

1 March 2023

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 Thursday 16 March 2023** at The Melbourne Hotel, 33 Milligan Street, Perth WA 6000 (**Meeting**).

As announced to the ASX on 17 February 2023:

- (a) the Company and its subsidiary Dragon Lithium Pty Ltd (ACN 665 559 839) have entered into a binding agreement with Cacique Resources Pty Ltd (ACN 636 152 442) (**Cacique**) and its subsidiary New World Gold Resources Pty Limited (ACN 636 275 566) under which Cacique has granted the Company the exclusive right to be granted options to acquire 80% of lithium and nickel rights over any tenement applications applied for or tenements acquired in the future by Cacique within an area "Area of Influence" covering part of the Mt Holland lithium and nickel province; and
- (b) in consideration for the grant of this right, the Company has agreed to pay Cacique \$150,000 in cash and, subject to shareholder approval, issue Cacique with 3,125,000 Shares.

To minimise administrative costs, the Board has resolved to seek Shareholder approval at the Meeting for the issue of 3,125,000 Shares to Cacique and has prepared an addendum that incorporates into the Company's notice of meeting dated 3 February 2023 (**Notice of Meeting**) an additional resolution for this purpose (**Additional Resolution**) together with related Explanatory Statement and 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.asx.com.au/announcements).

A replacement Proxy Form incorporating the Additional Resolution 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 Resolution

If Shareholders wish to have their votes counted by proxy in respect of the Additional Resolution (being Resolution 13), Shareholders must use the Replacement Proxy Form to vote on ALL Resolutions.

Replacement Proxy Forms can be lodged electronically at 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 14 March 2023.

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 Resolution, 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 proxy form received (notwithstanding the proxy form does not provide for a vote on the Additional Resolution).

Further details regarding the appointment of a proxy are provided in the Notice of Meeting dated 3 February 2023.

Yours sincerely,

John Prineas
Executive Chairman
St George Mining Limited

ST GEORGE MINING LIMITED
ACN 139 308 973
(Company)

Addendum to Notice of Meeting

This Addendum forms part of the Company's Notice of Meeting (including the Explanatory Statement and Proxy Form) dated 3 February 2023 (and released to the ASX on 8 February 2023) (**Notice**).

This Addendum is in relation to the inclusion of an additional Resolution 13 seeking approval for the issue by the Company of 3,125,000 Shares to Cacique Resources Pty Ltd (**Cacique**).

This Addendum is supplemental to the original Notice and should be read together with it. To the extent of any inconsistency, this Addendum will prevail over the original Notice. Undefined terms in this Addendum have the same meaning as in the Notice. This Addendum 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.

By this Addendum:

- (a) an additional Resolution 13 as detailed below is added to the Notice of Meeting and will be considered at the Company's upcoming Meeting; and
- (b) a new section is added to the Explanatory Memorandum to the Notice of Meeting in respect of the additional new Resolution 13 as detailed below.

NOTICE

The following additional Resolution is inserted in the Notice of Meeting as follows:

13. RESOLUTION 13 – APPROVAL TO ISSUES 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 Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 3,125,000 Shares on the terms and conditions set out in the Explanatory Statement.”

A voting exclusion statement applies to this Resolution. Please see below.

Dated: 22 February 2023

By order of the Board

Sarah Shipway
Company Secretary

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:

Resolution 13 – Approval to issue Shares – Listing Rule 7.1

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 entity) or any associate of 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.

EXPLANATORY STATEMENT REGARDING ADDITIONAL RESOLUTION 13

The following new section is added to the Explanatory Statement in relation to the Notice of Meeting in respect of Resolution 13 as follows.

