

ST GEORGE MINING LIMITED
ACN 139 308 973

NOTICE OF GENERAL MEETING

AND

EXPLANATORY MEMORANDUM

IMPORTANT INFORMATION

*This is an important document that should be read in its entirety.
If you do not understand it you should consult your professional advisers without delay.*

*If you wish to discuss any aspect of this document with the Company please contact
Ms Sarah Shipway on telephone (+61 8) 9322 6600.*

ST GEORGE MINING LIMITED
ACN 139 308 973

NOTICE OF GENERAL MEETING

Notice is hereby given that a General Meeting of the Shareholders of St George Mining Limited will be held at Level, 1, 115 Cambridge Street, West Leederville Western Australia at 10:00am (WST) on 30 September 2016 to conduct the following business and to consider, and if thought fit, to pass the following Resolutions.

AGENDA

RESOLUTION 1 – RATIFICATION OF PRIOR ISSUE OF SHARES – LISTING RULE 7.1

To consider, and if thought fit, to pass with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purpose of Listing Rule 7.4, and for all other purposes, Shareholders ratify the allotment and issue of 22,446,045 Shares on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by a person who participated in the issue, and any associates of such a person. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

RESOLUTION 2 - RATIFICATION OF PRIOR ISSUE OF SHARES – LISTING RULE 7.1A

To consider, and if thought fit, to pass with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purpose of Listing Rule 7.4, and for all other purposes, Shareholders ratify the allotment and issue of 20,719,425 Shares on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by a person who participated in the issue, and any associates of such a person. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

RESOLUTION 3 – RATIFICATION OF PRIOR ISSUE OF LISTED OPTIONS – LISTING RULE 7.1

To consider, and if thought fit, to pass with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purpose of Listing Rule 7.4, and for all other purposes, Shareholders ratify the allotment and issue of 8,633,094 Listed Options on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by a person who participated in the issue, and any associates of such a person. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form or

it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

RESOLUTION 4 – APPROVAL OF ISSUE OF BROKER OPTIONS TO CORPORATE ADVISERS

To consider, and if thought fit, to pass with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purpose of Listing Rule 7.1, and for all other purposes, Shareholders approve the allotment and issue of 3,500,000 Broker Options to its corporate advisers (or their respective nominees) on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by a person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities if this Resolution is passed, and any associates of such a person. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

DATED THIS 24th DAY OF AUGUST 2016

BY ORDER OF THE BOARD

**SARAH SHIPWAY
COMPANY SECRETARY / DIRECTOR**

Notes:

Definitions

Terms which are used in this Notice and which are defined in Section 3 of the Explanatory Memorandum have the meanings ascribed to them therein.

Note

If you have recently changed your address or if there is any error in the name and address used for this notice please notify the Company Secretary. In the case of a corporation, notification is to be signed by a director or company secretary.

Proxies

A Shareholder who is entitled to vote at this Meeting has a right to appoint a proxy and should use the proxy form enclosed with this notice. The proxy need not be a Shareholder of the Company and can be an individual or a body corporate.

A body corporate appointed as a Shareholder's proxy may appoint a representative to exercise any of the powers the body may exercise as a proxy at the Meeting. The representative should bring to the Meeting evidence of this appointment, including any authority under which the appointment is signed, unless it has previously been given to the Company.

A Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If a Shareholder appoints 2 proxies and the appointment does not specify the proportion or number of the Shareholder's votes each proxy may exercise, section 249X of the Corporations Act will take effect so that each proxy may exercise half of the votes (ignoring fractions).

A proxy's authority to speak and vote for a Shareholder at the meeting is suspended if the Shareholder is present at the meeting.

The proxy form must be signed and dated by the Shareholder or the Shareholder's attorney. Joint Shareholders must each sign.

Proxy forms and the original or a certified copy of the power of attorney (if the proxy form is signed by an attorney) must be received by Computershare Investor Services Pty Limited:

- at GPO Box 242, Melbourne VIC 3001; or
- on facsimile number 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia)

not later than 10am (WST) on 28 September 2016.

