

28 August 2020

Dear Optionholder

**NOTICE TO HOLDERS OF LISTED OPTIONS EXERCISABLE AT \$0.20 ON OR BEFORE 30 SEPTEMBER 2020
ASX: SGQOB (“EXPIRING OPTIONS”)**

We write to you as a registered holder of Expiring Options. These options entitle you to acquire ordinary fully paid shares in St George Mining Limited (ACN 139 308 973) (**St George** or the **Company**). Each option held is for the acquisition of one fully paid share in the capital of the Company (**Share**), and the exercise price is \$0.20 per option.

You are formally advised that the Expiring Options will expire at 5:00 pm Western Standard Time (WST) on 30 September 2020, and official quotation of these options on the Australian Securities Exchange (**ASX**) will cease at close of trading on 24 September 2020.

The Expiring Options may be exercised in whole or in part by completing the form entitled Notice of Exercise of Options and Application for Shares (**Notice of Exercise**) overleaf and returning it to the Company, together with payment of \$0.20 for each Share applied for, by no later than 5:00 pm (WST) on 30 September 2020. Please note a Notice of Exercise is only effective when the Company has received payment in full for the quantity of Shares being applied for in cleared funds.

If the Notice of Exercise, together with payment in cleared funds, is not received by Computershare Investor Services Pty Limited on or before 5:00 pm (WST) on 30 September 2020, then your Expiring Options will expire with no value and no further entitlement will exist.

As at the date of this notice, there is no underwriting agreement in place for exercise of the Expiring Options.

Market (Closing) Prices of Shares

The latest available market (closing) price of Shares in St George on the ASX was \$0.098 on 28 August 2020, being the last trading day prior to the date of this notice.

During the three months preceding the date of this notice, the highest market (closing) price of Shares in the Company on the ASX was \$0.125 on 22 June 2020 and the lowest market (closing) price of Shares in the Company on the ASX was \$0.082 on 17 and 18 August 2020.

The market price of Shares in the Company may rise and fall between the date of this letter and the expiry of the Options on 30 September 2020. We recommend that you consider price movements of Shares in the Company prior to exercising any Options and obtain financial and taxation advice as you may require in relation to the exercise of the Options.

How to Exercise your Options

Once your Notice of Exercise is complete and signed, please email your form to sarah.shipway@stgm.com.au and we will respond with details for payment of application moneys by electronic funds transfer.

Please be advised cleared funds are required prior to 5:00 pm WST on 30 September 2020.

St George provides the information contained in this notice for your information. The Company notes that, as item 5.3 of Appendix 6A of the ASX Listing Rules applies to the Expiring Options, the Company is not required to provide all of the information set out in item 5.2 of Appendix 6A of the ASX Listing Rules.

If you have any enquiries concerning this notice or your option holding, please contact the Company Secretary, Sarah Shipway on 0437 220 697, Monday to Friday (excluding public holidays) between 8:30 am and 5:30 pm (WST).

Sarah Shipway
Non-Executive Director/Company Secretary
St George Mining Limited

Application Form on Exercise of Listed Options Expiring 30 September 2020 – ASX: SGQOB

To the Directors, St George Mining Limited

I/We hereby
exercise

option(s) with payment of \$

being \$0.20 per share on application for

ordinary shares in the capital of the Company.

I/We request that you allot me that number of shares and I/we agree to accept that number of shares on the terms below and the Constitution of the Company, and I/we authorise you to place my/our name on the register.

My/Our SRN/HIN (as shown on my/our Issuer Sponsored holding statement or CHESS holdings statement) is

Sign Here – This section must be signed for your instructions to be executed

I/We authorise you to act in accordance with my/our instructions set out above.

Individual or Securityholder 1

Director

Securityholder 2

Director/Company Secretary

Securityholder 3

Sole Director and
Sole Company Secretary

Note: when signed under Power of Attorney, the attorney states that they have not received a notice of revocation. Computershare Investor Services Pty Limited needs to sight a certified copy of the Power of Attorney.

Contact Name

Contact Telephone Number

Day/Date Month Year

**LODGEMENT INSTRUCTIONS -
IMPORTANT**

Payment of application moneys to the Company should be made by electronic funds transfer (EFT). Please email your completed Application Form to sarah.shipway@stgm.com.au who will provide account details for the EFT.

The application for shares on exercise of the options will not be effective unless cleared funds for the application are received by the Company or the Company's Registry, Computershare Investor Services Pty Limited, on or before 5:00 pm (WST) on 30 September 2020.

TERMS AND CONDITIONS OF THE LISTED OPTIONS EXPIRING 30 SEPTEMBER 2020

The following are the terms and conditions of the Listed Options:

- (a) each Option entitles the holder to subscribe for one Share upon payment of \$0.20 (**Exercise Price**);
- (b) the Options are exercisable on or before 30 September 2020 at any time;
- (c) the Options will expire on 30 September 2020. Options not exercised on the expiry date will automatically lapse;
- (d) the Options may be exercised in whole or in part, by notice in writing to the Company;
- (e) holders of Options will be permitted to participate in new issues of securities only following the prior exercise of the Option, in which case the record date must be at least seven (7) Business Days, or such lesser number of days as is permitted under the ASX Listing Rules, after announcement of the new issue, to allow exercise of the Options;
- (f) Shares issued on the exercise of the Options will be issued not more than fourteen (14) days after receipt of a properly executed "form of exercise of Options" and the specified option exercise date;
- (g) Shares issued pursuant to the exercise of an Option will rank equally with the then issued Shares;
- (h) an Option does not confer the right to a change in Exercise Price or a change in the number of Shares over which the Option can be exercised; and
- (i) in the event of any reconstruction (including consolidation, subdivision, reduction or returns) of the issued capital of the Company, the number of Options or Exercise Price or both shall be reconstructed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.