9. RESOLUTION 13 – APPROVAL TO ISSUE SHARES

9.1 General

As announced to the ASX on 17 February 2023:

- (a) the Company and its subsidiary Dragon Lithium Pty Ltd (ACN 665 559 839) have entered into a binding agreement with Cacique Resources Pty Ltd (ACN 636 152 442) (**Cacique**) and its subsidiary New World Gold Resources Pty Limited (ACN 636 275 566) under which Cacique has granted the Company the exclusive right to be granted options to acquire 80% of lithium and nickel rights over any tenement applications applied for or tenements acquired in the future by Cacique within an area “Area of Influence” covering part of the Mt Holland lithium and nickel province (**Mt Holland Area of Influence Agreement**) – see Schedule 8 for a summary and map of the Area of Influence; and
- (b) in consideration for the grant of this right, the Company has agreed to pay Cacique \$150,000 in cash and, subject to shareholder approval, issue Cacique with 3,125,000 Shares.

Resolution 13 seeks Shareholder approval for the issue of 3,125,000 Shares to Cacique in accordance with the Mt Holland Area of Influence Agreement.

9.2 Listing Rule 7.1

As summarised in Section 2.1 above, 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 securities it had on issue at the start of that 12 month period.

The proposed issue does not fall within any of the exceptions and exceeds the 15% limit in Listing Rule 7.1. The Company therefore requires approval of its Shareholders under Listing Rule 7.1 to issue the Shares the subject of the Placement.

9.3 Technical information required by Listing Rule 14.1A

If Resolution 13 is passed, the Company will be able to proceed with the proposed issued of the 3,125,000 Shares. In addition, the 3,125,000 Shares 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. The issue of the Shares will dilute existing Shareholders (assuming they are not participating) by approximately 0.4%.

If Resolution 13 is not passed, the Company will not be able to issue the Shares and must instead pay Cacique a cash payment equal to the greater of \$250,000 and 3,125,000 multiplied by the VWAP of Shares for the five trading days immediately prior to 16 March 2023.

9.4 Technical information required by Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation Resolution 13:

- (a) the Shares will be issued to Cacique. In accordance with paragraph 7.4 of ASX Guidance Note 21, the Company confirms that Cacique is not:
 - (i) a related party of the Company, a member of the Company's Key Management Personnel, a substantial holder of the Company, advisor of the Company or any associate of any of these parties; and
 - (ii) issued more than 1% of the issued capital of the Company;
- (b) the number of Shares that will be issued is 3,125,000 Shares and the Shares issued 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;
- (c) the Shares will be issued as soon as possible after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules);
- (d) the Shares are being issued in consideration for Cacique granting the Company exclusive right to be granted options to acquire 80% of lithium and nickel rights over any tenements acquired in the future by Cacique within an area "Area of Influence" covering part of the Mt Holland lithium and nickel province in accordance with the Mt Holland Area of Influence Agreement;
- (e) the purpose of the issue is to fulfil the Company's obligations to issue the Shares in accordance with the Mt Holland Area of Influence Agreement. No funds will be raised from the issue as the Shares; and

- (f) Schedule 8 of this Explanatory Statement provides a summary of the material terms of the Mt Holland Area of Influence Agreement.

GLOSSARY

The following new definitions are added to the Glossary in the Explanatory Statement in relation to the Notice of Meeting in respect of Resolution 13.

Cacique means Cacique Resources Pty Ltd (ACN 636 152 442).

Mt Holland Area of Influence Agreement means the agreement dated 16 February 2023 between the Company, Cacique and others as summarised in Schedule 8.

SCHEDULE 8 – MT HOLLAND AREA OF INFLUENCE AGREEMENT SUMMARY

The Company and its subsidiary Dragon Lithium Pty Ltd (ACN 665 559 839) (**Dragon Lithium**) have entered into an agreement dated 16 February 2023 with Cacique and its subsidiary New World Gold Resources Pty Limited (ACN 636 275 566) with the following material terms and conditions (**Mt Holland Area of Influence Agreement**).