Pursuant to regulation 7.11.37 of the Corporations Regulations, the Board has determined that the shareholding of each Shareholder for the purposes of ascertaining the voting entitlements for the Meeting will be as it appears in the share register at 4pm (WST) on 28 September 2016.

Bodies Corporate

A body corporate may appoint an individual as its representative to exercise any of the powers the body may exercise at meetings of a company's shareholders. The appointment may be a standing one.

Unless the appointment states otherwise, the representative may exercise all of the powers that the appointing body could exercise at a meeting or in voting on a resolution.

The representative should bring to the Meeting evidence of his or her appointment, including any authority under which the appointment is signed, unless it has previously been given to the Company.

ST GEORGE MINING LIMITED
ACN 139 308 973

EXPLANATORY MEMORANDUM

This Explanatory Memorandum forms part of a Notice convening the General Meeting of Shareholders of St George Mining Limited to be held at Level 1, 115 Cambridge Street, West Leederville Western Australia at 10am (WST) on 30 September 2016. This Explanatory Memorandum is to assist Shareholders in understanding the background to and the legal and other implications of the Notice and the reasons for the Resolutions proposed. Certain terms used in the Notice and Explanatory Memorandum are defined in Section 3.

1. RESOLUTIONS 1 TO 3 – RATIFICATION OF THE ISSUE OF SHARES & LISTED OPTIONS

1.1 Background

On 15 August 2016, the Company announced that it would issue a total of 43,165,470 Shares at an issue price of \$0.15 to raise \$6.47 million (before costs). The Shares were issued with a free attaching Listed Option (exercisable at \$0.20 expiring 30 June 2017) for every five Shares subscribed for.

1.2 Listing Rules Chapter 7

Listing Rule 7.1 provides, subject to certain exceptions, that Shareholder approval is required for any issue of securities by a listed company, where the securities proposed to be issued represent more than 15% of the company's ordinary securities then on issue (in the case of Listing Rule 7.1) and 10% of the company's ordinary securities then on issue (in the case of Listing Rule 7.1A).

Listing Rule 7.2 sets out the exceptions to Listing Rules 7.1 and 7.1A. It provides that where a company in a general meeting ratifies the previous issue of securities made pursuant to Listing Rule 7.1 and Listing Rule 7.1A (and provided that the previous issue did not breach Listing Rules 7.1 or 7.1A) those securities will be deemed to have been made with shareholder approval for the purpose of Listing Rule 7.1 or 7.1A (as the case may be).

By ratifying the issue of the Shares and Listed Option the subject of Resolutions 1 to 3, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in Listing Rule 7.1, and the 10% placement capacity under Listing Rule 7.1A, without the requirement to obtain prior Shareholder approval.

Resolutions 1 to 3 are all ordinary resolutions.

1.3 Resolution 1 - Information Required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the ratification of the issue of Shares the subject of Resolution 1:

- (a) 22,446,045 Shares were issued at an issue price of \$0.15 per Share;
- (b) The Shares were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (c) The Shares were issued to investors who were eligible to be made offers without disclosure under an exemption under section 708 of the Corporations Act, namely, each the investors were sophisticated investors. None of the investors were related parties of the Company.
- (d) The funds raised from the issue (being in total \$3,366,906 (before costs)) will be used to allow the Company to continue exploration activities at the Mt Alexander project, and for exploration at the Company's other Western Australia projects, and for working capital.

The Chairman intends to vote all available proxies in favour of Resolution 1.

1.3 Resolution 2 - Information Required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the ratification of the issue of Shares the subject of Resolution 2:

- (a) 20,719,425 Shares were issued at an issue price of \$0.15 per Share;
- (b) The Shares were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (c) The Shares were issued to investors who were eligible to be made offers without disclosure under an exemption under section 708 of the Corporations Act, namely, each the investors were sophisticated investors. None of the investors were related parties of the Company.
- (d) The funds raised from the issue (being in total \$3,107,913 (before costs)) will be used to allow the Company to continue exploration activities at the Mt Alexander project, and for exploration at the Company's other Western Australia projects, and for working capital.

