

FORM 9

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

Please complete the following:

Name of CNSX Issuer: St-Georges Platinum and Base Metals Ltd. (the "Issuer").

Trading Symbol: SX

Date: March 4, 2011

Is this an updating or amending Notice: Yes

If yes provide date(s) of prior Notices: December 10, 2010

Issued and Outstanding Securities of Issuer Prior to Issuance: 83,223,074

Date of News Release Announcing Private Placement: December 15, 2010

Closing Market Price on Day Preceding the Issuance of the News Release: \$0.22

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\$)	Prospectus Exemption	No. of Securities, directly or indirectly, Owned, Controlled or Directed	Payment Date ⁽¹⁾	Describe relationship to Issuer ⁽²⁾
<i>Please 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.

1. Total amount of funds to be raised: \$3,562,000

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. General working capital purposes and exploration expenses

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: *A Units, B Units and C Units: (i) the A Units will consist of 5,000 common shares at a price of \$0.20 per share and 5,000 common share purchase warrant and each whole warrant will entitle the holder to purchase one additional common share of the capital stock of the Issuer at an exercise price of \$0.50 per share at any time on or before the date that is 36 months from the date of issuance of the warrant; (ii) the B Units will consist of 4,000 flow-through common shares at a price of \$0.25 per share and 4,000 common share purchase warrant and each whole warrant will entitle the holder thereof to purchase one additional common share of the capital stock of the Issuer at an exercise price of \$0.50 per Common Share at any time on or before the date that is 12 months from the date of issuance of the warrant, and thereafter at an exercise price of \$0.55 per share at any time on or before the date that is 24 months from the date of issuance of the warrant, and thereafter at an exercise price of \$0.60 per share, at any time on or before the date that is 36 months from the date of issuance of the warrant; and (iii) the C Units will consist of 5,000 common shares at a price of \$0.20 per share and 5,000 common share purchase warrant and each whole warrant will entitle the holder to purchase one additional common share of the capital stock of the Issuer at an exercise price of \$0.50 per share at any time on or before the date that is 36 months from the date of issuance of the warrant.*
- (b) Number: 153 A Units, 2,171 B Units and 1,238 C Units
- (c) Price per security: \$1,000 per Unit
- (d) Voting rights: One vote per common share
6. Provide the following information if Warrants, (options) or other convertible securities are to be issued:
- (a) Number : 10,590,000 warrants
- (b) Number of securities eligible to be purchased on exercise of Warrants (or options) 10,590,000 common shares

(c) Exercise price: Please see above item 5. (a).

(d) Expiry date : 36 months

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):

*Jones Gable & Company Limited ("Jones")
600-110 Yonge St.
Toronto, ON M5C 1T6*

*Limited Market Dealer Inc. ("LMD")
1110 Finch Avenue West, Suite 210,
Toronto, ON M3J 2T2*

*Michael Baybak ("MB")
2110 Drew Street, Suite 200
Clearwater, Florida 33765*

(b) Cash: Jones received \$82,880, LMD \$161,802 and MB \$42,640.

(c) Securities Jones received 822,780 Agent's Options and LMD received 66,500 Agent's Options and 650,000 FT Agent's Options,

Each Agent's Option entitling the holder to acquire one unit of the Issuer comprised of one common share of the Issuer and one common share purchase warrant entitling the holder hereof to acquire one additional common share of the Issuer at a price of \$0.50 for a period of 36 months. Each FT Agent's Options entitles

its holder thereof to purchase one agent's unit of the Issuer (an "FT Agent's Unit") at the price of \$0.25 per FT Agent's Unit for a period of 24 months following the closing date. Each FT Agent's Unit consists of one common share (an "FT Agent's Unit Share") and one non-transferable common share purchase warrant of the Issuer (an "FT Agent's Unit Warrant"). Each FT Agent's Unit Warrant entitle its holder thereof to acquire one additional common share at a price of an exercise price of \$0.50 per Common Share at any time on or before the date that is 12 months from the date of issuance of the warrant, and thereafter at an exercise price of \$0.55 per share at any time on or before the date that is 24 months from the date of issuance of the warrant, and thereafter at an exercise price of \$0.60 per share, at any time on or before the date that is 36 months from the date of issuance of the warrant.

- (d) Other _____
- (e) Expiry date of any options, warrants etc. 24 months after closing
- (f) Exercise price of any options, warrants etc. Please see above item 8. (c)

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: N/A

The agents are non Related Persons

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

The 2,171,000 B Units are flow-through units and the A and B Units are offered pursuant to a brokered private placement.

