

25 June 2026

## **Addendum to Notice of Meeting**

Dear Shareholder,

St George Mining Limited (**Company**) (ASX: SGQ) is holding a general meeting of its **shareholders at 10.00am (AWST) on Friday, 10 July 2026** at BDO Offices, Level 9, Mia Yellagonga Tower 2, 5 Spring Street PERTH WA 6000 (**Meeting**).

As announced on 17 June 2026, the Company has received firm commitments from sophisticated and professional investors (Placement Participants) to raise \$60,000,000 (before costs) via a placement of approximately 600,000,000 Shares at an issue price of \$0.10 per Share (**Placement**).

Securities under the Placement have been, or are proposed to be, issued as follows:

- a) Tranche 1: 424,450,512 Shares issued on 24 June 2026 pursuant to the Company's available Listing Rule 7.1 placement capacity (ratification of which is the subject of Resolution 5); and
- b) Tranche 2: 175,549,488 Shares to be issued subject to Shareholder approval (being the subject of Resolution 6).

To minimise administrative costs, the Board has resolved to seek Shareholder approval at the Meeting for the ratification of the 424,450,512 Shares issued on 24 June 2026 and the issue of 175,549,488 Shares to be issued subject to shareholder approval. The Company has prepared an addendum that incorporates into the Company's notice of meeting dated 9 June 2026 (**Notice of Meeting**) additional resolutions for this purpose (**Additional Resolutions**) together with a related Explanatory Statement and an updated Proxy Form (**Addendum**).

The Addendum to the Notice of Meeting is available electronically to download on the Company's ASX announcements website [Announcements \(asx.com.au\)](https://www.stgeorgemining.com.au/announcements).

A replacement Proxy Form incorporating the Additional Resolutions accompanies the Addendum (**Replacement Proxy Form**).

If you have elected to receive hard copies of notices, a copy of this letter, the Addendum and a Replacement Proxy Form have been sent by post for your convenience.

### **Voting on Additional Resolutions**

If Shareholders wish to have their votes counted by proxy in respect of the Additional Resolutions (being Resolutions 5 and 6), Shareholders must use the Replacement Proxy Form to vote on ALL Resolutions.

Replacement Proxy Forms can be lodged electronically at [www.investorvote.com.au](https://www.investorvote.com.au) or by fax, email, mail or in person using the details on the Replacement Proxy Form. The deadline for lodging all Proxy Forms remains 48 hours before commencement of the Meeting, being 10.00am (AWST) on 8 July 2026.

If a shareholder provides a Replacement Proxy Form, any previous proxy form which has been completed by that Shareholder will be disregarded.

If you have already voted by completing and submitting to the Company a proxy form and do not wish to vote on the Additional Resolutions, or do not wish to change your proxy vote on any of the resolutions, you do not need to take any action, as the previous proxy form you have already submitted remains valid.

In the event that a shareholder provides the Company with a proxy form as originally provided with the Notice of Meeting and does not subsequently provide a Replacement Proxy Form, the Company reserves the right to accept the proxy form received (notwithstanding that the proxy form does not provide for a vote on the Additional Resolutions).

Further details regarding the appointment of a proxy are provided in the Notice of Meeting dated 9 June 2026.

Yours sincerely,

John Prineas  
Executive Chairman  
**St George Mining Limited**

---

# ST GEORGE MINING LIMITED

## ACN 139 308 973

### ADDENDUM TO NOTICE OF GENERAL MEETING

---

St George Mining Limited (ACN 139 308 973) (**Company**) gives notice to Shareholders that, in relation to the Notice of General Meeting dated 9 June 2026 (**Notice**) in respect of the Company's general meeting of members to be held at 10:00 am (AWST) on Friday, 10 July 2026 (**Meeting**), the Directors have resolved to include new Resolutions 5 to 6 within the Notice (**Additional Resolutions**) and additional Sections 3 to 5 within the Explanatory Statement and additional defined terms within the Glossary as set out in this Addendum.

Capitalised terms in this Addendum have the same meaning as given in the Notice except as otherwise defined.

This Addendum is supplemental to the Notice and should be read in conjunction with the Notice. Apart from the amendments set out below, all Resolutions and the Explanatory Statement in the original Notice remain unchanged.

