ( ) Annual Reports ( ) Payment Advice  
( ) Member Meeting Documents ( ) Any other regulatory documents

**Please provide your email address**