

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 PLATINUM & BASE METALS LTD.** (the "Issuer").

Trading Symbol: **SX**

Date: **MAY 6, 2016**

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

If yes provide date(s) of prior Notices: **MARCH 31, 2016.**

Issued and Outstanding Securities of Issuer Prior to Issuance: **44,639,045.**

Date of News Release Announcing Private Placement: **MARCH 31,2016.**

Closing Market Price on Day Preceding the Issuance of the News Release: **\$0.01**

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 relations -hip to Issuer (2)
NEHA EDAH TALLY 607-5311 SHERBROOKE WEST. MONTREAL QC H4A 1V3	450,000	\$0.02			780,894 shares 300,000 options 357,487 warrants	May 6, 2016	INSIDER
9274-2162 QUEBEC INC 263 NOTRE DAME EST RIMOUSKI QUEBEC G5L-2A6	250,000	\$0.02			400,000	May 6, 2016	FRIEND/ ASSOCI ATE

MAXENCE GAGNE GODBOUT 304 MONTARVILLE, LONGUEIL QUEBEC J4H 2L7	500,000	\$0.02			1,500,000	May 6, 2016	FRIEND/ ASSOCI ATE
RICHARD BARNETT 7 PARKGLEN PLACE PORT MOODY BC V3H 4K9	500,000	\$0.02			-	May 6, 2016	INSIDER
GESTION CLAUDE VEILLETTE LTEE 250 PLACE SUZANNE ROUYN NORANDA QUEBEC J9X 6C8	1,250,000	\$0.02			-	May 6, 2016	FRIEND/ ASSOCI ATE
KARL MANSOUR 606-210 CHEMIN DU GOLF MONTREAL QUEBEC H3E 2A6	250,000	\$0.02			250,000 + 392887	May 6, 2016	FRIEND/ ASSOCI ATE
RELATIONS PUBLIQUES PARADOX INC 250-1178 PLACE PHILLIPS MONTREAL QUEBEC H3B 3C8	1,000,000	\$0.02			392,887	May 6, 2016	FRIEND/ ASSOCI ATE
CARL DESJARDINS 202-454 DE LA GAUCHETIERE OUEST MONTREAL QUEBEC H2Z 1G3	250,000	\$0.02			392,887	May 6, 2016	FRIEND/ ASSOCI ATE
MARK BILLINGS 4000 MARLOWE AVENUE MONTREAL QUEBEC H4A 3M2	1,250,000	\$0.02			112,183 SHARES 50,000 OPTIONS	May 6, 2016	INSIDER
ENRICO DI CESARE 14352 RUE HARRIS MONTREAL QUEBEC H9H 1L4	750,000	\$0.02			-	May 6, 2016	INSIDER
JASON HAWKINS 707- 55 STEWART STREET, TORONTO ONTARIO M5V 2V1	800,000	\$0.02			-	May 6, 2016	FRIEND/ ASSOCI ATE

**FORM 9 – NOTICE OF PROPOSED ISSUANCE OF
LISTED SECURITIES**

- (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: **\$145,000**
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. **APPLY TO SHORT TERM DEBT, GENERAL AND ADMINISTRATIVE EXPENSES.**
3. Provide particulars of any proceeds which are to be paid to Related Persons of the Issuer: **SHORT TERM PROMISSORY NOTE REIMBURSEMENT TO MARK BILLINGS AND SHORT TERM LOAN TO NEHA TALLY. AUDIT RELATED EXPENSES REIMBURSEMENT TO RICK BARNETT.**
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: **COMMON**
 - (b) Number: **7,250,000**
 - (c) Price per security: **\$0.02**
 - (d) Voting rights _____
6. Provide the following information if Warrants, (options) or other convertible securities are to be issued:
 - (a) Number: **7,250,000**
 - (b) Number of securities eligible to be purchased on exercise of Warrants (or options): **WARRANTS ALLOW ACQUISITION OF ONE FULL UNIT CONSISTING OF ONE COMMON SHARE AND ONE COMMON SHARE WARRANT WITH AN EXERCISE PRICE OF \$0.06 FOR A PERIOD OF 28 MONTHS FOLLOWING THE CLOSING OF THE PLACEMENT.**
 - (c) Exercise price: **\$0.04**

(d) Expiry date: **SEPTEMBER 5, 2018**

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): ____ .

(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.).

THE WARRANTS ENTITLE THE SUBSCRIBER TO ACQUIRE A FULL "UNIT" CONSISTING OF A COMMON SHARE AND OF A SUBSEQUENT COMMON SHARE WARRANT.

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..

2. Acquisition NOT APPLICABLE

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 ⁽¹⁾

(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 6 MAY 2016

FRANK DUMAS
Name of Director or Senior
Officer

PRESIDENT, CEO
Official Capacity