

1. INTRODUCTION

The purpose of this policy is to:

- a) explain the type of conduct in relation to dealings in securities that is prohibited under the Corporations Act, which is applicable to all key management personnel, which includes all Directors, (**KMP**) of Citigold Corporation Limited (the **Company**) and its subsidiaries; and
- b) establish procedures relating to buying and selling securities by KMP.

The Company expects all KMP to adhere to the highest possible standards of corporate conduct and ethical standards. Accordingly, the Board of directors considers that compliance with this policy is essential to ensure that the highest standards of conduct are being upheld.

2. POLICY FOR DEALING IN SECURITIES

2.1 Persons to whom this policy applies

This policy applies to:

- (a) all directors of the Company; and
- (b) all key management personnel of the Company and its subsidiaries; (collectively **KMP**)

2.2 Excluded Trading

- Trading that is excluded from the restrictions in this Policy, includes:
- transfers of Securities already held into a superannuation fund or other saving scheme in which the KMP is a beneficiary;
- an investment in, or trading units of, a fund or other scheme (other than a scheme only investing in the Company Securities) where the assets of the fund or other scheme are invested at the discretion of a third party;
- where a KMP is a trustee, trading in Securities by that trust provided the KMP is not a beneficiary of the trust and any decision to trade during a Closed Period is taken by the other trustees or by the investment managers independently of the KMP;
- undertakings to accept, or the acceptance of, a takeover offer;
- trading under an offer or invitation made to all or most of the security holders, such as, a rights issue, a security purchase plan, a dividend or distribution investment plan (**DRP**) and an equal access buy-back, where the plan that determines the timing and structure of the offer has been approved by the Board. In the case of a **DRP**, the KMP must only elect to participate in the **DRP** when they are not in possession of non-public price sensitive information and may not change that election until they are again not in possession of non-public price sensitive information;
- a disposal of securities of the entity that is the result of a secured lender exercising its rights, for example, under a margin lending arrangement;
- the exercise (but not the sale of securities following exercise) of an option or a right under an employee incentive scheme, or the conversion of a convertible security, where the final date for the exercise of the option or right, or the conversion of the security, falls during a Closed Period where the KMP could not reasonably have been able to exercise at a time when free to do so;
- trading under a non-discretionary trading plan for which prior written clearance has been provided in accordance with procedures set out in this Policy and where the KMP did not enter into the plan or amend the plan during a Closed Period.

2.3 The Policy

(a) Trading Window

All KMP of the Company, may buy or sell the Company's securities on the ASX in the period of 45 days commencing 1 day after:

- the announcement of quarterly results;
- the announcement of half-yearly results;
- the announcement of annual results;
- the holding of the Annual General Meeting,
- any half year profit guidance or full year profit guidance released to the ASX by the Company
- issue of prospectus

except where the KMP is in possession of price sensitive information.

The Company may, during the "trading window" set out above, notify you that you may not buy or sell securities during all or part of any such period.

If you are not sure whether you should buy or sell the Company's securities during this time please contact the Company Secretary.

(b) Dealing at other times

All KMP in the categories listed below must obtain approval for any proposed dealing in the Company's securities if they wish to deal outside of the "trading window":

- (1) a **director** of the Company (including the Managing Director) must inform and receive acknowledgment from the Chairman prior to undertaking a transaction outside the trading window;
- (2) the **Chairman** must obtain approval from the Chair of the Audit Committee
- (3) KMP must inform and receive acknowledgment from the Managing Director prior to undertaking a transaction outside the trading window.

It is intended that all request will be answered within 48 hours. Approval will not be granted if the Company is in possession of any material price-sensitive information which would prohibit the proposed dealing.

(c) Black-out Period

No approval will be given to KMP for the purchase or sale of Company securities in the period commencing 30 days before:

- the announcement of quarterly results;
- the announcement of half-yearly results;
- the announcement of annual results;
- any half year profit guidance or full year profit guidance released to the ASX by the Company

except in exceptional circumstances, including where the relevant KMP has pressing financial concerns. In such an event, approval may only be given for the KMP to sell, and not purchase, Company securities.

(d) Director notification to Company Secretary

Following the completion of a trade in the Company's securities, directors must immediately notify the company secretary of any dealing of securities so that ASX can be informed as required under law.

(e) Short Term Dealing

KMP are not permitted to deal in the Company's securities in a manner which involves frequent and/or regular trading activity.

(f) Prohibition on Margin Loan Arrangements

No KMP may enter into a margin loan or similar funding arrangement to acquire any Securities. As the timing of margin calls and the possible sale of Securities where those calls are not met is beyond the control of the shareholder, it is not possible to ensure that such trading occurs during a Trading Window.

3. DEALING IN SECURITIES

3.1 Summary of Prohibited Conduct

The Corporations Act prohibits "insider trading".

Under the Corporations Act, a person is prohibited from dealing in securities where:

- (a) the person possesses information which is not generally available; and
- (b) that information may have a material effect on the share price of the relevant entity; and
- (c) the person knows or ought reasonably to know that the information is not generally available and if it were it might have a material effect on the share price.

In addition, a person with inside information must not *procure* another person to deal in the Company's securities nor communicate the information (directly or indirectly) to another person who the person believes may deal (or procure someone else to deal) in the Company's securities.

The key concepts are discussed in more detail in paragraph 3.2 below.