#### Replacement Proxy Form

Annexed to this Addendum to the Notice is a replacement Proxy Form (**Replacement Proxy Form**). To ensure clarity of voting instructions by Shareholders on the Resolutions to be considered at the Meeting, Shareholders are advised that:

- (a) If you have already completed and returned the Proxy Form annexed with the Notice (**Original Proxy Form**) and you wish to change your original vote for Resolutions 1 to 4 or cast votes for the Additional Resolutions 5 and 6, **you must complete and return the Replacement Proxy Form.**
- (b) If you have already completed and returned the Original Proxy Form and **you do not wish to change your original vote for Resolutions 1 to 4 or vote on the Additional Resolutions, you do not need to take any action** as the earlier submitted Original Proxy Form will be accepted by the Company for Resolutions 1 to 4 unless you submit a Replacement Proxy Form. For the sake of clarity, the Company notes that if you do not lodge a Replacement Proxy Form, **you will not have cast a vote on the Additional Resolutions.**
- (c) If you have not yet completed and returned a Proxy Form and you wish to vote on the Resolutions in the Notice as supplemented by the Addendum, **please complete and return the Replacement Proxy Form.**

#### Enquiries

Should you wish to discuss the matters in this Notice please do not hesitate to contact the Company Secretary on +61 8 6118 2118.

---

## SUPPLEMENTARY BUSINESS OF THE MEETING

---

### The agenda of the Notice is amended by including the following Resolutions:

---

**5. RESOLUTION 5 – RATIFICATION OF PRIOR ISSUE OF SHARES UNDER TRANCHE 1 OF THE PLACEMENT**

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

*"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 424,450,512 Shares to Placement Participants on the terms and conditions set out in the Explanatory Statement."*

---

**6. RESOLUTION 6 – APPROVAL TO ISSUE SHARES UNDER TRANCHE 2 OF THE PLACEMENT**

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

*"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 175,549,488 Shares to Placement Participants on the terms and conditions set out in the Explanatory Statement."*

---

## Voting Exclusion Statements

---

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of the Resolution set out below by or on behalf of the following persons:

<b>Resolution 5 – Ratification of Prior Issue of Shares under Tranche 1 of the Placement</b>	Placement Participants or any other person who participated in the issue or an associate of that person or those persons.
<b>Resolution 6 – Approval to issue Shares under Tranche 2 of the Placement</b>	Placement Participants or any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).

However, this does not apply to a vote cast in favour of the Resolution by:

- (a) a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

---

## SUPPLEMENTARY EXPLANATORY STATEMENT

---

**The Explanatory Statement is supplemented by including the following Section:**

---

### 3. BACKGROUND TO RESOLUTIONS 5 TO 6

#### 3.1 Placement

As announced on 17 June 2026, the Company has received firm commitments from sophisticated and professional investors (**Placement Participants**) to raise \$60,000,000 (before costs) via a placement of approximately 600,000,000 Shares at an issue price of \$0.10 per Share (**Placement**).

Securities under the Placement have been, or are proposed to be, issued as follows:

- (d) **Tranche 1:** 424,450,512 Shares issued on 24 June 2026 pursuant to the Company's available Listing Rule 7.1 placement capacity (ratification of which is the subject of Resolution 5); and
- (e) **Tranche 2:** 175,549,488 Shares to be issued subject to Shareholder approval (being the subject of Resolution 6).

#### 3.2 Use of Funds

Funds raised under the Placement, together with the Company's existing cash reserves, are intended to be applied towards advancing development of the Company's high-grade rare earth and niobium Araxá Project in Minas Gerais, Brazil.

#### 3.3 Joint Lead Managers

The Company engaged Jett Capital Advisors LLC (**Jett**) and Canaccord Genuity (Australia) Limited (**Canaccord**) to act as joint lead managers and joint bookrunners (**Joint Lead Managers**) to the Placement pursuant to a joint lead manager mandate dated 15 June 2026 (**JLM Mandate**). Canaccord has also been appointed as settlement agent in respect of the Placement.

Pursuant to the JLM Mandate, in consideration for the lead manager services provided in respect of the Placement, the Company agreed to pay the Joint Lead Managers (on completion of the Placement):

- 3.3.1 a cash management fee equal to 2.0% of the gross proceeds raised under the Placement; and
- 3.3.2 a cash distribution fee equal to 4.0% of the gross proceeds raised under the Placement.