11. State whether the private placement will result in a change of control.

The private placement will not 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 Multilateral 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: _____

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 CNSX 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 CNSX Requirements (as defined in CNSX Policy 1).
4. All of the information in this Form 9 Notice of Private Placement is true.

Dated : February 28, 2011

(s) Frank Dumas

Frank Dumas, President, CEO and Director

SCHEDULE 1

Full name, residential address and telephone number of purchaser	Number of Securities Purchased or to be Purchased	Purchase price per Security (CDN\$)	Prospectus Exemption	No. of Securities, directly or indirectly, Owned, Controlled or Directed	Payment Date ⁽¹⁾	Describe relationship to Issuer ⁽²⁾
<i>MineralFields Quebec 2010 Super Flow-Through LP 1110 Finch Avenue West, Suite 210 Toronto, Ontario M3J 2T2</i>	<i>400 B Units</i>	<i>\$1,000</i>	<i>Section 2.3 of NI – 45-106</i>	-	<i>December 31, 2010</i>	-
<i>Pathway Quebec Mining 2010 Flow-Through LP 1110 Finch Avenue West, Suite 210 Toronto, Ontario M3J 2T2</i>	<i>200 B Units</i>	<i>\$1,000</i>	<i>Section 2.3 of NI – 45-106</i>	-	<i>December 31, 2010</i>	-
<i>Pathway Quebec Mining 2010-II Flow-Through LP 1110 Finch Avenue West, Suite 210 Toronto, Ontario M3J 2T2</i>	<i>575 B Units</i>	<i>\$1,000</i>	<i>Section 2.3 of NI – 45-106</i>	-	<i>December 31, 2010</i>	-
<i>Pathway Multi Series Funds Inc. MIN001 1110 Finch Avenue West, Suite 210 Toronto, Ontario M3J 2T2</i>	<i>133 A Units</i>	<i>\$1,000</i>	<i>Section 2.3 of NI – 45-106</i>	-	<i>December 31, 2010</i>	-
<i>Joseph Chesir 5751 Rue Plantagenet Montreal, Quebec H3S 2K4</i>	<i>50 B Units</i>	<i>\$1,000</i>	<i>Section 2.3 of NI – 45-106</i>	-	<i>December 31, 2010</i>	-
<i>Stephen Chesir 1785 Av Lajoie Outremont, Quebec H2V 1S1</i>	<i>67 B Units</i>	<i>\$1,000</i>	<i>Section 2.3 of NI – 45-106</i>	-	<i>December 31, 2010</i>	-
<i>Farla Efros 103 Castlewood Rd Toronto, Ontario M5N 2L3</i>	<i>5 B Units</i>	<i>\$1,000</i>	<i>Section 2.3 of NI – 45-106</i>	-	<i>December 31, 2010</i>	-
<i>Joseph Friedman 637 Dunlop Outremont, Quebec H2V 2W3</i>	<i>33 B Units</i>	<i>\$1,000</i>	<i>Section 2.3 of NI – 45-106</i>	-	<i>December 31, 2010</i>	-
<i>Caroline Picard 50 Palmerston Town of Mount-Royal, Quebec H3P 1V2</i>	<i>5 B Units</i>	<i>\$1,000</i>	<i>Section 2.3 of NI – 45-106</i>	-	<i>December 31, 2010</i>	-
<i>Nicholas Schinder 668 Belmont Ave Wesmount, Quebec H3Y 2W2</i>	<i>5 B Units</i>	<i>\$1,000</i>	<i>Section 2.3 of NI – 45-106</i>	-	<i>December 31, 2010</i>	-
<i>Thierry Tremblay 285 Av Curzon St-Lambert, Quebec J4P 2V3</i>	<i>5 B Units</i>	<i>\$1,000</i>	<i>Section 2.3 of NI – 45-106</i>	-	<i>December 31, 2010</i>	-
<i>Mark Wasserman 2989 Rue Lake Dollard-Des-Ormeaux, Quebec H9B 2L1</i>	<i>5 B Units</i>	<i>\$1,000</i>	<i>Section 2.3 of NI – 45-106</i>	-	<i>December 31, 2010</i>	-

