MAWSON RESOURCES LIMITED

MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE THREE MONTHS ENDED AUGUST 31, 2012

Background

This discussion and analysis of financial position and results of operation is prepared as at October 10, 2012, and should be read in conjunction with the unaudited condensed consolidated interim financial statements and the accompanying notes for the three months ended August 31, 2012 of Mawson Resources Limited ("Mawson" or the "Company"). The Company has adopted International Financial Reporting Standards ("IFRS") and the following disclosure and associated financial statements are presented in accordance with IFRS. Except as otherwise disclosed, all dollar figures included therein and in the following management discussion and analysis ("MD&A") are quoted in Canadian dollars. Additional information relevant to the Company can be found on the SEDAR website at www.sedar.com and the Company's website at www.mawsonresources.com .

Forward Looking Statements

Certain information included in this discussion may constitute forward-looking statements. Forward-looking statements are based on current expectations and entail various risks and uncertainties. These risks and uncertainties could cause or contribute to actual results that are materially different than those expressed or implied. The Company disclaims any obligation or intention to update or revise any forward-looking statement, whether as a result of new information, future events, or otherwise.

Company Overview and Corporate Reorganization

The Company's common shares trade on the Toronto Stock Exchange ("TSX") under the symbol "MAW", on the Frankfurt Stock Exchange under the trading symbol "MXR" and on the OTC Pinksheets under the symbol MWSNF.PK.

Mawson is a resource acquisition and development company with precious and base metal interests in Scandinavia, with a focus on the recently discovered high-grade Rompas gold project in northern Finland.

On November 30, 2011 the Company announced it would conduct a spin-out of its Peruvian assets (the "Spin-Out") that would reorganize the business and capital structure of the Company into two separate public companies to allow the Company to focus on the development of its flagship Rompas property in Finland. Pursuant to the proposed Spin-Out, the Company transferred all of the outstanding shares of its wholly-owned subsidiary, Mawson Peru S.A.C., ("Mawson Peru") and its option to earn a 100% interest in Altynor Peru S.A.C. ("Altynor Peru") to a newly incorporated subsidiary, Darwin Resources Corp. ("Darwin"). The Company also completed the sale of its non-core mineral properties in Sweden and Finland for common shares of European Uranium Resources Ltd. ("European Uranium"). See also Notes 9(a) and 9(b).

On April 30, 2012 the Company completed the Plan of Arrangement under which the Company's shareholders received 17,408,070 common shares of Darwin and 10,727,969 common shares of European Uranium, on a basis of one-third Darwin common share and one-fifth European Uranium common share for each Company common share held. The distribution of the Darwin and European Uranium common shares to the shareholders of the Company at the closing date via a return of capital of the Company was recorded in the amount of $4,320,712.

Corporate Update

Mawson's exploration focus in Scandinavia is on the Rompas gold project in Finland.

Mawson's largest shareholders (Sentient Group Resources Funds, Areva NC, Pinetree Capital Ltd and insiders) hold close to 50% of the outstanding common shares of Mawson. Mawson's senior management, collectively, has over 100 years of geological experience and three Directors add another 110 years of geological and mine engineering experience. Additionally, the Company has formed an Advisory Board to counsel the Company's CEO and corporate Board of Directors in matters related to continuing exploration and development of its exploration projects.

Exploration Projects

Finland

In Finland, as at the date of this MD&A, the Company has 110 granted claims at Rompas and 1 granted claim at Mustamaa approximately 30km south of Rompas totalling 10,580 hectares and 94 hectares respectively. The Company has staked additional claim applications in the Rompas area for a total landholding of 75,433 hectares with potential for gold, as shown in the Table 1.

Additionally, during fiscal 2012 Mawson staked seven claim reservations through Finland for a total of 104,223 hectares. Information regarding these additional claim reservations will be announced as further research is conducted.

On November 2, 2011, Mawson announced that TUKES, the relevant Finnish authority, granted 110 claims in the Rompas project area (Karsikkovaara 1-17, Rompas 1-46 and Kaunismaa 1-47) subject to various conditions. The total surface area of the claim areas is 10,580 hectares. The decision will take legal effect after a standard public appeal process.

The granting decision outlined details of the granting of the mineral rights over the entire claim area to Mawson once the decision takes legal effect; and limitations on exploration methods that can be completed in the Natura 2000 areas within the exploration claims, including no drilling or trenching due to the presence of specific flora. The Natura 2000 area over the known 6 km mineralized zone is small and covers 254 hectares but overlies approximately 70% of the trend. There are also other Natura 2000 areas in the claim area. Mawson is entitled to apply for a modification of this decision by conducting an environmental program (a Natura 2000 assessment) to address these observations in order to obtain permission to conduct drilling and trenching in these areas. Golder Associates of Finland have commenced the environmental study and will complete it during calendar Q4 2012. The Company anticipates the modification decision over the Natura area will be then be determined during 2013.

On December 2, 2011, five appeals against the granting of the claims were lodged. A final decision on the status of all the appeals is expected during the second half of October 2012.

Table 1. Status of Mawson's Claims in Finland.

	No. of Claims	No. of Reservations	Area (ha)	Status
Rompas trend				
Rompas	110		10,580	Claims Granted*
Rompas	723		64,760	Claims - Applications
Mustamaa	1		94	Claims - Granted
Finland other		7	104,223	Claim Reservation - Applications
Total	**834**	**7**	**179,656**	

* Granted on October 31, 2011 but the granting decision will take legal effect after a standard public appeal process

Rompas Gold Project

Rompas is a new gold discovery which was acquired as part of the purchase of Areva's Finnish exploration portfolio announced on April 30, 2010.

Bonanza grade gold and uranium mineralization has been discovered at surface over an area exceeding 6km in strike and 200m in width. To date, surface sampling has consisted of grab samples (which are unlikely to be representative) and diamond saw cut channel samples (which are likely to be representative); both returned bonanza grade gold with uranium. The weighted average of all 154 channel samples from the 2010 and 2011 programs is 0.98 m @ 97.34 g/t Au and 0.33 % U within a sampling footprint of 6.0 km strike and 200-250 m width. More than 300 discovery sites have now been identified within the mineralized footprint. A detailed map showing the location and distribution of channel and grab samples from the first exploration program at Rompas can be downloaded from the Company's website at http://www.mawsonresources.com/i/maps/Rompas_PLANOCT312011.pdf.

The Rompas mineral system is hosted by metabasalt, dolomite, calc-silicate, dolerite and volcaniclastics, all part of the Paleoproterozoic Peräpohja Schist Belt. These rocks have undergone at least two major deformation events, leading

to a locally strong schistosity (oriented 320-340 degrees) and metamorphism up to amphibolite-grade resulting in diopside-tremolite-actinolite assemblages in the calc-silicate rocks.

Gold and uranium mineralization at Rompas is within a quartz-calc-silicate vein array and related alteration selvedges. The veins are typically composed of calc-silicate minerals (diopside-tremolite-actinolite-calcite-quartz +/- uraninite and native gold) with alteration selvedges of amphibole-biotite-albite. Individual veins at Rompas are up to 1m wide, with alteration selvedges of similar widths to the veins, but are part of a much larger, interconnected vein array. The veins appear to have been emplaced prior to the main deformation event, and are metamorphosed, although a small percentage of veins are within the main cleavage. The deformation event has affected the veins, which are locally boudinaged and folded.

The spectacular bonanza gold grades are generally contained in pods of calcite, amphibole and uraninite, often associated with boudinaged "ladder veins" within the more extensive vein system, indicating they could be local upgraded remobilizations from the veins. The 2011 sampling has extended the footprint of the mineralization at North Rompas, and at South Rompas into Central Rompas so that the zone is over 6 km long by 270 m wide. The 'footprint' approximates the extent of the known vein arrays. At present there appear to be two vein arrays at North and South to Central Rompas over a combined strike length of 3.5km; however there is little outcrop between these zones. Controls on the mineralization and vein distributions are not known as yet. All the known gold and uranium occurrences at Rompas are on a NNW trending ridge, with scattered outcrop (including mineralization) with 90% of the area masked by 0.5 to 5 metre thick soil and till cover. The ridge is surrounded by thicker till and soil and at times mineralization appears to continue below this thicker cover. The cover is mostly too thick for the discovery of near-surface radiometric occurrences. Techniques other than radiation spectrometry will need to be used in these areas, and there appears to be a good opportunity to discover further mineralization in the areas of till and soil cover.