No fee is payable to the Joint Lead Managers in respect of proceeds raised under a chairman's list, being equal to approximately \$20,000,000.

The fees payable to each of the Joint Lead Managers will be paid in the proportions agreed with the Company. The Company is also responsible for reimbursing the Joint Lead Managers' reasonable out-of-pocket expenses (including legal fees) incurred in connection with the Placement.

The JLM Mandate otherwise contains terms (including in relation to indemnities, representations and warranties, a 90-day restriction on the Company undertaking further capital raisings following completion, confidentiality and termination) which are standard for an agreement of this type.

---

### 4. RESOLUTION 5 – RATIFICATION OF PRIOR ISSUE OF SHARES UNDER TRANCHE 1 OF THE PLACEMENT

#### 4.1 General

As noted above at Section 3.1, 424,450,512 Shares were issued to Placement Participants on 24 June 2026 under Tranche 1 of the Placement. Accordingly, this Resolution seeks Shareholder ratification for the purposes of Listing Rule 7.4 for the issue of 424,450,512 Shares.

#### 4.2 Listing Rule 7.1

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

The issue does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12-month period following the date of the issue.

#### 4.3 Listing Rule 7.4

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the company's capacity to issue further equity securities without shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue.

#### 4.4 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the issue will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12-month period following the date of the issue.

If this Resolution is not passed, the issue will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities that the Company can issue without Shareholder approval over the 12-month period following the date of the issue.

#### 4.5 Technical information required by Listing Rules 7.4 and 7.5

REQUIRED INFORMATION	DETAILS
<b>Names of persons to whom Securities were issued or the basis on which those persons were identified/selected</b>	<p>Professional and sophisticated investors who were identified either through a bookbuild process, which involved the Joint Lead Managers seeking expressions of interest to participate in the capital raising from non-related parties of the Company or by the Directors under a chairman's list, through a process whereby the Directors identified and invited select existing shareholders and strategic investors known to the Company to participate in the Placement.</p> <p>Hancock Prospecting Pty Ltd (ACN 008 676 417) (<b>Hancock Prospecting</b>) was issued 141,956,693 Shares under Tranche 1 of the Placement.</p> <p>Hancock Prospecting is a Material Person by virtue of being a substantial holder in the Company. Based on the substantial holders' notice dated 3 December 2026, Hancock Prospecting held a relevant interest in approximately 6% in the Company prior to the Placement.</p> <p>Other than as set out above, the Company confirms that no Material Persons were issued more than 1% of the issued capital of the Company under Resolution 5.</p>
<b>Number and class of Securities issued</b>	424,450,512 Shares were issued.

REQUIRED INFORMATION	DETAILS
<b>Terms of Securities</b>	The Shares were fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
<b>Date(s) on or by which the Securities were issued</b>	24 June 2026.
<b>Price or other consideration the Company received for the Securities</b>	\$0.10 per Share.
<b>Purpose of the issue, including the intended use of any funds raised by the issue</b>	The purpose of the issue was to raise capital. Refer to Section 3.2 for details of the proposed use of funds.
<b>Voting Exclusion Statement</b>	A voting exclusion statement applies to this Resolution.
<b>Compliance</b>	The issue did not breach Listing Rule 7.1.

## 5. RESOLUTION 6 – APPROVAL TO ISSUE SHARES UNDER TRANCHE 2 OF THE PLACEMENT

### 5.1 General

As set out at Section 3.1, this Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of up to 175,549,488 Shares to Placement Participants under Tranche 2 of the Placement.

### 5.2 Listing Rule 7.1

The proposed issue falls within exception 17 of Listing Rule 7.2 which excludes from the restrictions in Listing Rules 7.1 and 7.1A an agreement to issue equity securities that is conditional on the holders of its ordinary securities approving the issue under Listing Rule 7.1 before the issue is made. The proposed issue therefore requires the approval of Shareholders under Listing Rule 7.1.

### 5.3 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed and raise an additional \$17,554,948. In addition, the issue will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If this Resolution is not passed, the Company will not be able to proceed with the issue and cannot raise the additional \$17,554,948.

