

## ASX ANNOUNCEMENT

15 May 2026

### Notice of Extraordinary General Meeting and Explanatory Memorandum

Notice is given that the Extraordinary General Meeting of Shareholders of Citigold Corporation Limited ACN 060 397 177 (Company) will be held at Belise at Bowen Hills, Broilga Conference Room, Ground floor, 510 St Pauls Terrace, Bowen Hills QLD 4006, on 17 June 2026 at 2pm (Brisbane time). We invite all shareholders to attend the Extraordinary 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.** Your directors and management of Citigold look forward to seeing you at the meeting.

#### Ordinary Business

##### 1. Resolution 1 – Removal of Auditor

To consider and, if thought fit, pass the following Resolution as an **Ordinary Resolution** of the Company:

*“That, subject to the passing of Resolution 2, for the purposes of section 329 of the Corporations Act, and for all other purposes, approval is given to remove AH Jackson & Co as the Auditor of Citigold Corporation Limited, effective from the close of the Meeting.”*

#### Special Business

##### 2. Resolution 2 – Appointment of Auditor

To consider and, if thought fit, pass the following Resolution as a **Special Resolution** of the Company:

*“That, subject to the passing of Resolution 1, for the purpose of section 327B of the Corporations Act and for all other purposes, KS Black & Co, having been nominated by a Shareholder and having consented in writing to act as the auditor of the Company, be appointed as auditor of the Company with effect from the close of the Meeting”.*

By Order of the Board



Niall Nand  
Company Secretary  
15 May 2026

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

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## Explanatory Memorandum

This Explanatory Memorandum is provided to Shareholders of Citigold Corporation Limited ACN 060 397 177 (Company) to explain the Resolutions to be put to Shareholders at the Extraordinary General Meeting to be held at Belise at Bowen Hills, Brolga Conference Room, Ground floor, 510 St Pauls Terrace, Bowen Hills QLD 4006 on 17 June 2026, commencing at 2pm (Brisbane time).

The Directors recommend Shareholders read the accompanying Notice of Meeting and this Explanatory Memorandum in full before making any decision in relation to the Resolutions.

### 1. Resolution 1 – Removal of Auditor

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The Company has received written notice of intention to move a resolution for the removal of AH Jackson & Co as the Company's auditor, pursuant to section 329(1A) of the Corporations Act. The notice sets out the intention for a meeting to be held for Shareholders to vote on the matter. A copy of the notice has been sent to AH Jackson & Co in accordance with section 329(2) of the Corporations Act.

The Company believes that appointing a replacement auditor under Special Resolution 2- Appointment of Auditor is in the best interests of the Company, having regards to the Board's view that an audit firm with relevant ASX listed mining and exploration sector experience is well aligned with the Company's present and future needs. The Board wishes to thank AH Jackson & Co for the services provided and appreciates its contribution to the Company's audit processes.

If Resolution 1 is passed, the removal of AH Jackson & Co as the Company's auditors will take effect from the close of the Extraordinary General Meeting. Resolution 1 is an Ordinary Resolution and requires a simple majority of votes cast.

### 2. Resolution 2 – Appointment of Auditor

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Under section 327D of the Corporations Act, the Company in a general meeting may appoint an auditor to replace an auditor removed under section 329 of the Corporations Act.

Special Resolution 2 is seeking to appoint KS Black & Co as the new auditor for the Company. In accordance with section 328B(1) of the Corporations Act, the Company has obtained a written nomination from a Shareholder for KS Black & Co to be appointed as the Company's auditor, a copy of which is attached to this Explanatory Memorandum as Attachment 1: Nomination of Auditor.

KS Black & Co is an established audit firm with extensive experience with ASX-listed entities, including companies operating in the mining and exploration sectors. The Board considers that this experience is relevant to the Company's present operational profile and future reporting requirements.

In accordance with section 328A(1) of the Corporations Act, KS Black & Co has given its written consent to act as the Company's auditor, and, as at the date of this Notice, has not withdrawn this consent.

If Special Resolution 2 is passed, the appointment of KS Black & Co as the Company's auditor will take effect from the close of the Extraordinary General Meeting. Resolution 2 is a Special Resolution and requires at least 75% of votes cast.

## Directors Recommendation

The Directors unanimously recommend that you vote in favour of Resolutions 1 and 2.

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## Interdependence of Resolutions

The appointment of a replacement auditor under Resolution 2 may only take place once the removal of an auditor under Resolution 1 has taken place.

## 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 7pm (Brisbane) Monday, 15 June 2026. 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.

### Attachment 1: NOMINATION OF AUDITOR

Company Secretary  
Citigroup Corporation Limited  
PO Box 1133  
Fortitude Valley QLD 4006

12 May 2026

Dear Company Secretary,

In accordance with the provisions of section 328B(1), I, Mark Lynch, a member of Citigroup Corporation Limited, hereby nominate KS Black & Co for appointment as auditor of the Company.

Yours sincerely



Mark Lynch  
Shareholder

# Voting/Proxy Form – 2026 Extraordinary 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 Extraordinary General Meeting of the Company** to be held on Wednesday 17<sup>th</sup> June 2026 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# |
|--------------|---|-----|---------|----------|
| Resolution 1 | Removal of AH Jackson & Co as Auditor   | ( ) | ( )     | ( )      |
| Resolution 2 | Appointment of KS Black & Co as Auditor | ( ) | ( )     | ( )      |

**\*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 1 and 2 means that you have directed the Chairman to vote in favour of Resolutions 1 and 2 .** 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="checkbox"/>                        | <input type="checkbox"/> | <input type="checkbox"/>          |
| <b>Sole Director and Sole Company Secretary</b> | <b>Director</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**