
ST GEORGE MINING LIMITED**ACN 139 308 973****NOTICE OF ANNUAL GENERAL MEETING**

Notice is given that the Meeting will be held at:

TIME: 10:00am (WST)
DATE: 20 November 2018
PLACE: Parmelia Hilton Perth
14 Mill Street
Perth WA 6000

The business of the Meeting affects your shareholding and your vote is important.

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 10:00am (WST) on 18 November 2018.

BUSINESS OF THE MEETING

AGENDA

1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2018 together with the declaration of the directors, the director's report, the Remuneration Report and the auditor's report.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **non-binding resolution**:

“That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's annual financial report for the financial year ended 30 June 2018.”

Note: the vote on this Resolution is advisory only and does not bind the Directors or the Company.

Voting Prohibition Statement:

A vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons:

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of such a member.

However, a person (the **voter**) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- (b) the voter is the Chair and the appointment of the Chair as proxy:
 - (i) does not specify the way the proxy is to vote on this Resolution; and
 - (ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – SARAH SHIPWAY

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

“That, for the purpose of clause 11.5 of the Constitution and for all other purposes, Sarah Shipway, a Director, retires by rotation, and being eligible, is re-elected as a Director.”

4. RESOLUTION 3 – RATIFICATION OF PRIOR ISSUE OF SHARES

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

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 19,335,711 Shares on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who participated in the issue or any associates of those persons. 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.

5. RESOLUTION 4 – APPROVAL OF 10% PLACEMENT CAPACITY

To consider and, if thought fit, to pass the following resolution as a **special resolution**:

“That, for the purposes of Listing Rule 7.1A and for all other purposes, approval is given for the Company to issue up to that number of Equity Securities equal to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and otherwise on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of a 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, 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: 3 October 2018

By order of the Board

Sarah Shipway
Non-Executive Director/Company Secretary

Voting in person

To vote in person, attend the Meeting at the time, date and place set out above.

Voting by proxy

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- 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 the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that changes to the Corporations Act made in 2011 mean that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on + 61 8 9322 6600.

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

1. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Constitution, the business of the Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2018 together with the declaration of the directors, the directors' report, the Remuneration Report and the auditor's report.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on its website at <https://stgm.com.au/>.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

2.1 General

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the company or the directors of the company.

The remuneration report sets out the company's remuneration arrangements for the directors and senior management of the company. The remuneration report is part of the directors' report contained in the annual financial report of the company for a financial year.

The chair of the meeting must allow a reasonable opportunity for its shareholders to ask questions about or make comments on the remuneration report at the annual general meeting.

2.2 Voting consequences

A company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (**Spill Resolution**) if, at consecutive annual general meetings, at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report and at the first of those annual general meetings a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

If more than 50% of votes cast are in favour of the Spill Resolution, the company must convene a shareholder meeting (**Spill Meeting**) within 90 days of the second annual general meeting.

All of the directors of the company who were in office when the directors' report (as included in the company's annual financial report for the most recent financial year) was approved, other than the managing director of the company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as directors of the company is approved will be the directors of the company.

2.3 Previous voting results

At the Company's previous annual general meeting the votes cast against the remuneration report considered at that annual general meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Annual General Meeting.

3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – SARAH SHIPWAY

3.1 General

Clause 11.5 of the Constitution sets out the requirements for determining which Directors are to retire by rotation at an annual general meeting.

Sarah Shipway, who has served as a director since 11 June 2015 and was last re-elected on 23 November 2016, retires by rotation and seeks re-election.

3.2 Qualifications and other material directorships

Sarah Shipway was appointed Non-Executive Director on 11 June 2015 and was appointed Company Secretary of St George Mining on 22 March 2012. Ms Shipway has a Bachelor of Commerce from the Murdoch University and is a member of the Institute of Chartered Accountants.

During the past 3 years she has also served as a director of Beacon Minerals Limited.

3.3 Independence

If elected the board considers Sarah Shipway will be an independent director.

3.4 Board recommendation

The Board supports the re-election of Sarah Shipway and recommends that Shareholders vote in favour of Resolution 2.

4. RESOLUTION 3 – RATIFICATION OF PRIOR ISSUE OF SHARES

On 29 June 2018, the Company issued 19,335,711 Shares at an issue price of \$0.14 per Share to raise \$2,707,000.

Resolution 3 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of those Shares (**Ratification**).