### 5.4 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
<b>Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected</b>	<p>Professional and sophisticated investors who were identified either through a bookbuild process, which involved the Joint Lead Managers seeking expressions of interest to participate in the capital raising from non-related parties of the Company or by the Directors under a chairman's list, through a process whereby the Directors identified and invited select existing shareholders and strategic investors known to the Company to participate in the Placement.</p> <p>Hancock Prospecting will be issued 58,043,307 Shares under Tranche 2.</p> <p>On completion of Tranche 2 of the Placement, Hancock Prospecting will have a maximum relevant interest of</p>

REQUIRED INFORMATION	DETAILS
	<p>approximately 11% (assuming Resolutions 1 and 6 are approved and no other Shares are issued).</p> <p>Other than as set out above, the Company confirms that no Material Persons will be issued more than 1% of the issued capital of the Company under Resolution 6.</p>
<b>Number of Securities and class to be issued</b>	Up to 175,549,488 Shares will be issued.
<b>Terms of Securities</b>	The Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
<b>Date(s) on or by which the Securities will be issued</b>	The Company expects to issue the Shares within 5 Business Days of the Meeting. In any event, the Company will not issue any Shares later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
<b>Price or other consideration the Company will receive for the Securities</b>	\$0.10 per Share.
<b>Purpose of the issue, including the intended use of any funds raised by the issue</b>	The purpose of the issue is to raise capital. Refer to Section 3.2 for details of the proposed use of funds.
<b>Voting exclusion statement</b>	A voting exclusion statement applies to this Resolution.

---

## GLOSSARY

---

**Hancock Prospecting** means Hancock Prospecting Pty Ltd (ACN 008 676 417).

**Material Person** means a related party of the Company, member of the Key Management Personnel, substantial holder of the Company, adviser of the Company or associate of any of these parties.

## Need assistance?



**Phone:**

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



**Online:**

[www.investorcentre.com/contact](http://www.investorcentre.com/contact)



## YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10:00am (AWST) on Wednesday, 8 July 2026.**

# Replacement Proxy Form

## 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 FOR POSTAL FORMS

**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.

### PARTICIPATING IN THE MEETING

#### Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at [www.investorcentre.com/au](http://www.investorcentre.com/au) and select "Printable Forms".

## Lodge your Proxy Form:

### Online:

Lodge your vote online at [www.investorvote.com.au](http://www.investorvote.com.au) using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is

**Control Number: 188839**

**SRN/HIN:**

For Intermediary Online subscribers (custodians) go to [www.intermediaryonline.com](http://www.intermediaryonline.com)

### By Mail:

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

### By Fax:

1800 783 447 within Australia or  
+61 3 9473 2555 outside Australia



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

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

**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.

# Replacement Proxy Form

Please mark  to indicate your directions

## Step 1 Appoint a Proxy to Vote on Your Behalf

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

the Chair of the Meeting **OR**

**PLEASE NOTE:** Leave this box blank if you have selected the Chair 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 Chair 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 BDO Offices, Level 9, Mia Yellagonga Tower 2, 5 Spring Street, Perth, WA 6000 on Friday, 10 July 2026 at 10:00am (AWST) and at any adjournment or postponement of that meeting.

**Chair authorised to exercise undirected proxies on remuneration related resolutions:** Where I/we have appointed the Chair of the Meeting as my/our proxy (or the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 2, 3 and 4 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 2, 3 and 4 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chair.

**Important Note:** If the Chair of the Meeting is (or becomes) your proxy you can direct the Chair to vote for or against or abstain from voting on Resolutions 2, 3 and 4 by marking the appropriate box in step 2.

## 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	Approval to issue Shares to Amperex Technology Limited	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Issue of Performance Rights to Director – Mr John Prineas	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Issue of Performance Rights to Director – Mr John Dawson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Issue of Performance Rights to Director – Ms Sarah Shipway	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Ratification of prior issue of Shares under Tranche 1 of the Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Approval to issue Shares under Tranche 2 of the Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

## Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1  Securityholder 2  Securityholder 3  / /  
 Sole Director & Sole Company Secretary Director Director/Company Secretary Date

**Update your communication details** (Optional)

Mobile Number  Email Address  By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically