

St0FORM 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

September 6, 2024

Item 3 News Release

A news release was disseminated via a Canadian newswire on September 6, 2024 announcing the material change. A copy of the news release was also filed on the Corporation’s profile on SEDAR at www.sedarplus.ca.

Item 4 Summary of Material Change

The Corporation completed the 1st tranche of a non-brokered private placement (the “**Private Placement**”) of units of the Corporation (each, a “**Unit**”).

Item 5 Full Description of Material Change

On September 6, 2024, the Corporation closed a first tranche non-brokered private placement of 10,360,438 Units. Each Unit consists of one common share of the Corporation and one-half of one common share purchase warrant (each whole, a “**Unit Warrant**”) at an exercise price of \$0.08 per Unit Warrant for a period of 24 months following each closing of the Private Placement. Each Unit Warrant entitles the holder thereof to purchase one additional unit which is consisted of one common share of the Corporation and one common share purchase warrant (each, a “**Subsequent Warrant**”) at an exercise price of \$0.12 per common share for a period of 24 months following the date of issuance.

The Corporation raised aggregate gross proceeds of \$621,626.28. The Corporation will use the proceeds to complete the permitting modification process, install and commission one of the large multi-chemistry battery processing lines currently stored on-site, and support the Thorold battery recycling plant and its operational cash flow. Minor amounts will be used for general and administrative expenses.

Certain insiders of the Corporation have participated in the Private Placement for a total of \$397,000.02.

The Issuer paid cash finder’s fees of \$4,032 and issued 84,000 finder’s warrants at \$0.08 each entitles the holder thereof to purchase an additional unit which consists of one common share of the Corporation and one common share purchase warrant at an exercise price of \$0.12 per common share for a period of 24 months following the date of issuance.

All securities issued in connection with the Closing are subject to a statutory hold period of 4 months and a day from their issuance in accordance with applicable securities laws.

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

September 10, 2024