
ST GEORGE MINING LIMITED

ACN 139 308 973

NOTICE OF ANNUAL GENERAL MEETING

TIME: 2.00 pm (WST)

DATE: Tuesday, 30 November 2010

PLACE: 45 Ventnor Ave
West Perth WA 6005

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.

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TIME AND PLACE OF MEETING AND HOW TO VOTE

VENUE

The Annual General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 2.00 pm (WST) on Tuesday, 30 November 2010 at:

45 Ventnor Ave
West Perth WA 6005

YOUR VOTE IS IMPORTANT

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

VOTING IN PERSON

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

VOTING BY PROXY

To vote by proxy, please complete and sign the enclosed Proxy Form and return:

- (a) by post to St George Mining Limited, PO Box 1309, West Leederville, Western Australia 6901;
- (b) in person to the Company's registered office at Level 1, 115 Cambridge Street, West Leederville, Western Australia 6007; or
- (c) by facsimile to the Company on facsimile number (+61 8) 9322 6610,

so that it is received not later than 2.00 pm (WST) on 28 November 2010.

Proxy Forms received later than this time will be invalid.

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of Shareholders will be held at 2.00 pm (WST) on Tuesday, 30 November 2010 at the 45 Ventnor Ave West Perth WA 6005.

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the Annual General Meeting.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders of the Company at 2.00 pm (WST) on 28 November 2010.

AGENDA

FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company for the financial period ended 30 June 2010 together with the declaration of the Directors, the Directors' report, the remuneration report and the auditor's report.

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 2010.”

RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MARCUS MICHAEL

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

“That, for the purposes of clause 11.3 of the Constitution and for all other purposes, Marcus Michael, a Director who retires by rotation, and being eligible, is re-elected as a Director.”

RESOLUTION 3 – APPOINTMENT OF AUDITOR

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

“That, for the purposes of section 327B of the Corporations Act and for all other purposes, Stantons International Audit and Consulting Pty Ltd, having been nominated by a shareholder and consented in writing to act in the capacity of auditor, be appointed as auditor, effective immediately.”

DATED: 18 OCTOBER 2010

BY ORDER OF THE BOARD

**MARCUS MICHAEL
DIRECTOR AND COMPANY SECRETARY
ST GEORGE MINING LIMITED**

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the Annual General Meeting to be held at 2.00 pm (WST) on 30 November 2010 at 45 Ventnor Ave West Perth WA 6005.

FINANCIAL STATEMENTS AND REPORTS

In accordance with the Constitution, the business of the Annual General Meeting will include receipt and consideration of the annual financial report of the Company for the financial period ended 30 June 2010 together with the declaration of the Directors, the Directors' report, the remuneration report and the auditor's report.

RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

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 Directors or the Company. At the date of this Notice of Meeting, the Company is not yet listed on ASX. However, the Company expects to be listed on ASX by the date of the Meeting, and accordingly the Directors have seen fit to comply with Section 250R(2) of the Corporations Act.

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 the financial period ended 30 June 2010.

A reasonable opportunity will be provided for discussion of the remuneration report at the Annual General Meeting.

RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MARCUS MICHAEL

Clause 11.3 of the Constitution requires that if the Company has three or more Directors, one third of those Directors (rounded down to the nearest whole number) must retire at each annual general meeting.

The Company currently has three Directors and accordingly one must retire.

Clause 11.4 of the Constitution provides that a Director who retires by rotation under clause 11.3 of the Constitution is eligible for re-election.

Marcus Michael retires by rotation and, being eligible for re-election, seeks re-election as a Director.

RESOLUTION 3 – APPOINTMENT OF AUDITOR

Resolution 3 seeks shareholder approval to appoint Stantons International Audit and Consulting Pty Ltd as auditor of the Company pursuant to Section 327B(1) of the Corporations Act. A shareholder of the Company has nominated Stantons International Audit and Consulting Pty Ltd as auditor of the Company.

Stantons International Audit and Consulting Pty Ltd has consented to act as the Company's auditor in accordance with the Corporations Act and has not withdrawn that consent.

The Board unanimously recommends that Shareholders vote in favour of Resolution 3.

GLOSSARY

\$ means Australian dollars.

Annual General Meeting means the meeting convened by the Notice of Meeting.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited, or the Australian Securities Exchange, as the context requires.

Board means the current board of directors of the Company.

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.

Explanatory Statement means the explanatory statement accompanying the Notice of Meeting.

