

**FORM 51-102F3**  
**MATERIAL CHANGE REPORT**

**Item 1 Name and Address of Company**

St-Georges Eco-Mining Corp. (the “**Corporation**”)  
1000 Sherbrooke Street West, Suite 2700  
Montreal, Québec H3A3G4

**Item 2 Date of Material Change**

December 30, 2022

**Item 3 News Release**

The news release attached as Schedule “A” was disseminated via a Canadian newswire on December 30, 2022 announcing the material change. A copy of the news release was filed on the Corporation’s profile on SEDAR at [www.sedar.com](http://www.sedar.com).

**Item 4 Summary of Material Change**

The Corporation completed a non-brokered private placement (the “**Private Placement**”) of flow-through units of the Corporation (each, a “**FT Unit**”).

**Item 5 Full Description of Material Change**

On December 30, 2022, the Corporation completed the Private Placement of FT Units. Each Unit consists of one common share on “flow-through” basis of the Corporation (each, a “**FT Share**”) and one FT Share purchase warrant (each whole, a “**Warrant**”) which entitles the holder thereof to purchase one additional FT Share at an exercise price of \$0.50 for a period of 36 months from date of issuance, subject to acceleration.

For further details, please refer to the press release attached hereto as Schedule “A”.

**Item 6 Reliance on subsection 7.1(2) of National Instrument 51-102**

Confidentiality is not requested.

**Item 7 Omitted Information**

Not applicable.

**Item 8 Executive Officer**

Neha Tally, Corporate Secretary  
Tel: 514 996-6342

**Item 9 Date of Report**

January 9, 2023

**Schedule "A"**

See attached.



## St-Georges Closes Financing Offering

**Montréal, December 30, 2022 – St-Georges Eco-Mining Corp. (CSE: SX) (OTCQB: SXOOF) (FSE: 85G1)** is pleased to disclose that it has closed a non-brokered private placement financing offering for 5,000,000 flow-through units at a price of \$0.41 per unit for aggregate gross proceeds of \$2.05 million.

**All of the funds raised are earmarked for the advancement of mineral exploration at the Manicouagan Critical and Strategic Minerals Project.**

Each FT Unit is comprised of one common share issued on a flow-through basis and one common share purchase warrant (each, a “**Warrant**”). Each Warrant entitles the holder thereof to purchase one common share of the Corporation at a price of \$0.50 for a period of 36 months from its issuance.

In connection with the Private Placement, the Corporation paid cash finder’s fees of \$123,000 to an eligible finder. All securities issued in connection with the Private Placement are subject to a statutory hold period of 4 months and a day in accordance with applicable securities laws.

*St-Georges’ management extends season’s greetings to all shareholders and stakeholders and wishes you a very prosperous 2023.*

**This press release does not constitute an offer to sell or a solicitation of an offer to buy any of the securities in the United States. The securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the “U.S. Securities Act”), or any state securities laws and may not be offered or sold within the United States or to or for the account or benefit of a U.S. person (as defined in Regulation S under the U.S. Securities Act) unless registered under the U.S. Securities Act and applicable state securities laws or pursuant to an exemption from such registration requirements.**

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ON BEHALF OF THE BOARD OF DIRECTORS

*‘Neha Edah Tally’*

NEHA EDAH TALLY

Corporate Secretary of St-Georges Eco-Mining Corp.

**About St-Georges Eco-Mining Corp.**

St-Georges develops new technologies to solve some of the most common environmental problems in the mining sector, including maximizing metal recovery and full-circle battery recycling. The Company explores for nickel & PGEs on the Manicouagan and Julie Projects on Quebec’s North Shore and has multiple exploration projects in Iceland, including the Thor Gold Project. Headquartered in Montreal, St-Georges’ stock is listed on the CSE under the symbol SX and trades on the Frankfurt Stock Exchange under the symbol 85G1 and under the symbol SXOOF on the OTCQB Venture Market for early stage and developing U.S. and international companies. Companies are current in their reporting and undergo an annual verification and management certification process. Investors can find Real-Time quotes and market information for the company on [www.otcmarkets.com](http://www.otcmarkets.com)

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