Three exploration campaigns have been conducted at Rompas by Mawson during 2010, 2011 and 2012, and have consisted of airborne geophysics, geochemical sampling, geological mapping, ground geophysics and a limited shallow "deep till" drilling campaign, as permitted while the claims are applications. In March 2012 Mawson commenced the first deep drill hole program at Rompas. The Phase program was completed in July 2012 for a total of 39 diamond holes drilled for 4,178 metres. The permitted areas do not contain the highest priority drill targets. In order to drill, Mawson signed a contract with landholders to access and drill on private land that incorporates +500 metres of strike potential at two areas at South Rompas. The southern area (18.9 hectares) encompasses a 280m trend of the southern extensions of the known mineralized zone. The northern area (24.8 hectares) covers an area of 240m strike in the central zone of the South Rompas project area. The agreement has been made according to the Finnish Mining Act which allows for private agreements to be reached between explorers and landholders. Mawson specifically drilled for and targeted gold.

Exploration results by Mawson at Rompas are summarized below, in chronological order:

November 19, 2010: Mawson announced the first channel sample results from the Rompas project. Highlights from 39 surface channel samples included 0.3m @ 1,866 g/t Au and 8.0 % U, and 0.26m @ 1,510 g/t Au and 3.95 % U. Included in this batch were 10 mineralized grab samples that averaged 672 g/t Au and 2.06 % U and ranged from 0.2 g/t to 3,230 g/t Au and 14.6 ppm to >15% U.

December 15, 2010: Mawson announced results from the second batch of channel samples received from Rompas. Results included 49 diamond saw cut channel samples that are comprised of 448 individual samples. Highlights include 0.95m @ 1,424 g/t Au and 1.3 % U, and 2.05m @ 191.3 g/t Au and 0.44 % U. The average width and weighted average of 49 of 71 channel samples assayed is 0.43m @ 222.7 g/t Au and 0.6 % U. Also included in this batch were 254 mineralized grab samples that averaged 406 g/t Au and 0.74 % U and ranged from 0.001 g/t to 22,723 g/t Au and 0.1 ppm to >15% U.

January 2011: Mawson increased its ground holding at Rompas by 40%. New Claim Reservations were granted for 38,510 Ha providing Mawson with a contiguous block of 134,429 Ha in the Rompas project area which consists of 132,890 Ha of Claim Reservations and 2,539 Ha of Claim Applications.

February 22, 2011: Mawson released the third and final batch of channel samples received from the 2010 exploration program. The third batch of results included 31 diamond saw cut channel samples that comprised 268 individual samples. Highlights include 0.35 m @ 1,460 g/t Au and 1.4 % U, and 2.6 m @ 190.5 g/t Au and 0.25 % U. Also included in this third batch of results were 64 mineralized grab samples that averaged 1,691.4 g/t Au and 6.5 % U and ranged from <0.03 g/t to 12,410 g/t Au and 1.6 ppm to 47.9% U.

March 15, 2011: the Company received permission from the relevant Finnish authorities to allow shallow ("deep till") stratigraphic drilling at the Rompas gold project in Northern Finland. Drilling commenced in March 2011. The results of this short program were released on June 30, 2011. The shallow drill program completed in May 2011, of 28 drill holes for 155.65m drilled along two traverses 100m and 300m to the north of the North Rompas mineralized zone. The stratigraphic drill program was designed to test for the presence of the host rock sequence undercover to the north of Rompas, and not to drill beneath known mineralized zones. The program was successful in proving the altered host sequence continues at least 350m undercover from the last mineralized site at North Rompas. Glacial cover averaged 3m to 5m over the area drilled while drill holes averaged 5.5m depth.

May 3, 2011: the Company announced it had filed 684 claims applications for 60,897 hectares around the Rompas-Rumavuoma-Mustamaa gold-uranium projects in Northern Finland. These applications replace the Company's one year old claim reservations and represent one of the largest contiguous claim applications made in Finland's history which secures Mawson's title over a +30km mineralized trend. Mawson's claims at Rompas are now 808 claims and claim applications for 72,862.5 hectares.

June 30, 2011: Mawson released details of its summer work program at Rompas. Work commenced in late May 2011 and initial radiometric surface spectrometer surveying has been successful in extending the known mineralized footprint approximately 50m to the east, as well as 100m north, of South Rompas. In addition, a new and continuous 10-15m wide and 100m long radiometric high has been discovered in the northwestern zone of North Rompas. Approximately 40 new mineralized sites have been discovered, stripped of moss and/or soil cover and channel sampling has commenced in these new areas. Rock samples have been submitted to the laboratory for assay and will be released when available. The exploration program over the discovery trend will focus on further making further discoveries and defining continuity between the high grade zones and will include mapping and prospecting over a 6km trend, with the aim to map and refine the understanding of the key structural, geological and alteration signatures associated with gold and uranium mineralization; a bedrock sampling program over an area of 8km by 500m with the aim to develop a firmer understanding of continuity of mineralization; prospect and regional-scale geochemical sampling of soils and organic matter; an induced polarization geophysics over the mineralized sequence to characterize the chargeability and resistivity responses of the mineralized host and each distinct lithological trend; and a research based project to determine origins and timing of gold and uranium mineralization and associated alteration.

