

ST-GEORGES PLATINUM AND BASE METALS LTD.

630 Sherbrooke West, Suite 410
Montréal, Québec H3A 1E4

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

To the shareholders of St-Georges Platinum and Base Metals Ltd.:

NOTICE IS HEREBY GIVEN THAT the annual and special meeting of the shareholders (the “**Meeting**”) of St-Georges Platinum and Base Metals Ltd. (the “**Corporation**”) will be held at the Cambridge Club, located at Sheraton Centre, 11th Floor, 100 Richmond St. West, Toronto, Province of Ontario, M5H 3K6, at 5PM, Eastern Standard Time on October 16, 2012, for the following purposes:

1. to receive the consolidated financial statements of the Corporation for the financial year ended December 31, 2011 and the auditors’ report thereon;
2. to elect the directors of the Corporation;
3. to appoint Guimond Lavallée Inc., Chartered Accountants, as auditor of the Corporation for the ensuing year and to authorize the directors of the Corporation to fix its remuneration;
4. to consider and, if thought appropriate, pass, with or without variation, a resolution approving the Corporation’s rolling stock option plan, as more fully described in the accompanying management information circular;
5. to consider, and if thought appropriate, pass, whether with or without variation, a special resolution approving the consolidation of the common shares in the capital of the Corporation by a ratio between the range of 2:1 and 10:1, as more fully described in the accompanying management information circular
6. to transact such other business as may properly be brought before the Meeting.

Information relating to the matters to be dealt with at the Meeting is set forth in the Management Proxy Circular which accompanies this Notice of Meeting.

DATED this 18th day of September, 2012

BY ORDER OF THE BOARD OF DIRECTORS

(s) Frank Dumas

François (Frank) Dumas
Chairman, President and CEO

IMPORTANT

Only holders of common shares of the Corporation of record at the close of business on August 22, 2012 are entitled to receive notice of the Meeting and only those holders of the common shares of the Corporation of record at the close of business on August 22, 2012, or who subsequently become shareholders and comply with the provisions of the *Canada Business Corporations Act*, are entitled to vote at the Meeting.

It is important that your common shares of the Corporation are represented at the Meeting. Shareholders may exercise rights by attending the Meeting or by completing a form of proxy. If you are unable to attend the Meeting in person, please complete, date and sign the enclosed form of proxy and return it in the envelope provided for that purpose. Proxies, to be valid, must be deposited at the office of the Registrar and Transfer Agent of the Corporation, Computershare Investor Services Inc., 100 University Avenue, 9th Floor, Proxy dept., Toronto, Province of Ontario, M5J 2Y1, no later than 5:00 pm, Eastern Daylight Time, on October 12, 2012. **Your common shares will be voted in accordance with your instructions as indicated on the form of proxy or, if no instructions are given on the form of proxy, the proxy holder will vote “FOR” each of the matters indicated in paragraphs 1 to 5 hereinabove.**