Notice of Meeting or **Notice of Annual General Meeting** means this notice of annual general meeting including the Explanatory Statement.

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

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

Shareholder means a holder of a Share.

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

REF: PRINJ10

9 September 2010

The Directors
St George Mining Limited
Level 1, 115 Cambridge Street
WEST LEEDERVILLE WA 6007

Board of Directors

I, Marcus Michael as Director and Company Secretary of Riverfront Nominees Pty Ltd <MCM Family Trust>, hereby nominate Stantons International Audit and Consulting Pty Ltd (trading as Stantons International) to be appointed as auditors of St George Mining Limited at the forthcoming 2010 AGM of St George Mining Limited.

Yours faithfully



Marcus Michael
Director/Company Secretary
Riverfront Nominees Pty Ltd <MCM Family Trust>

PROXY FORM

APPOINTMENT OF PROXY
ST GEORGE MINING LIMITED
ACN 139 308 973

ANNUAL GENERAL MEETING

I/We

of

being a member of St George Mining Limited entitled to attend and vote at the Annual General Meeting, hereby

Appoint

Name of proxy

OR the Chair of the Annual General Meeting as your proxy

or failing the person so named or, if no person is named, the Chair of the Annual General Meeting, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, as the proxy sees fit, at the Annual General Meeting to be held at 2.00 pm (WST) on 30 November 2010 at 45 Ventnor Ave West Perth WA 6005 and at any adjournment thereof.

Voting on Business of the Annual General Meeting

	FOR	AGAINST	ABSTAIN
Resolution 1 – Adoption of remuneration report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 – Re-election of Director – Marcus Michael	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 – Appointment of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Please note: If you mark the abstain box for a particular resolution, you are directing your proxy not to vote on that resolution on a show of hands or on a poll and your votes will not to be counted in computing the required majority on a poll.

OR

If you do **not** wish to direct your proxy how to vote, please place a mark in this box.

By marking this box, you acknowledge that the Chair of the Annual General Meeting may exercise your proxy even if he has an interest in the outcome of the resolution and that votes cast by the Chair of the Annual General Meeting other than as proxy holder will be disregarded because of that interest. If no directions are given, the Chair will vote in favour of all the resolutions.

Signature of Member(s):

Date: _____

Individual or Member 1

Sole Director/Company Secretary

Member 2

Director

Member 3

Director/Company Secretary

Contact Name: _____ Contact Ph (daytime): _____

ST GEORGE MINING LIMITED
ACN 139 308 973

Instructions for Completing 'Appointment of Proxy' Form

1. **(Appointing a Proxy):** A member entitled to attend and vote at an Annual General Meeting is entitled to appoint not more than two proxies to attend and vote on a poll on their behalf. The appointment of a second proxy must be done on a separate copy of the Proxy Form. Where more than one proxy is appointed, such proxy must be allocated a proportion of the member's voting rights. If a member appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half the votes. A duly appointed proxy need not be a member of the Company.
2. **(Direction to Vote):** A member may direct a proxy how to vote by marking one of the boxes opposite each item of business. Where a box is not marked the proxy may vote as they choose. Where more than one box is marked on an item the vote will be invalid on that item.
3. **(Signing Instructions):**
 - **(Individual):** Where the holding is in one name, the member must sign.
 - **(Joint Holding):** Where the holding is in more than one name, all of the members should sign.
 - **(Power of Attorney):** If you have not already provided 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, that person must sign. Where the company (pursuant to Section 204A of the Corporations Act) does not have a company secretary, a sole director can also sign alone. Otherwise, a director jointly with either another director or a company secretary must sign. Please sign in the appropriate place to indicate the office held.
4. **(Attending the Meeting):** Completion of a Proxy Form will not prevent individual members from attending the Annual General Meeting in person if they wish. Where a member completes and lodges a valid Proxy Form and attends the Annual General Meeting in person, then the proxy's authority to speak and vote for that member is suspended while the member is present at the Annual General Meeting.
5. **(Return of Proxy Form):** To vote by proxy, please complete and sign the enclosed Proxy Form and return:
 - (a) by post to St George Mining Limited, PO Box 1305, West Leederville, Western Australia 6901;
 - (b) in person to the Company's registered office at Level 1, 115 Cambridge Street, West Leederville, Western Australia 6007; or
 - (c) by facsimile to the Company on facsimile number +61 8 9322 6610,

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