

FORM 9

NOTICE OF PROPOSED ISSUANCE OF LISTED SECURITIES **(or securities convertible or exchangeable into listed securities¹)**

Please complete the following:

Name of Listed Issuer: **St-Georges Eco-Ming Corp. (the "Issuer")**

Trading Symbol: **SX**

Date: **October 16, 2018**

Is this an updating or amending Notice: **No**

If yes provide date(s) of prior Notices: **N/A**

Issued and Outstanding Securities of Issuer Prior to Issuance: **109,849,578**

Date of News Release Announcing Private Placement: **October 11, 2018**

Closing Market Price on Day Preceding the Issuance of the News Release: **\$0.045**

1. Private Placement (if shares are being issued in connection with an acquisition (either as consideration or to raise funds for a cash acquisition), proceed to Part 2 of this form)

Full Name & Residential Address of Placee	Number of Securities Purchased or to be Purchased	Purchase price per Security (CDN\$)	Conversion Price (if Applicable)	Prospectus Exemption	No. of Securities, directly or indirectly, Owned, Controlled or Directed	Payment Date(1)	Describe relationship to Issuer (2)

(1) Indicate date each placee advanced or is expected to advance payment for securities. Provide details of expected payment date, conditions to release of funds etc. Indicate if the placement funds been placed in trust pending receipt of all necessary approvals.

(2) Indicate if Related Person.

¹An issuance of non-convertible debt does not have to be reported unless it is a significant transaction as defined in Policy 7, in which case it is to be reported on Form 10.

1. Total amount of funds to be raised: _____

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2. Provide full details of the use of the proceeds. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material. General
3. Provide particulars of any proceeds which are to be paid to Related Persons of the Issuer: _____
_____ .
4. If securities are issued in forgiveness of indebtedness, provide details and attach the debt agreement(s) or other documentation evidencing the debt and the agreement to exchange the debt for securities.
5. Description of securities to be issued:
 - (a) Class _____ .
 - (b) Number _____ .
 - (c) Price per security _____ .
 - (d) Voting rights _____ .
6. Provide the following information if Warrants, (options) or other convertible securities are to be issued:
 - (a) Number _____ .
 - (b) Number of securities eligible to be purchased on exercise of Warrants (or options) _____
_____ .
 - (c) Exercise price _____ .
 - (d) Expiry date _____ .
7. Provide the following information if debt securities are to be issued:
 - (a) Aggregate principal amount _____ .
 - (b) Maturity date _____ .
 - (c) Interest rate _____ .
 - (d) Conversion terms _____ .
 - (e) Default provisions _____ .
8. Provide the following information for any agent's fee, commission, bonus or finder's fee, or other compensation paid or to be paid in connection with the placement (including warrants, options, etc.): _____

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- (a) Details of any dealer, agent, broker or other person receiving compensation in connection with the placement (name, address. If a corporation, identify persons owning or exercising voting control over 20% or more of the voting shares if known to the Issuer): ____ .
 - (b) Cash _____ .
 - (c) Securities _____ .
 - (d) Other _____ .
 - (e) Expiry date of any options, warrants etc. _____ .
 - (f) Exercise price of any options, warrants etc. _____ .
9. State whether the sales agent, broker, dealer or other person receiving compensation in connection with the placement is Related Person or has any other relationship with the Issuer and provide details of the relationship _____
_____ .
10. Describe any unusual particulars of the transaction (i.e. tax “flow through” shares, etc.).
_____ .
11. State whether the private placement will result in a change of control.
_____ .
12. Where there is a change in the control of the Issuer resulting from the issuance of the private placement shares, indicate the names of the new controlling shareholders. _____

_____ .
13. Each purchaser has been advised of the applicable securities legislation restricted or seasoning period. All certificates for securities issued which are subject to a hold period bear the appropriate legend restricting their transfer until the expiry of the applicable hold period required by National Instrument 45-102..

2. Acquisition:

1. Provide details of the assets to be acquired by the Issuer (including the location of the assets, if applicable). The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material:

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Name of Party (If not an individual, name all insiders of the Party)	Number and Type of Securities to be Issued	Dollar value per Security (CDN\$)	Conversion price (if applicable)	Prospectus Exemption	No. of Securities, directly or indirectly, Owned, Controlled or Directed by Party	Describe relationship to Issuer ⁽¹⁾
<i>See Schedule A</i>						

(1) Indicate if Related Person

7. Details of the steps taken by the Issuer to ensure that the vendor has good title to the assets being acquired: _____
_____ .

8. Provide the following information for any agent's fee, commission, bonus or finder's fee, or other compensation paid or to be paid in connection with the acquisition (including warrants, options, etc.):
 - (a) Details of any dealer, agent, broker or other person receiving compensation in connection with the acquisition (name, address. If a corporation, identify persons owning or exercising voting control over 20% or more of the voting shares if known to the Issuer): _____
_____ .
 - (b) Cash _____ .
 - (c) Securities _____ .
 - (d) Other _____ .
 - (e) Expiry date of any options, warrants etc. _____
 - (f) Exercise price of any options, warrants etc. _____ .