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. It provides that where a company in general meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.1 (and provided that the previous issue did not breach ASX Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1.

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

4.1 Technical information required by ASX Listing Rule 7.4

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the Ratification:

- (a) 19,335,711 Shares were issued;
- (b) the issue price was \$0.14 per Share;
- (c) the Shares issued 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;
- (d) the Shares were issued to sophisticated and professional investors. None of these subscribers are related parties of the Company; and
- (e) the funds raised from this issue were for the purpose of funding exploration activities at the Mt Alexander Project, general working capital and corporate expenses.

5. RESOLUTION 4 – APPROVAL OF 10% PLACEMENT CAPACITY

5.1 General

ASX Listing Rule 7.1A provides that an Eligible Entity (as defined below) may seek shareholder approval by special resolution passed at an annual general meeting to have the capacity to issue up to that number of Equity Securities (as defined below) equal to 10% of its issued capital (**10% Placement Capacity**) without using that company's existing 15% annual placement capacity granted under ASX Listing Rule 7.1.

An Eligible Entity is one that, as at the date of the relevant annual general meeting:

- (a) is not included in the S&P/ASX 300 Index; and
- (b) has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300,000,000.

As at the date of this Notice, the Company is an Eligible Entity as it is not included in the S&P/ASX 300 Index and has a current market capitalisation of \$35,773,945 (based on the number of Shares on issue and the closing price of Shares on the ASX on 1 October 2018).

An Equity Security is a share, a unit in a trust, a right to a share or unit in a trust or option, an option over an issued or unissued security, a convertible security, or, any security that ASX decides to classify as an equity security.

Any Equity Securities issued under the 10% Placement Capacity must be in the same class as an existing class of quoted Equity Securities.

As at the date of this Notice, the Company currently has 2 classes of quoted Equity Securities on issue, being the Shares (ASX Code: SGQ) and Quoted Options.

If Shareholders approve Resolution 4, the number of Equity Securities the Company may issue under the 10% Placement Capacity will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2.

Resolution 4 is a special resolution. Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be in favour of Resolution 4 for it to be passed.

5.2 Technical information required by ASX Listing Rule 7.1A

Pursuant to and in accordance with ASX Listing Rule 7.3A, the information below is provided in relation to this Resolution 4:

(a) Minimum Price

The minimum price at which the Equity Securities may be issued is 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 ASX trading days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (ii) if the Equity Securities are not issued within 5 ASX trading days of the date in Section 5.2(a)(i), the date on which the Equity Securities are issued.

(b) Date of Issue

The Equity Securities may be issued under the 10% Placement Capacity commencing on the date of the Meeting and expiring on the first to occur of the following:

- (i) 12 months after the date of this Meeting; and
- (ii) the date of approval by Shareholders of any transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of the Company's activities) or 11.2 (disposal of the Company's main undertaking) (after which date, an approval under Listing Rule 7.1A ceases to be valid),

(10% Placement Capacity Period).

(c) Risk of voting dilution

Any issue of Equity Securities under the 10% Placement Capacity will dilute the interests of Shareholders who do not receive any Shares under the issue.

If Resolution 4 is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 10% Placement Capacity, the economic and voting dilution of existing Shares would be as shown in the table below.

The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in ASX Listing Rule 7.1A(2), on the basis of the market price of Shares and the number of Equity Securities on issue as at 1 October 2018.

The table also shows the voting dilution impact where the number of Shares on issue (Variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 10% Placement Capacity.

Number of Shares on Issue (Variable 'A' in ASX Listing Rule 7.1A2)	Dilution			
	Issue Price (per Share)	0.0600 50% decrease in Issue Price	0.1200 Issue Price	0.1800 50% increase in Issue Price
298,116,211 (Current Variable A)	Shares issued - 10% voting dilution	29,811,621 Shares	29,811,621 Shares	29,811,621 Shares
	Funds raised	\$1,788,697	\$3,577,394	\$5,366,092
447,174,317 (50% increase in Variable A)	Shares issued - 10% voting dilution	44,717,431 Shares	44,717,431 Shares	44,717,431 Shares
	Funds raised	\$2,683,046	\$5,366,092	\$8,049,138
596,232,422 (100% increase in Variable A)	Shares issued - 10% voting dilution	59,623,242 Shares	59,623,242 Shares	59,623,242 Shares
	Funds raised	\$3,577,395	\$7,154,789	\$10,732,184

*The number of Shares on issue (Variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1.