October 31, 2011: Mawson announced the first results of the 2011 summer field campaign. New channel sample results include the best surface trench sample discovered on the property to date of 1.40 m @ 2,529 g/t Au and 5.1 % U_3O_8 at North Rompas. This discovery was made under soil cover, in a location that was not known to be mineralized prior to manual excavation of the trench. Additional highlights include 1.13 m @ 343.6 g/t Au and 0.21 % U_3O_8 and 0.5 m @ 269.0 g/t Au and 0.99 % U_3O_8. The weighted average of all 74 channel intervals from the 2011 program at Rompas that exceed the lower cut-off of 0.1 g/t gold or 100ppm uranium over one metre is 1.40 m @ 51.9 g/t Au and 0.13 % U_3O_8. Lengths of the channeled intervals ranged from 0.2 m to 8.8 m and the cumulative length of all channels above the lower cut-off of 0.1 g/t gold or 100ppm uranium was 88.0 m.

February 6, 2012: Mawson announced final results from the 2012 field program. A new zone of mineralization has been defined late in the field season at the southern extension of North Rompas under thin glacial till. Grab samples taken from three separate one metre deep (hand dug) pits returned 557ppm Au & 0.8% U_3O_8, 147ppm Au & 36.8% U_3O_8 and 201ppm Au & 0.1% U_3O_8 within a zone extending along strike over 30 metres under thin cover. Due to the thicker till in the area only one metre hand dug pits were able to access the weathered bedrock zones which were subsequently grab sampled. One additional grab sample, interpreted to be located 20m to the north in a parallel structure assayed 7,630ppm Au and 22.4% U_3O_8.

Importantly, in the southern extension of North Rompas, continuity of lower grade mineralization has been demonstrated over an area of 110 metres along strike and 90 metres width. The extent of known mineralization is only limited by thick soil cover where bedrock cannot be reached by radiometry nor hand digging due to current permit restrictions. The new zone is located 300m south of the northern extension of North Rompas zone where continuity was previously established between mineralized zones, as reported in the Mawson press release dated October 31, 2011.

One grab sample at South Rompas, located 4.6km to the south, returned 33,200ppm Au and 56.6% U_3O_8, which to date represents the highest grade sample yet taken at Rompas. This sample was taken from a boudin in a vein that occurs within the known extent of mineralization. Grab samples are selective by nature and are unlikely to represent average grades on the property.

In addition, Mawson completed a 22 line km gradient array IP geophysical survey at North and South Rompas. This survey highlighted a chargeable host sequence that correlates with mineralized areas in both North and South Rompas. The chargeable sequence is far more extensive under areas of shallow till and soil cover that are too deep to be tested by surface sampling

Supported by this new set of trench sampling results, the Company believes the 2011 work program at Rompas has been successful in extending the mineralized zone, demonstrating continuity between the high gold and uranium sites discovered during the 2010 program, and determining grade on the margins of bonanza grade gold localities, as described below:

- Prospecting during this field season has significantly expanded the mineralized area. The footprint of mineralization now extends over greater than 6km in strike and up to 270 metres in width. Data from North Rompas, the newly discovered Central Rompas and South Rompas has provided a much clearer picture of grade and distribution of mineralization. New bedrock discoveries in addition to those provided above include 0.8m @ 31.90 g/t Au and 0.20% U3O8 made 50 m north west of previous known mineralization in North Rompas; 0.5m @ 269.00 g/t Au and 0.99% U3O8 and 0.75m @ 65.60 g/t Au and 0.19% U3O8 made 450m north of South Rompas (now Central Rompas); 0.65m @ 43.90 g/t Au and 0.19% U3O8 made 800 m north of South Rompas (now Central Rompas) and 0.5m @ 10.55 g/t Au and 0.04% U3O8 and 0.55m @ 10.65 g/t Au and 0.98% U3O8 made 450m south east of South Rompas.