The Company has agreed to pay Cacique \$150,000 cash and, subject to Shareholder approval at the Meeting, issue Cacique 3,125,000 Shares. If that shareholder approval is not obtained at the Meeting, the Company must pay in cash the higher of \$250,000 and 3,125,000 multiplied by the VWAP for Shares for the 5 trading days immediately prior to 16 March 2023.

In return for the above, Cacique grants the Company and Dragon Lithium the exclusive right to enter into an option (**Option**) to acquire 80% of the lithium and nickel rights of any tenement that Cacique applies for or acquires in an “area of influence” as shown below covering part of the Mt Holland lithium and nickel province (**Area of Influence**). This right lasts for 80 years.

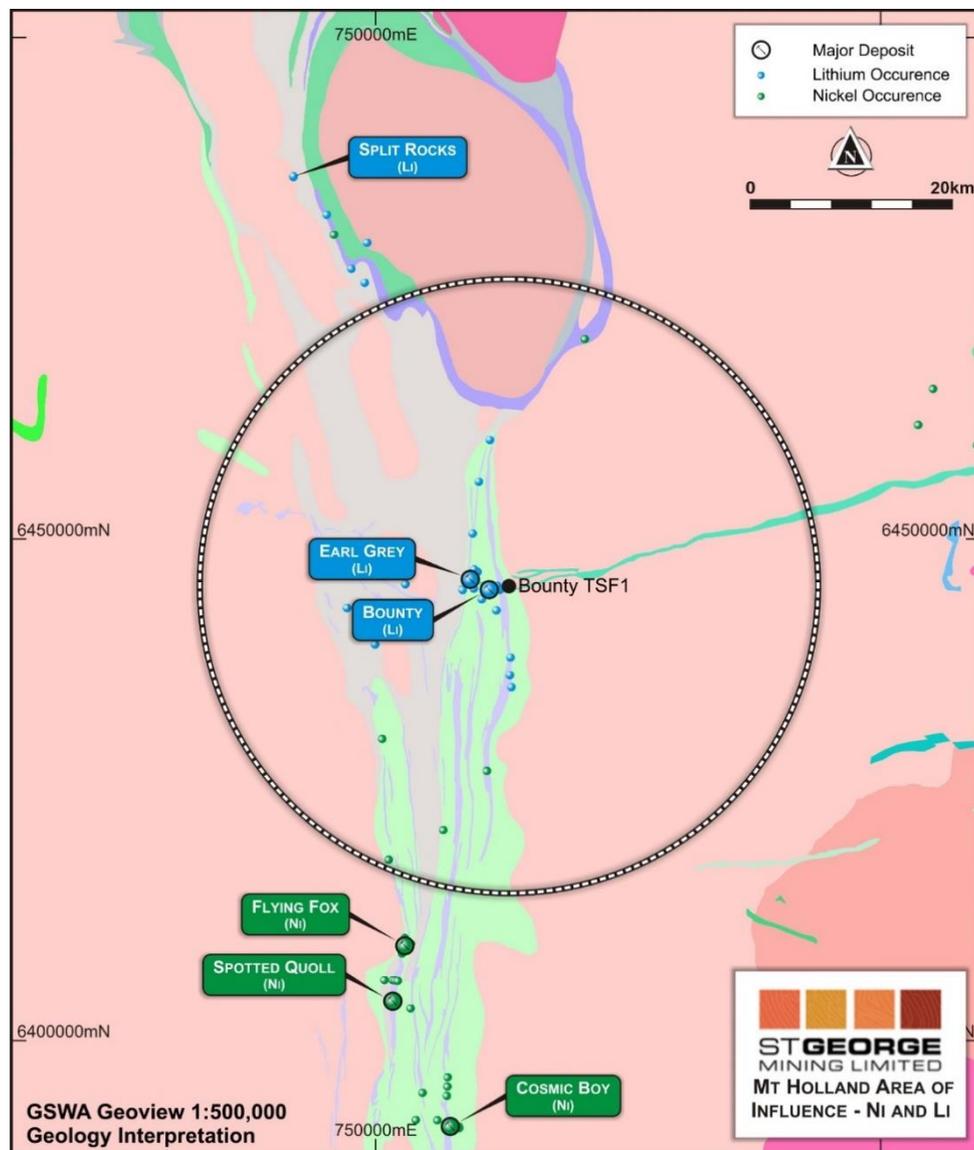


Figure 1: Interpreted geological map showing the 30km radius Area of Influence and significant known lithium and nickel occurrences and deposits along the greenstone belt

