

## FORM 9

### **NOTICE OF PROPOSED ISSUANCE OF LISTED SECURITIES** **(or securities convertible or exchangeable into listed securities<sup>1</sup>)**

Please complete the following:

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

Trading Symbol: **SX**

Date: **January 14, 2019**

Is this an updating or amending Notice: **Yes**

If yes provide date(s) of prior Notices: **January 3, 2019**

Issued and Outstanding Securities of Issuer Prior to Issuance: **114,676,706**

Date of News Release Announcing Private Placement:

Closing Market Price on Day Preceding the Issuance of the News Release: **\$0.11**

**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)
<i>See Schedule 1</i>							

(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.

<sup>1</sup>An 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: \$630,000.00

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 working capital
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: Units (each, a "Unit") at a price of \$0.10 per unit and each unit being comprised of one common share (each, a "Share") of the Issuer and one Share purchase warrant (each, a "Warrant").
  - (a) Class Common .
  - (b) Number 6,300,000 .
  - (c) Price per security: \$0.10 .
  - (d) Voting rights One voting right per Share .
6. Provide the following information if Warrants, (options) or other convertible securities are to be issued: Warrants
  - (a) Number 6,300,000 .
  - (b) Number of securities eligible to be purchased on exercise of Warrants (or options) 6,300,000 .
  - (c) Exercise price \$0.185 per Share .
  - (d) Expiry date January 14, 2021 .
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.):

- (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):

Politt & Co Inc.  
330 Bay Street, Suite 1950  
Toronto, ON M5H 2S8 Canada

- (b) Cash \$13,200.00 .
- (c) Securities 165,000 finders warrants .
- (d) Other \_\_\_\_\_ .
- (e) Expiry date of any options, warrants etc. January 14, 2020 .
- (f) Exercise price of any options, warrants etc. \$0.10 .

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:

None .

10. Describe any unusual particulars of the transaction (i.e. tax "flow through" shares, etc.).

In the event that, during the period following 4 months from the Closing Date, the volume-weighted average trading price of the Shares on the Canadian Securities Exchange ("CSE") exceeds \$0.85 per Share for any period of 10 consecutive trading days, the Corporation may, at its option, following such 10-day period, accelerate the Warrant Expiry Date by delivery of notice to the registered holders (an "Acceleration Notice") thereof and issuing a press release (a "Warrant Acceleration Press Release", and, in such case, the Warrant Expiry Date shall be deemed to be 5:00 p.m. (Montreal time) on the 30th day following the date of issuance of the Warrant Acceleration Press Release. .

11. State whether the private placement will result in a change of control. No.
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.. Yes

**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:
2. Provide details of the acquisition including the date, parties to and type of agreement (eg: sale, option, license etc.) and relationship to the Issuer. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the acquisition without reference to any other material: \_\_\_\_\_  
\_\_\_\_\_
3. Provide the following information in relation to the total consideration for the acquisition (including details of all cash, securities or other consideration) and any required work commitments:
  - (a) Total aggregate consideration in Canadian dollars: \_\_\_\_\_ .
  - (b) Cash: \_\_\_\_\_ .
  - (c) Securities (including options, warrants etc.) and dollar value: \_\_\_\_\_
  - (d) Other: \_\_\_\_\_ .
  - (e) Expiry date of options, warrants, etc. if any: \_\_\_\_\_ .
  - (f) Exercise price of options, warrants, etc. if any: \_\_\_\_\_ .
  - (g) Work commitments: \_\_\_\_\_ .
4. State how the purchase or sale price was determined (e.g. arm's-length negotiation, independent committee of the Board, third party valuation etc).  
\_\_\_\_\_
5. Provide details of any appraisal or valuation of the subject of the acquisition known to management of the Issuer: \_\_\_\_\_  
\_\_\_\_\_ .
6. The names of parties receiving securities of the Issuer pursuant to the acquisition and the number of securities to be issued are described as follows:

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 <sup>(1)</sup>
		-				

(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. \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_ .