The table above uses the following assumptions:

1. There are currently 298,116,211 existing Shares as at the date of this Notice of Meeting.
2. The issue price set out above is the closing price of the Shares on the ASX on 1 October 2018.
3. The Company issues the maximum possible number of Equity Securities under the 10% Placement Capacity.
4. The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in ASX Listing Rule 7.2 or with approval under ASX Listing Rule 7.1.
5. The issue of Equity Securities under the 10% Placement Capacity consists only of Shares. It is assumed that no Options are exercised into Shares before the date of issue of the Equity Securities.
6. The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
7. This table does not set out any dilution pursuant to approvals under ASX Listing Rule 7.1.
8. The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
9. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Capacity, based on that Shareholder's holding at the date of the Meeting.

Shareholders should note that there is a risk that:

- (i) the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and
- (ii) the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue.

(d) **Purpose of Issue under 10% Placement Capacity**

The Company may issue Equity Securities under the 10% Placement Capacity for the following purposes:

- (i) as cash consideration in which case the Company intends to use funds raised towards:
 - (A) the acquisition of new assets or investments (including expenses associated with such an acquisition);
 - (B) continued exploration expenditure on the Company's current assets and/or new assets or investments (including conducting feasibility studies); and
 - (C) general working capital; or
- (ii) as non-cash consideration for the acquisition of new assets and investments and/or exploration expenditure on the Company's current assets and/or new assets or investments, in such circumstances the Company will provide a valuation of the non-cash consideration as required by Listing Rule 7.1A.3.

The Company will comply with the disclosure obligations under Listing Rules 7.1A(4) and 3.10.5A upon issue of any Equity Securities.

(e) **Allocation policy under the 10% Placement Capacity**

The recipients of the Equity Securities to be issued under the 10% Placement Capacity have not yet been determined. However, the recipients of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.

The Company will determine the recipients at the time of the issue under the 10% Placement Capacity, having regard to the following factors:

- (i) the purpose of the issue;
- (ii) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue or other offer where existing Shareholders may participate;
- (iii) the effect of the issue of the Equity Securities on the control of the Company;
- (iv) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
- (v) prevailing market conditions; and

- (vi) advice from corporate, financial and broking advisers (if applicable).

Further, if the Company is successful in acquiring new resources, assets or investments, it is likely that the recipients under the 10% Placement Capacity will be vendors of the new resources, assets or investments.

(f) **Previous approval under ASX Listing Rule 7.1A**

The Company previously obtained approval from its Shareholders pursuant to ASX Listing Rule 7.1A at its annual general meeting held on 22 November 2017 (**Previous Approval**).

The Company has issued 22,360,002 Shares pursuant to the Previous Approval.

During the 12 month period preceding the date of the Meeting, being on and from 20 November 2017, the Company also issued a further 25,392,734 Shares and 95,000 Quoted Options, 12,442,406 Unquoted Options and 140 Performance Rights which represents approximately 13% of the total diluted number of Equity Securities on issue in the Company on 20 November 2017, which was 333,195,925.

Further details of the issues of Equity Securities by the Company during the 12 month period preceding the date of the Meeting are set out in Schedule 1.

(g) **Compliance with ASX Listing Rules 7.1A.4 and 3.10.5A**

When the Company issues Equity Securities pursuant to the 10% Placement Capacity, it must give to ASX:

- (i) a list of the recipients of the Equity Securities and the number of Equity Securities issued to each (not for release to the market), in accordance with Listing Rule 7.1A.4; and
- (ii) the information required by Listing Rule 3.10.5A for release to the market.

5.3 Voting Exclusion

A voting exclusion statement is included in this Notice. As at the date of this Notice, the Company has not invited any existing Shareholder to participate in an issue of Equity Securities under ASX Listing Rule 7.1A. Therefore, no existing Shareholders will be excluded from voting on Resolution 4.

GLOSSARY

\$ means Australian dollars.

10% Placement Capacity has the meaning given in Section 5.1.

Annual General Meeting or **Meeting** means the meeting convened by the Notice.

ASIC means the Australian Securities & Investments Commission.

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

ASX Listing Rules means the Listing Rules of ASX.

Board means the current board of directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Chair means the chair of the Meeting.