The Area of Influence extends out to a radius of 30km from the centre of the Bounty Gold Mine TSF1. It excludes lithium and nickel rights to E77/2784. (Note: Bounty TSF1 is plotted on DMIRS GeoVIEW.WA).

If St George selects a tenement for Option, it will pay Cacique an additional fee of \$100,000 cash and, subject to Shareholder approval, issue Cacique \$200,000 worth of Shares calculated using the 5 trading day VWAP of Shares prior to the grant date of that tenement. If Shareholder approval is not obtained, the Company must pay Cacique in cash the higher of \$200,000 and the value of those Shares based on the Share VWAP for the 5 trading days immediately prior to the ASX announcement by the Company that the relevant tenement has been granted. An Option expires after 5 years.

If the Company wishes to exercise an Option, it must pay Cacique \$300,000 cash per tenement with a maximum of \$1.5m collectively but will have to pay out the entire \$1.5m if at least one Option is exercised within 5 years from the date of the exercise of the first Option. For example, if over 5 years from the exercise of the first Option the Company only exercises an Option over two tenements, the Company would have paid \$600,000 and need to top up with another \$900,000 at the end of 5 years from the date of the exercise of the first Option. If the Company acquires 5 or more tenements, the maximum payable is \$1.5m.

Where the Company exercises an Option to acquire 80% of the lithium and nickel rights, the Company and Cacique will form a joint venture pursuant to which Cacique is free carried to a decision to mine. Cacique will retain 100% of other mineral rights including gold.

The Mt Holland Area of Influence Agreement otherwise contains provisions considered standard for an agreement of its nature.



STGEORGE
MINING LIMITED

ABN 21 139 308 973



SGQRM

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123 SAMPLE STREET
SAMPLE SUBURB
SAMPLETOWN VIC 3030

Need assistance?



Phone:

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



Online:

www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10:00am (AWST) on Tuesday, 14 March 2023.**

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 and select "Printable Forms".

Lodge your Proxy Form:

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Online:

Lodge your vote online at 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: 999999

PIN: 99999

For Intermediary Online subscribers (custodians) go to 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.



IND

Replacement 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 The Melbourne Hotel, 33 Milligan Street, Perth WA 6000 on Thursday, 16 March 2023 at 10:00am (AWST) 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 Resolutions 10, 11 and 12 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 10, 11 and 12 are 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 Resolutions 10, 11 and 12 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			For	Against	Abstain
1	Ratification of Prior Issue of Shares – Listing Rule 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9	Approval to Issue Options to Cong Ming Limited	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	Ratification of Prior Issue of Shares – Listing Rule 7.1A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10	Issue of Incentive Performance Rights to Director – John Prineas	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	Ratification of Prior Issue of Options – Listing Rule 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11	Issue of Incentive Performance Rights to Director – Sarah Shipway	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	Ratification of Prior Issue of Options to Euroz Hartleys Limited	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	12	Issue of Incentive Performance Rights to Director – John Dawson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5	Ratification of Prior Issue of Options to Cong Ming Limited	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	13	Approval to Issue Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6	Ratification of Prior Issue of Shares to Hetherington Exploration & Mining Title Services Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
7	Ratification of Prior Issue of Shares to Mining Equities Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
8	Ratification of Prior Issue of Shares – Listing Rule 7.1	<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.

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