The Chairman intends to vote all available proxies in favour of Resolution 2.

1.4 Resolution 3 - Information Required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the ratification of the issue of Listed Options the subject of Resolution 3:

- (a) 8,633,094 Listed Options were issued for no consideration as they were issued as attaching Listed Options to Shareholders who subscribed for the Shares the subject of Resolutions 1 and 2;
- (b) The Listed Options are exercisable for \$0.20 on or before 30 September 2017 and otherwise on the terms and conditions set out in Schedule 1;
- (c) The Shares were issued to Shareholders who subscribed for the Shares the subject of Resolutions 1 and 2 who were eligible to be made offers without disclosure under an exemption under section 708 of the Corporations Act, namely, each the investors were sophisticated investors. None of the investors were related parties of the Company.
- (d) No funds were raised from the issue of the Listed Options the subject of Resolution 3 as they were issued for no consideration as they were issued as attaching Listed Options to Shareholders who subscribed for the Shares the subject of Resolutions 1 and 2.

The Chairman intends to vote all available proxies in favour of Resolution 3.

2. RESOLUTION 4 – APPROVAL OF ISSUE OF BROKER OPTIONS TO CORPORATE ADVISERS

2.1 Background

In connection with the placement the subject of Resolutions 1 to 3, certain brokers provided assistance with respect to the placement and also provided certain other corporate services. In consideration of the provision of such services, the Company has agreed to issue 3,500,000 Broker Options. Shareholder approval is sought by Resolution 4 for the issue of these Broker Options.

2.2 Listing Rules Chapter 7

Listing Rule 7.1 provides, subject to certain exceptions, that Shareholder approval is required for any issue of securities by a listed company, where the securities proposed to be issued represent more than 15% of the company's ordinary securities then on issue.

By approving the issue of Broker Options, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

In the event that Shareholder approval for the issue of the Broker Options is not obtained, the Broker Options will nonetheless be issued and the issue of the Broker Options will reduce the capacity for the Company to issue further securities without first having to seek Shareholder approval.

Resolution 4 is an ordinary resolution.

2.3 Resolution 4 - Information Required by Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to the approval of the issue of Broker Options the subject of Resolution 4:

- (a) 3,500,000 Broker Options are proposed to be issued;
- (b) The Broker Options the subject of Resolution 4 are to be issued to certain brokers and corporate advisors (or their respective nominee/s) who assisted with the placement the subject of Resolutions 1 to 3 and provided related corporate advisory services.
- (c) The Broker Options will be issued for nil in cash consideration and are exercisable for \$0.25 on or before the date that is 3 years from the issue thereof and otherwise on the terms and conditions set out in Schedule 2.
- (d) The Broker Options will be issued as soon as practicable after the Meeting, and in any event, within 3 months of the date of the Meeting.
- (e) It is anticipated that all of the Broker Options will be issued on the same date;
- (f) No funds will be raised from the issue of the Broker Options the subject of Resolution 4 because they are being issued in consideration of the provision of capital raising services associated with the placement and other corporate advisory services.

The Chairman intends to vote all available proxies in favour of Resolution 4.

3. DEFINITIONS

In this Notice and Explanatory Memorandum:

“**ASIC**” means the Australian Securities and Investments Commission;

“**ASX**” means ASX Limited ACN 008 624 691;

“**Board**” means the board of Directors;

“**Broker Options**” means those Options to be issued on the terms and conditions set out in Schedule 2;

“**Business Day**” has the meaning given to it in the Listing Rules;

“**Chairman**” means the chairman of the Board;

“**Company**” means St George Mining Limited (ACN 139 308 973);

“**Constitution**” means the constitution of the Company;

“**Corporations Act**” means the Corporations Act 2001 (Cth);