## 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: January 14, 2019.

Vilhjalmur Vilhjalmsson

Name of Director or Senior  
Officer

(s) Vilhjalmur Vilhjalmsson

Signature

President and CEO

Official Capacity

## SCHEDULE 1

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)
<i>Eric Salsberg 1 Carnwath Cres North York ON M2P 1J4</i>	<i>500,000 Units</i>	<i>\$0.10 per Unit</i>	<i>\$0.185 per Warrant</i>	<i>Sec 2.3 of NI 45-106</i>	<i>5,500,000 Shares 5,500,000 warrants</i>	<i>January 14, 2019</i>	<i>None</i>
<i>Gord McKinnon 164 Wheeter Ave Toronto, ON M4L 3V4</i>	<i>100,000 Units</i>	<i>\$0.10 per Unit</i>	<i>\$0.185 per Warrant</i>	<i>Sec 2.3 of NI 45-106</i>	<i>200,000 Shares 200,000 warrants</i>	<i>January 14, 2019</i>	<i>None</i>
<i>Dr. Alan Russell 22 McArthur Hts Brampton, ON L6Z 3N2</i>	<i>250,000 Units</i>	<i>\$0.10 per Unit</i>	<i>\$0.185 per Warrant</i>	<i>Sec 2.3 of NI 45-106</i>	<i>531,000 Shares 400,000 warrants</i>	<i>January 14, 2019</i>	<i>None</i>
<i>Mario Digenova 101 Autumn Grove Crt Kleinburg, ON L0J 1C0</i>	<i>500,000 Units</i>	<i>\$0.10 per Unit</i>	<i>\$0.185 per Warrant</i>	<i>Sec 2.3 of NI 45-106</i>	<i>845,000 Shares 650,000 warrants</i>	<i>January 14, 2019</i>	<i>None</i>
<i>Dave Sheridan 91 Cottingham St Toronto, ON M4V 1B9</i>	<i>100,000 Units</i>	<i>\$0.10 per Unit</i>	<i>\$0.185 per Warrant</i>	<i>Sec 2.3 of NI 45-106</i>	<i>200,000 Shares 150,000 warrants</i>	<i>January 14, 2019</i>	<i>None</i>
<i>Ashley Martin 369 Wannamal West Rd. Cullalla, WA 6503 Australia</i>	<i>100,000 Units</i>	<i>\$0.10 per Unit</i>	<i>\$0.185 per Warrant</i>	<i>Sec 2.3 of NI 45-106</i>	<i>100,000 Shares 100,000 warrants</i>	<i>January 14, 2019</i>	<i>None</i>
<i>Brian Michael Howlett &amp; Associate Inc. 4071 Bellwood Court Mississauga, ON L5L 5V6</i>	<i>500,000 Units</i>	<i>\$0.10 per Unit</i>	<i>\$0.185 per Warrant</i>	<i>Sec 2.3 of NI 45-106</i>	<i>100,000 Shares 100,000 warrants</i>	<i>January 14, 2019</i>	<i>None</i>
<i>Sheldon Inwentash 126 Old Forest Hill Road Toronto, ON M5P 2R9</i>	<i>1,750,000 Units</i>	<i>\$0.10 per Unit</i>	<i>\$0.185 per Warrant</i>	<i>Sec 2.3 of NI 45-106</i>	<i>2,900,000 Shares 2,900,000 warrants</i>	<i>January 14, 2019</i>	<i>None</i>
<i>ThreeD Capital Inc. 69 Yonge Street, Suite 1010 Toronto, ON M5E 1K3</i>	<i>1,500,000 Units</i>	<i>\$0.10 per Unit</i>	<i>\$0.185 per Warrant</i>	<i>Sec 2.3 of NI 45-106</i>	<i>2,800,000 Shares 1,500,000 warrants</i>	<i>January 14, 2019</i>	<i>None</i>
<i>Iconic Mineral Ltd. 303 - 595 Howe Street, PO Box 4 Vancouver, B.C. V6C 2T5</i>	<i>1,000,000 Units</i>	<i>\$0.10 per Unit</i>	<i>\$0.185 per Warrant</i>	<i>Sec 2.3 of NI 45-106</i>	<i>1,000,000 Shares 1,000,000 warrants</i>	<i>January 14, 2019</i>	<i>None</i>
<i>Serge Beausoleil PH 3-05, 101 rue de la Rotonde Verdun, QC H3E 0C8</i>	<i>150,000 Units</i>	<i>\$0.10 per Unit</i>	<i>\$0.185 per Warrant</i>	<i>Sec 2.3 of NI 45-106</i>	<i>150,000 Shares 150,000 warrants</i>	<i>January 14, 2019</i>	<i>None</i>
<i>Maxence Gagné-Godbout 304 Montarville Longueuil, QC J4H 2L7</i>	<i>250,000 Units</i>	<i>\$0.10 per Unit</i>	<i>\$0.185 per Warrant</i>	<i>Sec 2.3 of NI 45-106</i>	<i>950,000 Shares 250,000 warrants</i>	<i>January 14, 2019</i>	<i>None</i>