

7 December 2022

ASX Limited  
Level 40 Central Park  
152-158 St Georges Terrace  
**PERTH WA 6000**

**ST GEORGE MINING LIMITED – NOTICE UNDER SECTION 708A (5)(e) OF THE CORPORATIONS ACT**

On 7 December 2022, St George Mining Limited (the **Company**) issued 105,941,190 fully paid ordinary shares (**Shares**) at an issue price of \$0.068 per Share to various institutional, sophisticated and professional investors pursuant to the completion of the placement announced to the market on 29 November 2022 and 4,255,319 shares as consideration for the acquisition of tenement E29/1143.

The Company gives notice pursuant to section 708A(5)(e) of the *Corporations Act 2001* (Cth) (**Act**) that:

- (a) the Company issued the Shares without disclosure under Part 6D.2 of the Act;
- (b) as at the date of this notice, the Company has complied with the provisions of Chapter 2M of the Act as they apply to the Company;
- (c) as at the date of this notice, the Company has complied with section 674 of the Act; and
- (d) as at the date of this notice, other than as detailed below, there is no information to be disclosed which is excluded information (as defined in section 708A(7) of the Act) that is reasonable for investors and their professional advisers to expect to find in a disclosure document.

Pursuant to section 708A(6)(e) of the Corporations Act, the Company provides the following additional information, which had previously been excluded from disclosure relying on the continuous disclosure exemption in ASX Listing Rule 3.1A for incomplete proposals and negotiations in relation to a proposed strategic relationship that remains confidential.

The Company is currently in advanced negotiations regarding a memorandum of understanding between the Company and a prospective third party in relation to establishing a strategic relationship which may include a share subscription by the third party and an offtake arrangement between the Company and the third party.

The Company cautions investors that the proposed arrangement is incomplete and remains subject to satisfaction of further conditions, including execution of the memorandum of understanding, agreement of final terms and execution of final binding documentation. No investment decision should be made on the basis of this potential arrangement. There is no certainty that this proposed arrangement will complete.

Yours sincerely

Sarah Shipway  
Company Secretary  
**ST GEORGE MINING LIMITED**