Closely Related Party of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the Corporations Regulations 2001 (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.

Company means St George Mining Limited (ACN 139 308 973).

Constitution means the Company's constitution.

Corporations Act means the *Corporations Act 2001* (Cth).

Directors means the current directors of the Company.

Eligible Entity means an entity that, at the date of the relevant general meeting:

- (a) is not included in the S&P/ASX 300 Index; and
- (b) has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300,000,000.

Equity Securities includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.

Explanatory Statement means the explanatory statement accompanying the Notice.

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

Notice or **Notice of Meeting** means this notice of meeting including the Explanatory Statement and the Proxy Form.

Option means an option to acquire a Share.

Optionholder means a holder of an Option.

Ordinary Securities has the meaning set out in the ASX Listing Rules.

Proxy Form means the proxy form accompanying the Notice.

Remuneration Report means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 30 June 2018.

Resolutions means the resolutions set out in the Notice, or any one of them, as the context requires.

Section means a section of the Explanatory Statement.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a registered holder of a Share.

Variable A means "A" as set out in the formula in ASX Listing Rule 7.1A(2).

WST means Western Standard Time as observed in Perth, Western Australia.

SCHEDULE 1 – ISSUES OF EQUITY SECURITIES SINCE 20 NOVEMBER 2017

Date	Quantity	Class	Recipients	Issue price and discount to Market Price (if applicable)¹	Form of consideration
Issue – 22 November 2017 Appendix 3B – 4 December 2017	1,636	Shares ²	Optionholders upon exercise of Options	1,636 Shares issued upon conversion of Options at \$0.20	Amount raised: \$327 Amount spent: \$327 Use of funds: Working capital Amount remaining: \$0
Issue – 22 November 2017 Appendix 3B – 20 December 2017	83,238	Shares ²	Optionholders upon exercise of Options	83,238 Shares issued upon conversion of Options at \$0.20	Amount raised: \$16,648 Amount spent: \$16,648 Use of funds: Working capital Amount remaining: \$0
Issue – 3 January 2018 Appendix 3B – 3 January 2018	17,000	Shares ²	Optionholders upon exercise of Options	17,000 Shares issued upon conversion of Options at \$0.20	Amount raised: \$3,400 Amount spent: \$3,400 Use of funds: Working capital Amount remaining: \$0
Issue – 17 January 2018 Appendix 3B – 17 January 2018	24,647	Shares ²	Optionholders upon exercise of Options	24,647 Shares issued upon conversion of Options at \$0.20	Amount raised: \$4,929 Amount spent: \$4,929 Use of funds: \$ Amount remaining: \$0
Issue – 19 February 2018 Appendix 3B – 21 February 2018	12,442,406	Unquoted Options ⁴	Issued to shareholders pursuant to a pro-rata bonus issue of Unquoted Options	Nil cash consideration	Consideration: Bonus issue of Unquoted Options as a reward to shareholders Current value ⁸ =

					\$0
	1,500	Shares ²	Optionholders upon exercise of Options	1,500 Shares issued upon conversion of Options at \$0.20	Amount raised: \$300 Amount spent: \$300 Use of funds: Working capital Amount remaining: \$0
Issue – 13 February 2018 Appendix 3B – 13 February 2018	42,500	Shares ²	Optionholders upon exercise of Options	42,500 Shares issued upon conversion of Options at \$0.20	Amount raised: \$8,500 Amount spent: \$8,500 Use of funds: Working capital Amount remaining: \$0
Issue – 27 February 2018 Appendix 3B – 28 February 2018	3,000	Shares ²	Optionholders upon exercise of Options	3,000 Shares issued upon conversion of Options at \$0.20	Amount raised: \$600 Amount spent: \$600 Use of funds: Working capital Amount remaining: \$0
	336	Shares ²	Optionholders upon exercise of Options	336 Shares issued upon conversion of Options at \$0.25	Amount raised: \$84 Amount spent: \$84 Use of funds: Working capital Amount remaining: \$0
Issue – 14 March 2018 Appendix 3B – 13 March 2018	8,750	Shares ²	Optionholders upon exercise of Options	8,750 Shares issued upon conversion of Options at \$0.25	Amount raised: \$2,187 Amount spent: \$2,187 Use of funds: Working capital Amount remaining: \$0