“**Director**” means a director of the Company;

“**Equity Securities**” has the same meaning as in the Listing Rules;

“**Explanatory Memorandum**” means this Explanatory Memorandum;

“**Listed Options**” means those Options issued, or to be issued, on the terms and conditions set out in Schedule 1;

“**Listing Rules**” means the official listing rules of the ASX;

“**Notice**” and “**Notice of Meeting**” means the notice of meeting to which this Explanatory Memorandum is attached;

“**Official List**” means the official list of ASX;

“**Option**” means an option to acquire one Share and “**Optionholder**” has a corresponding meaning;

“**Resolution**” means a resolution set out in this Notice;

“**Schedule**” means a schedule to this Notice and Explanatory Memorandum;

“**Section**” means a section of this Explanatory Memorandum;

“**Share**” means an ordinary fully paid ordinary share in the capital of the Company and “**Shareholder**” has a corresponding meaning;

“**Trading Day**” has the meaning ascribed to that term in the Listing Rules;

“**VWAP**” has the meaning ascribed to the term “volume weighted average market price” in the Listing Rules;

“**WST**” means Western Standard Time.

SCHEDULE 1 – TERMS AND CONDITIONS OF LISTED OPTIONS

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

- (a) each Listed Option entitles the holder to subscribe for one Share upon payment of \$0.20 (**Exercise Price**);
- (b) the Listed Options are exercisable on or before 30 June 2017 at any time;
- (c) the Listed Options will expire on 30 June 2017. Listed Options not exercised on the expiry date will automatically lapse;
- (d) the Listed Options may be exercised in whole or in part, by notice in writing to the Company;
- (e) holders of Listed Options will be permitted to participate in new issues of securities only following the prior exercise of the Listed 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 Listed Options;
- (f) Shares issued on the exercise of the Listed 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 a Listed Option will rank equally with the then issued Shares;
- (h) a Listed Option does not confer the right to a change in Exercise Price or a change in the number of Shares over which the Listed 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 Listed 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.

SCHEDULE 2 – TERMS AND CONDITIONS OF BROKER OPTIONS

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

- (a) each Broker Option entitles the holder to subscribe for one Share upon payment of \$0.25 (Exercise Price);
- (b) the Broker Option are exercisable on or before the date being 3 years from the date of issue;
- (c) the Broker Option will expire on the date being 3 years from the date of issue. Broker Option not exercised on the expiry date will automatically lapse;
- (d) the Broker Option may be exercised in whole or in part, by notice in writing to the Company;
- (e) holders of Broker Option will be permitted to participate in new issues of securities only following the prior exercise of the Broker 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 Broker Option;
- (f) Shares issued on the exercise of the Broker Option 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 a Broker Option will rank equally with the then issued Shares;
- (h) a Broker Option does not confer the right to a change in Exercise Price or a change in the number of Shares over which the Broker 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 Broker Option 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.



STGEORGE
MINING LIMITED

ABN 21 139 308 973

Lodge your vote:



By Mail:

Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:

(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

Proxy Form

XX

For your vote to be effective it must be received by 10:00 am (WST) Wednesday, 28 September 2016

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

Turn over to complete the form ➔



View your securityholder information, 24 hours a day, 7 days a week:

www.investorcentre.com

- Review your securityholding
- Update your securityholding

Your secure access information is:



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

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I/We being a member/s of St George Mining Limited hereby appoint

the Chairman of the Meeting OR

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the General Meeting of St George Mining Limited to be held at Level 1, 115 Cambridge Street, West Leederville, Western Australia on Friday, 30 September 2016 at 10:00 am (WST) and at any adjournment or postponement of that meeting.

STEP 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
Resolution 1	Ratification of prior issue of Shares – Listing Rule 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Ratification of prior issue of Shares – Listing Rule 7.1A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Ratification of prior issue of Listed Options – Listing Rule 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval of issue of Broker Options to corporate advisers	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date / /