9. State whether the sales agent, broker or other person receiving compensation in connection with the acquisition is a Related Person or has any other relationship with the Issuer and provide details of the relationship. _____

_____ .

10. If applicable, indicate whether the acquisition is the acquisition of an interest in property contiguous to or otherwise related to any other asset acquired in the last 12 months. _____

_____ .

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Certificate Of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Certificate of Compliance on behalf of the Issuer.
2. As of the date hereof there is not material information concerning the Issuer which has not been publicly disclosed.
3. The undersigned hereby certifies to the Exchange that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in CSE Policy 1).
4. All of the information in this Form 9 Notice of Issuance of Securities is true.

Dated: October 16, 2018 .

Vilhjalmur Vilhjalmsson
Name of Director or Senior
Officer

(s) Vilhjalmur Vilhjalmsson
Signature

President and CEO
Official Capacity

SCHEDULE A

Full Name & Residential Address of Placee	Number of Securities Purchased or to be Purchased	Purchase price per Security (CDN\$)	Conversion Price (if Applicable)	Prospectus Exemption	No. of Securities, directly or indirectly, Owned, Controlled or Directed	Describe relationship to Issuer (1)
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SCHEDULE A

<i>JV Capital EHF</i>	Shares: 527,206 Debenture (principal amount): 217,516 Warrants: 217,516	-	\$0.15 \$0.15	Section 2.12 (Asset acquisition) of NI 45-106	4,350,328	Yes
<i>Sigurður Hafsteinsson</i>	Shares: 39,344 Debenture (principal amount): 16,233 Warrants: 16,233	-	\$0.15 \$0.15	Section 2.12 (Asset acquisition) of NI 45-106	324,648	N/A
<i>Kaffi Duus</i>	Shares: 14,235 Debenture (principal amount): 5,873 Warrants: 5,873	-	\$0.15 \$0.15	Section 2.12 (Asset acquisition) of NI 45-106	117,459	N/A
<i>Guðmundur Rúnar Svavarsson</i>	Shares: 2,109 Debenture (principal amount): 870 Warrants: 870	-	\$0.15 \$0.15	Section 2.12 (Asset acquisition) of NI 45-106	17,401	N/A
<i>Páll Pálsson</i>	Shares: 4,217 Debenture (principal amount): 1,740 Warrants: 1,740	-	\$0.15 \$0.15	Section 2.12 (Asset acquisition) of NI 45-106	34,803	N/A
<i>North Atlantic Mining Associates Ltd</i>	Shares: 66,851 Debenture (principal amount): 27,581 Warrants: 27,581	-	\$0.15 \$0.15	Section 2.12 (Asset acquisition) of NI 45-106	551,622	N/A
<i>Timothy Edward Razzall</i>	Shares: 13,708 Debenture (principal amount): 5,656 Warrants: 5,656	-	\$0.15 \$0.15	Section 2.12 (Asset acquisition) of NI 45-106	113,109	N/A
<i>Frederick William Popoff</i>	Shares: 2,742 Debenture (principal amount): 1,131 Warrants: 1,131	-	\$0.15 \$0.15	Section 2.12 (Asset acquisition) of NI 45-106	22,622	N/A
<i>Samúel Grímsson</i>	Shares: 5,272 Debenture (principal amount): 2,175 Warrants: 2,175	-	\$0.15 \$0.15	Section 2.12 (Asset acquisition) of NI 45-106	43,503	N/A
<i>Gunnar Viðar Bjarnason</i>	Shares: 13,708 Debenture (principal amount): 5,656 Warrants: 5,656	-	\$0.15 \$0.15	Section 2.12 (Asset acquisition) of NI 45-106	113,109	N/A

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SCHEDULE A

<i>Antony Laiker</i>	<i>Shares: 14,012 Debenture (principal amount): 5,781 Warrants: 5,781</i>	-	\$0.15 \$0.15	<i>Section 2.12 (Asset acquisition) of NI 45-106</i>	115,632	N/A
<i>Herman Gunnarsson</i>	<i>Shares: 2,109 Debenture (principal amount): 870 Warrants: 870</i>	-	\$0.15 \$0.15	<i>Section 2.12 (Asset acquisition) of NI 45-106</i>	17,401	N/A
<i>Gestur Hermannsson</i>	<i>Shares: 2,109 Debenture (principal amount): 870 Warrants: 870</i>	-	\$0.15 \$0.15	<i>Section 2.12 (Asset acquisition) of NI 45-106</i>	17,401	N/A
<i>Gunnar Axel Hermannsson</i>	<i>Shares: 2,109 Debenture (principal amount): 870 Warrants: 870</i>	-	\$0.15 \$0.15	<i>Section 2.12 (Asset acquisition) of NI 45-106</i>	17,401	N/A
<i>AFL. Verktakar EHF</i>	<i>Shares: 6,854 Debenture (principal amount): 2,828 Warrants: 2,828</i>	-	\$0.15 \$0.15	<i>Section 2.12 (Asset acquisition) of NI 45-106</i>	56,554	N/A
<i>Kristín Ólafsdóttir</i>	<i>Shares: 10,543 Debenture (principal amount): 4,350 Warrants: 4,350</i>	-	\$0.15 \$0.15	<i>Section 2.12 (Asset acquisition) of NI 45-106</i>	87,007	N/A

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