Issue – 20 March 2018 Appendix 3B – 20 March 2018	22,360,002	Shares ²	Sophisticated investors participating in the Placement	Issue price of \$0.18 per Share (representing a 10% discount to Market Price of \$0.20 as at 19 March 2018)	Amount raised: \$4,024,800 Amount spent: \$783,108 Use of funds: Drilling programme at Mt Alexander Project, the Company's other projects and working capital Amount remaining: \$3,241,692 Proposed use ⁶ of remaining funds: Drilling programme at Mt Alexander Project and the Company's other projects and working capital
	500,000	Shares ²	Issued to consultants of the Company.	No issue price (non-cash consideration)	Consideration: Conversion for services provided to the Company Current value ⁷ = \$62,500
	95,000	Quoted Options ³	Issued to a consultant of the Company.	No issue price (non-cash consideration)	Consideration: Conversion for services provided to the Company Current value ⁷ = \$5,415
	5,000,000	Shares ²	Issued to Directors and employees as incentive based remuneration	No issue price (non-cash consideration)	Consideration: Conversion of Class A and B Performance Shares Current value ⁶ = \$625,000
	1,632	Shares ²	Optionholders upon exercise of Options	1,632 Shares issued upon conversion of Options at \$0.25	Amount raised: \$408 Amount spent: \$408 Use of funds: Working capital

					Amount remaining: \$0
Issue – 28 March 2018 Appendix 3B – 27 March 2018	5,440	Shares ²	Optionholders upon exercise of Options	5,440 Shares issued upon conversion of Options at \$0.25	Amount raised: \$1,360 Amount spent: \$1,360 Use of funds: Working capital Amount remaining: \$0
	5,000	Shares ²	Optionholders upon exercise of Options	5,000 Shares issued upon conversion of Options at \$0.20	Amount raised: \$1,000 Amount spent: \$1,000 Use of funds: Working capital Amount remaining: \$0
	277,778	Shares ²	Issued for services rendered to the Company	Issue price of \$0.18 per Share	Amount raised: \$50,000 Amount spent: \$50,000 Used of funds: Working capital Amount remaining: \$0
Issue – 11 April 2018 Appendix 3B – 11 April 2018	47,226	Shares ²	Optionholders upon exercise of Options	47,226 Shares issued upon conversion of Options at \$0.25	Amount raised: \$11,806 Amount spent: \$11,806 Use of funds: Working capital Amount remaining: \$0
Issue – 27 April 2018 Appendix 3B – 27 April 2018	37,340	Shares ²	Optionholders upon exercise of Options	37,340 Shares issued upon conversion of Options at \$0.25	Amount raised: \$9,335 Amount spent: \$9,335 Use of funds: Working capital Amount remaining: \$0

Issue – 15 August 2018 Appendix 3B – 15 August 2018	20	Class A Performance Rights ⁵	Mr John Prineas, Mr Timothy Hronsky and Ms Sarah Shipway (or their nominees) Approved by Shareholders at the Company's General Meeting held 16 July 2018.	No issue price (non-cash consideration)	Consideration: issued for nil consideration as incentive remuneration Current value ⁷ = \$0.04 for converted each Performance Right
	10	Class A Performance Rights ⁵	Employee and Consultant of the Company (or their nominees) In accordance with the Company's performance rights plan as approved by Shareholders at the annual general meeting of the Company on 22 November 2017	No issue price (non-cash consideration)	Consideration: issued for nil consideration as incentive remuneration Current value ⁷ = \$0.04 for converted each Performance Right
	20	Class B Performance Rights ⁵	Mr John Prineas, Mr Timothy Hronsky and Ms Sarah Shipway (or their nominees) Approved by Shareholders at the Company's General Meeting held 16 July 2018.	No issue price (non-cash consideration)	Consideration: issued for nil consideration as incentive remuneration Current value ⁷ = \$0.04 for converted each Performance Right
	10	Class B Performance Rights ⁵	Employee and Consultant of the Company (or their nominees) In accordance with the Company's performance rights plan as approved by Shareholders at	No issue price (non-cash consideration)	Consideration: issued for nil consideration as incentive remuneration Current value ⁷ = \$0.04 for converted each Performance Right

