

## FINANCIAL RESTRUCTURATION UPDATE

**Montreal, Quebec, July 3, 2013 – St-Georges Platinum and Base Metals Ltd. (OTCQX: SXOOF) (CNSX: SX) (BSE: 85G)** is pleased to announce, further to its May 1, 2013 press release, that it has entered into agreements to satisfy more than 90% of the short and long term outstanding debt of the Corporation through the issuance, on a non-brokered basis, of convertible unsecured debentures in the aggregate principal amount of \$1,819,000. Pursuant to executed agreements with debt holders, the Corporation satisfied indebtedness of \$1,819,753 in outstanding principal and accrued interest through the issuance of the Debentures pursuant to CNSX Policy 6.

The Debentures bear interest at an annual rate of 6%, payable quarterly, and mature on July 2, 2023. At any time up to the Maturity Date, the Debentures are convertible at the option of the holder into fully paid and non-assessable common shares of the Corporation at the average closing price of the Common Shares on its main trading exchange for the 20 day period preceding the receipt by the Corporation of a conversion form, subject to a minimum price of \$0.10 per Common Share. The Debentures contain standard anti-dilution clauses as well as an accelerated conversion clause at the option of the Corporation in the event the closing price of the Common Shares has been at a minimum of \$0.20 for any period of 30 consecutive trading days at any time up to the Maturity Date. The Debt Settlement is subject to final approval by the CNSX.

Mr. Frank Dumas, President and Chief Executive Officer of the Corporation, has subscribed for \$203,000 principal amount of Debentures and Mr. Mark Billings, a director of the Corporation, has subscribed for \$90,000. No other insider of the Corporation participated in the Debt Settlement and the balance of the Debentures has been placed with accredited investors. Upon full conversion of all of the Debentures the Insider Subscribers (Billings and Dumas) will potentially own or control 8,069,538 Common Shares or 19.44% of the outstanding Common Shares.

The Debentures and underlying securities, as the case may be, issued pursuant to the Debt Settlement, or upon conversion, will be subject to a statutory hold period of four months ending November 3, 2013.

In its consideration and approval of the Debt Settlement, the board of directors of the Corporation (the "Board") noted that the Debt Settlement, as relates to the agreements involving the Insiders Subscribers, constitutes a "related party transaction" as such term is defined in Multilateral Instrument 61-101 – Protection of Minority Security Holders in Special Transactions ("MI 61-101"). The Board determined that completion of the Debt Settlement and the elimination of a majority of the Corporation's outstanding debt was in the best interests of the Corporation. The Board determined that the Debt Settlement was exempt from the formal valuation and minority shareholders' approval requirements of MI 61-101, respectively under section 5.5(g) and 5.7(e) of MI 61-101.

In commenting on the proposed Debt Settlement, Vivian Doyle-Kelly, the Corporation's CFO, stated: "This represents a clean slate for St-Georges going forward. Our balance sheet is right-sided, and we anticipate being able to drive shareholder value via the new possibilities we expect this will create for us in the marketplace."

### **Current Additional Financing Efforts**

The Corporation announced on March 7, 2013 that it would enable certain entities and individuals to subscribe for up to \$500,000 to a 10-year convertible debenture on terms identical to the Debentures and the

maximum amount was increased to \$1,000,000 in the Corporation's May 1 2013 press release. The Corporation has now further increased this amount to \$1,500,000 and added a 2 years warrant priced at \$0.15 for every tranche of \$0.10 of principal amount of Debenture subscribed.

All securities issuance are subject to CNSX and regulatory approval.

ON BEHALF OF THE BOARD OF DIRECTORS

*Francois (Frank) Dumas*

Frank Dumas, President & CEO

---

### **About St-Georges**

St-Georges is a Platinum-Palladium & Nickel explorer with projects in the Province of Quebec, Canada. Headquartered in Montreal, the Company's stock is listed on the CNSX under the symbol SX, on the OTCQX under the Symbol SXOOF and on the Berlin Stock Exchange under the symbol 85G. Its Flagship projects are the Julie and Isoukoustouc projects on Quebec's North Shore near the deep-seaport town of Baie-Comeau. For additional information, please visit our website at [www.stgeorgesplatinum.com](http://www.stgeorgesplatinum.com).

### **Forward-looking Statement:**

This document contains certain forward-looking statements which involve known and unknown risks, delays, and uncertainties not under the corporation's control which may cause actual results, performance or achievements of the corporation to be materially different from the results, performance or expectation implied by these forward-looking statements.

*The Canadian National Stock Exchange (CNSX) has not reviewed and does not accept responsibility for the adequacy or the accuracy of the contents of this release.*