3.2 Defined Terms

(a) Securities

The definition of securities in the Corporations Act is very broad.

Securities include:

- ordinary securities;
- preference securities;
- options;
- debentures; and
- convertible notes.

It also extends to things relating to securities issued by the Company (for example, warrants and other derivative products).

(b) Dealing in Securities

Dealing in securities is a broad concept and covers more than simply buying or selling securities. It extends to exercising options over securities and entering agreements to buy or sell securities.

That is, under this policy and the law, the prohibition on dealing means that you are not permitted to:

- buy or sell;
- subscribe for new securities (eg in a float); or
- enter into an agreement to subscribe for, buy or sell, securities,

where you or the Company possess information that is not generally available and which a reasonable person would expect to have a material effect on the price or value of those securities.

If you possess price sensitive information that is not generally available, you are also prohibited from:

- procuring any other person to deal in those securities; or
- from directly or indirectly communicating the information to another person who you believe is likely to deal in, or procure another to deal in, those securities.

Procuring means enticing, encouraging, persuading, causing or securing another person to do something. For the purposes of these provisions procuring includes inciting, inducing or encouraging an act or omission.

For example you cannot ask or encourage family members to deal in securities when you possess price sensitive information and you should not communicate price sensitive information.

(c) Information that is generally available

Information is generally available if:

- it consists of readily observable matter;
- it has been made known in a manner likely to bring the information to the attention of people that is it has been released to the ASX, published in an Annual Report or prospectus or otherwise been made generally available to the investing public and a reasonable period of time has elapsed
- who commonly invest in securities of a kind whose price or value might be affected by the information, and since it was made known, a reasonable period for it to be disseminated among such persons has elapsed;
- it is derived from information which has been made public; or
- it consists of observations, deductions, conclusions or inferences made or drawn from other generally available information

(d) Material effect of the price of securities

Information is considered by the Corporations Act to be likely to have a material effect on the price or value of securities of a company if the information would, or would be likely to, influence persons who commonly invest in securities in deciding whether or not to subscribe for, buy or sell those securities.

It is not possible to list all of the information that may be material, however, the following type of information would be likely to be considered to have a material effect on the Company's share price:

- the financial performance of the Company against its budget;
- entry into or termination of a material contract (such as a major joint venture);
- a material acquisition or sale of assets by the Company;
- an actual or proposed takeover or merger;
- drilling results;

- an actual or proposed change to the Company's capital structure;
- a proposed dividend or a change in dividend policy; or
- a material claim against the Company or other material unexpected liability.

(e) Information

For the purposes of the insider trading provisions of the Corporations Act, information is defined broadly and includes matters of supposition and other matters which are insufficiently definite to warrant being made known to the public. It also includes matters relating to the intentions of a person.

3.3 Relationship to the continuous disclosure regime

The Corporations Act and ASX Listing Rules require the Company to immediately release to the ASX any information concerning the Company which may reasonably be expected to have a material effect on the price or value of the Company securities, subject to limited exceptions.

As a result of the operation of the continuous disclosure regime, usually all material price sensitive information will be generally available. However, there are limited circumstances in which disclosure is not required. In these situations there may be people with “inside information” who would breach the insider trading prohibition if they dealt in securities at that time.

Specifically, the Listing Rules do not require disclosure where:

- (a) a reasonable person would not expect the information to be disclosed; and
- (b) the information is confidential and the ASX has not formed the view that the information has ceased to be confidential; and
- (c) one or more of the following applies:
 - it would be a breach of law to disclose the information;
 - the information concerns an incomplete proposal or negotiation (eg. the Company has not yet executed a Heads of Agreement);
 - the information comprises matters of supposition or is insufficiently definite to warrant disclosure (eg. the effect of an event on the Company has not yet been quantified);
 - the information is generated for internal management purposes of the entity (eg. internal management accounts or an internal management report); or
 - the information is a trade secret.

Although information does not need to be disclosed under the Listing Rules, KMP may possess “inside information”. If a person deals in the Company’s securities at a time when that person is aware of information which, but for a carve-out to the Listing Rules, would need to be disclosed to the market, that person will be in breach of the insider trading provisions.

4. SECURITIES IN OTHER COMPANIES

While in general relevant persons are free to deal in securities in other listed companies, the prohibited conduct under the Corporations Act includes dealings in securities of the Company as well as of other companies with which the Company may be dealing (this would include the Company’s customers, contractors or joint venture partners) where a relevant person possesses inside information in relation to that other company.

5. REGISTER OF DEALINGS

The Company Secretary will maintain a copy of:

- (a) all requests for approval to deal in the Company's securities submitted by directors, executives and senior managers;
- (b) all decisions relating to such requests and accompanying reasons for the decision;
- (c) details of all dealings in the Company's securities made by KMP.

The details of each dealing in the Company securities made by a director, executive or senior manager will be tabled at the next Board meeting.

6. PENALTIES

A person who commits a breach of the insider trading provisions could be subject to criminal liability or civil liability. In addition, the insider trader, and any other persons involved in the contravention, may also be liable to compensate third parties for any resulting loss.

In the case of a company, the commission of an offence under the insider trading provisions is punishable by a criminal penalty fine and a civil penalty.

A conviction for insider trading is grounds for dismissal from employment with the Company.

7. WHO TO CONTACT

If you are in any doubt regarding your proposed dealing in securities you should contact the Company Secretary.

Reviewed by the Board of Directors: 31 May 2021