			the annual general meeting of the Company on 22 November 2017		
	60	Class C Performance Rights ⁵	Mr John Prineas, Mr Timothy Hronsky and Ms Sarah Shipway (or their nominees) Approved by Shareholders at the Company's General Meeting held 16 July 2018.	No issue price (non-cash consideration)	Consideration: issued for nil consideration as incentive remuneration Current value ⁷ = \$0.04 for converted each Performance Right
	20	Class C Performance Rights ⁵	Employee and Consultant of the Company (or their nominees) In accordance with the Company's performance rights plan as approved by Shareholders at the annual general meeting of the Company on 22 November 2017	No issue price (non-cash consideration)	Consideration: issued for nil consideration as incentive remuneration Current value ⁷ = \$0.04 for converted each Performance Right
Issue – 15 August 2018 Appendix 3B – 15 August 2018	19,335,711	Shares ²	Sophisticated and Professional Investors	Issue price of \$0.14 per Share	Amount raised: \$2,707,000 Amount spent: \$0 Use of funds: Drilling programme at Mt Alexander Project, the Company's other projects and working capital Amount remaining: \$2,707,000 Proposed use ⁶ of remaining funds: Drilling programme at Mt Alexander

					Project and the Company's other projects and working capital
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Notes:

1. Market Price means the closing price on ASX (excluding special crossings, overnight sales and exchange traded option exercises). For the purposes of this table the discount is calculated on the Market Price on the last trading day on which a sale was recorded prior to the date of issue of the relevant Equity Securities.
2. Fully paid ordinary shares in the capital of the Company, ASX Code: SGQ (terms are set out in the Constitution).
3. Quoted Options, exercisable at \$0.20 each, on or before 30 September 2020, ASX Code: SGQ.
4. Unquoted Options, exercisable at \$0.25 each, on or before 23 April 2018.
5. Terms and conditions set out in Schedule 2 of the Company's notice of general meeting dated 18 June 2018. Upon vesting, each Performance Right will convert into 50,000 Shares. Therefore, the 30 Class A Performance Rights will convert into 1,500,000 Shares, the 30 Class B Performance Rights will convert into 1,500,000 Shares and the 80 Class C Performance Rights will convert into 4,000,000 Shares.
6. This is a statement of current intentions as at the date of this Notice. As with any budget, intervening events and new circumstances have the potential to affect the manner in which the funds are ultimately applied. The Board reserves the right to alter the way the funds are applied on this basis.
7. In respect of quoted Equity Securities the value is based on the closing price of the Shares (\$0.125) or Options (\$0.057) as the context requires on the ASX on 3 October 2018. In respect of unquoted Equity Securities the value of Options is measured using the Black & Scholes option pricing model. Measurement inputs include the Share price on the measurement date, the exercise price, the term of the Option, the expected volatility of the underlying Share (based on weighted average historic volatility adjusted for changes expected due to publicly available information), the expected dividend yield and the risk free interest rate for the term of the Option. No account is taken of any performance conditions included in the terms of the Option other than market based performance conditions (i.e. conditions linked to the price of Shares).
8. The unquoted options expired on 23 April 2018.



ST GEORGE MINING LIMITED

ABN 21 139 308 973

Lodge your vote:

Online:
www.investorvote.com.au

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

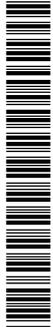
Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

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

For all enquiries call:
(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

SGQ

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030



Proxy Form

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Vote and view the annual report online

- Go to www.investorvote.com.au or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.



Your access information that you will need to vote:

Control Number: 999999

SRN/HIN: I9999999999 PIN: 99999

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

For your vote to be effective it must be received by 10:00am (WST) Sunday, 18 November 2018

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.

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.

**GO ONLINE TO VOTE,
or turn over to complete the form** →

MR SAM SAMPLE
 FLAT 123
 123 SAMPLE STREET
 THE SAMPLE HILL
 SAMPLE ESTATE
 SAMPLEVILLE VIC 3030

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.



I 9999999999

I ND

Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

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 Annual General Meeting of St George Mining Limited to be held at the Parmelia Hilton Perth, 14 Mill Street, Perth, Western Australia on Tuesday, 20 November 2018 at 10:00am (WST) and at any adjournment or postponement of that Meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolution 1 (except where I/we have indicated a different voting intention below) even though Resolution 1 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolution 1 by marking the appropriate box in step 2 below.

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	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Director - Sarah Shipway	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Ratification of Prior Issue of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval of 10% Placement Capacity	<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 / / _____

SGQ

999999A

Computershare +