

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 Hotel Le Manoir, located at 8 avenue Cabot Av., Baie-Comeau, Province of Québec, G4Z 1L8, at 9:00 a.m., Eastern Standard Time on June 17, 2011, for the following purposes:

1. to receive the consolidated financial statements of the Corporation for the financial year ended December 31, 2010 and the auditors’ report thereon;
2. to elect the directors of the Corporation;
3. to appoint the auditors of the Corporation and to authorize the directors to fix their remuneration;
4. to approve the Corporation’s Stock Option Plan;
5. 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 20th day of May, 2011

BY ORDER OF THE BOARD OF DIRECTORS

(s) Frank Dumas

François (Frank) Dumas
President and Chief Executive Officer