Full name, residential address and telephone number of purchaser	Number of Securities Purchased or to be Purchased	Purchase price per Security (CDN\$)	Prospectus Exemption	No. of Securities, directly or indirectly, Owned, Controlled or Directed	Payment Date⁽¹⁾	Describe relationship to Issuer⁽²⁾
<i>Gordon Christiansen 275 Handfield Cir Dorval, Quebec H9S 3V1</i>	<i>5 B Units</i>	<i>\$1,000</i>	<i>Section 2.3 of NI – 45-106</i>	<i>-</i>	<i>December 31, 2010</i>	<i>-</i>
<i>Jean-Louis Robitaille 27 Yvonne Déléage Maniwaki, Quebec J9E 3G7</i>	<i>10 B Units</i>	<i>\$1,000</i>	<i>Section 2.3 of NI – 45-106</i>	<i>-</i>	<i>December 31, 2010</i>	<i>-</i>
<i>Nicole Robitaille 27 Yvonne Déléage Maniwaki, Quebec J9E 3G7</i>	<i>9 B Units</i>	<i>\$1,000</i>	<i>Section 2.3 of NI – 45-106</i>	<i>-</i>	<i>December 31, 2010</i>	<i>-</i>
<i>Robert Robitaille 27 Yvonne Déléage Maniwaki, Quebec J9E 3G7</i>	<i>10 B Units</i>	<i>\$1,000</i>	<i>Section 2.3 of NI – 45-106</i>	<i>-</i>	<i>December 31, 2010</i>	<i>-</i>
<i>Mario Dupuis 1595 Algonquin Laval, Quebec H7P 4R5</i>	<i>20 A Units</i>	<i>\$1,000</i>	<i>Section 2.3 of NI – 45-106</i>	<i>280,000</i>	<i>December 31, 2010</i>	<i>-</i>
<i>Alain Valiquette 1327 Hurtubise Gatineau, Quebec J8P 7C2</i>	<i>25 B Units</i>	<i>\$1,000</i>	<i>Section 2.3 of NI – 45-106</i>	<i>-</i>	<i>December 31, 2010</i>	<i>-</i>
<i>Julie Boileau 1327 Hurtubise Gatineau, Quebec J8P 7C2</i>	<i>12 B Units</i>	<i>\$1,000</i>	<i>Section 2.3 of NI – 45-106</i>	<i>-</i>	<i>December 31, 2010</i>	<i>-</i>
<i>Ed Ierfino 1200 Rue Saint Alexandre Montreal, Quebec H3S 2H5</i>	<i>25 B Units and 5 C Units</i>	<i>\$1,000</i>	<i>Section 2.3 of NI – 45-106</i>	<i>-</i>	<i>December 31, 2010</i>	<i>-</i>
<i>Gregory Hall 3531 Mathers Avenue West Vancouver, BC V7V 2K8</i>	<i>25 B Units</i>	<i>\$1,000</i>	<i>Section 2.3 of NI – 45-106</i>	<i>-</i>	<i>December 31, 2010</i>	<i>-</i>
<i>George Anderson 2620 S. Maryland parkway, 744 Las Vegas, Nevada, USA 89109</i>	<i>8 C Units</i>	<i>\$1,000</i>	<i>Section 2.3 of NI – 45-106</i>	<i>-</i>	<i>December 31, 2010</i>	<i>-</i>
<i>Trilogy Funds SPC 502 West Bay Road Grand Cayman, Cayman Islands</i>	<i>100 C Units</i>	<i>\$1,000</i>	<i>Section 2.3 of NI – 45-106</i>	<i>-</i>	<i>December 31, 2010</i>	<i>-</i>
<i>Mark Billings 4000 Marlowe Montreal, Quebec H4A 3M2</i>	<i>50 C Units</i>	<i>\$1,000</i>	<i>Section 2.3 of NI – 45-106</i>	<i>475,000</i>	<i>December 31, 2010</i>	<i>Related Person</i>
<i>Francois Dumas 12787 Bedford Pierrefonds, Qc</i>	<i>50 C Units</i>	<i>\$1,000</i>	<i>Section 2.3 of NI – 45-106</i>	<i>2,829,000</i>	<i>December 31, 2010</i>	<i>Related Person</i>

FORM 9 – NOTICE OF PROPOSED ISSUANCE OF LISTED SECURITIES

November 14 2008
Page 9



Full name, residential address and telephone number of purchaser	Number of Securities Purchased or to be Purchased	Purchase price per Security (CDN\$)	Prospectus Exemption	No. of Securities, directly or indirectly, Owned, Controlled or Directed	Payment Date⁽¹⁾	Describe relationship to Issuer⁽²⁾
<i>Shanyfa John 3365 rue Evelyn Verdun, Quebec H4G 1P1</i>	<i>15 C Units</i>	<i>\$1,000</i>	<i>Section 2.3 of NI – 45-106</i>	<i>-</i>	<i>December 31, 2010</i>	<i>-</i>
<i>Linda Thorstad 8333 Rainbow drive Whistler, BC V0N 1B8</i>	<i>15 C Units</i>	<i>\$1,000</i>	<i>Section 2.3 of NI – 45-106</i>	<i>75,000</i>	<i>December 31, 2010</i>	<i>Related Person</i>
<i>David Grand 46 Joicey Blvd Toronto, Ontario M5M 2S9</i>	<i>15 C Units</i>	<i>\$1,000</i>	<i>Section 2.3 of NI – 45-106</i>	<i>75,000</i>	<i>December 31, 2010</i>	<i>Related Person</i>
<i>Anthony Garson 2101- 95 Thorncliffe Park Dr. Toronto, Ontario M5H 1L7</i>	<i>5 C Units</i>	<i>\$1,000</i>	<i>Section 2.3 of NI – 45-106</i>	<i>25,000</i>	<i>December 31, 2010</i>	<i>Related Person</i>
<i>Landrill International Inc. 160 MacNaughton Ave. Moncton, NB E1H 3L9</i>	<i>500 C Units</i>	<i>\$1,000</i>	<i>Section 2.3 of NI – 45-106</i>	<i>-</i>	<i>December 31, 2010</i>	<i>-</i>
<i>Andrew Travlos M.B.B.CH. Inc. 4838 Vista Place West Vancouver, BC V7M 1E7</i>	<i>50 B Units</i>	<i>\$1,000</i>	<i>Section 2.3 of NI – 45-106</i>	<i>-</i>	<i>March 1, 2011</i>	<i>-</i>
<i>William Stanimir 4672 Clovelly Walk West vancouver, BC V7W 1H5</i>	<i>25 B Units</i>	<i>\$1,000</i>	<i>Section 2.3 of NI – 45-106</i>	<i>-</i>	<i>March 1, 2011</i>	<i>-</i>
<i>Eric Nicholas 2545 St-Germain St-Hyacinthe, QC J2S 4A7</i>	<i>175 B Units</i>	<i>\$1,000</i>	<i>Section 2.3 of NI – 45-106</i>	<i>-</i>	<i>March 1, 2011</i>	<i>-</i>
<i>Pathway Quebec Mining 2011 Flow-Through LP 1110 Finch Avenue West, Suite 210 Toronto, ON M3J 2T2</i>	<i>5 B Units</i>	<i>\$1,000</i>	<i>Section 2.3 of NI – 45-106</i>	<i>-</i>	<i>March 1, 2011</i>	<i>-</i>
<i>American Pretzel & Snack Food Co. 401K Profit Sharing Plan 1/1/08 2472 Yosemite Drive Los Angeles, CA 90041</i>	<i>15 C Units</i>	<i>\$1,000</i>	<i>Section 2.3 of NI – 45-106</i>	<i>-</i>	<i>March 1, 2011</i>	<i>-</i>
<i>Mursi Labs, SL Plaza Circular 5-1 48001 Bilbao, Spain</i>	<i>400 C Units</i>	<i>\$1,000</i>	<i>Section 2.3 of NI – 45-106</i>	<i>-</i>	<i>March 1, 2011</i>	<i>-</i>

FORM 9 – NOTICE OF PROPOSED ISSUANCE OF LISTED SECURITIES

November 14 2008
Page 10



Full name, residential address and telephone number of purchaser	Number of Securities Purchased or to be Purchased	Purchase price per Security (CDN\$)	Prospectus Exemption	No. of Securities, directly or indirectly, Owned, Controlled or Directed	Payment Date ⁽¹⁾	Describe relationship to Issuer ⁽²⁾
<i>Alcone Services SA 53rd E Street Urbanization Marbella MMG Tower, 16th Floor, Panama</i>	<i>10 C Units</i>	<i>\$1,000</i>	<i>Section 2.3 of NI – 45-106</i>	<i>-</i>	<i>March 1, 2011</i>	<i>-</i>
<i>Leo Karabelas 36 Via Teodoro Woodbridge, Ontario L4H 0Y5</i>	<i>50 C Units</i>	<i>\$1,000</i>	<i>Section 2.3 of NI – 45-106</i>	<i>-</i>	<i>March 1, 2011</i>	<i>-</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.