- New mapping and detailed trench sampling data has demonstrated continuity of gold anomalous zones for the first time at the project so identifying high priority drill targets. Detailed trench sampling was used to expand across zones previous only known for spot high grade gold and uranium. In the northern zone of North Rompas, en echelon and continuous mineralization has now been defined at a consistent grade of +0.1 to 0.5 g/t gold over at least 130 m of strike. Four main intervals were defined across a 55 m wide zone with intermittent high grade gold and uranium values.

- Radioactive prospecting was the principal exploration technique applied by Mawson in 2010, which proved very successful in the discovery of high grade uranium (and gold) mineralization under thin soil cover. This technique, however, provides little information on the continuity of mineralization at lower grades and the mineralization potential of non-radioactive rocks at Rompas. In 2011, many gold occurrences have been discovered with minor or no uranium. Examples are 4.75 m @ 7.46g/t Au and 39.2ppm U3O8 (TR108550), 0.7m @ 5.58 g/t Au and 14.2ppm U3O8 (TR108518b) and 1.5 m @ 1.43g/t Au and 2.5ppm U3O8 (TR108566). As only about 10% of bedrock outcrops in the discovery area, these ‘gold only’ samples indicate significant potential to make further discoveries that are invisible to radiometric prospecting. Additionally, further mineralization has been found in country rock adjacent to some of the high grade mineralized intervals discovered in 2010. For example, the previously reported 2010 trench 107429 returned 0.77m @ 301.75 g/t Au and 1.29% U3O8. Further trenching to the west and across strike extended this intersection in trench TR108555 to a combined result of 3.47m @ 68.30 g/t Au and 0.29% U3O8 in trench comb_107429_TR108555.

February 9, 2012: Mawson announced it had reached an agreement with the landholder of a part of South Rompas to drill. The agreement covers two areas at South Rompas; the southern area (18.9 hectares) encompasses a 280m trend of the southern extensions of the known mineralized zone. The northern area (24.8 hectares) covers an area of 240m strike in the central zone of the South Rompas project area. According to discussions with landholders, Mawson will commence drilling in the southern area first. The agreement has been made according to the Finnish Mining Act which allows for private agreements to be reached between explorers and landholders. Mawson will specifically drill for and target gold.

March 5, 2012: Mawson announced that a diamond drill rig has commenced a 3000 metre drill program at the Rompas gold project in Northern Finland. This is the first deep diamond drilling program to be undertaken at the project. A 3,000 metre drill program has been planned and the average depth of drill holes will be 100 metres.

April 9, 2012: Mawson announced that a second diamond drill rig has been mobilized to the Rompas gold project in Northern Finland, in order to complete the 3,000 metre drill program before spring breakup. The rocks drilled to date are predominately biotite bearing calc-silicates which vary from biotite-tremolite schists to more massive tremolite-carbonate rocks. Common carbonate-actinolite veins with minor quartz and biotite selvedges variably cut the host rock. Visible gold has been noted within centimetre wide zones within 6 of the 11 holes drilled to date.

May 31, 2012: Mawson announced the first drill results from the Rompas gold project in Northern Finland. Results from 14 holes from a planned 39 diamond drill hole program are available to date. The best result returned is 6 metres at 617 g/t gold from 7 metres depth in drill hole ROM0011. Key points are:

- Highlight is 6 metres at 617g/t gold from 7 metres in drill hole ROM0011 which includes 1 metre at 3,540g/t gold from 11 metres depth. This is the best result from surface sampling or drilling ever sampled at the Rompas property to date.
- Drill definition of a greater than 100m wide gold anomalous zone characterised by hydrothermal calc-silicate veining and alteration. Gold is associated with some calc-silicate veins.
- First drill testing of the Rompas project with a small percentage of the 6 kilometre long mineralized trend drill tested to date.
- Securing permits to test the best geological targets within the entire mineralized trend at Rompas now becomes even more of a priority.

July 10, 2012: Mawson announced results from a further 9 drill holes from the Rompas gold project in Northern Finland. The highlight result was 1 metre at 114.5 g/t gold from 44 metres depth in drill hole ROM0015.

Phase 1 drilling was completed at Rompas for a total of 39 diamond holes for 4,178 metres. Drilling during this Phase 1 program has tested two small windows of the larger 6 kilometre mineralized strike at Rompas. Drilling in other areas awaits further permitting. Assay results reported on this date were from 9 drill holes: ROM0015, ROM0017, ROM0018 and ROM0022 from the northern block of South Rompas and ROM0023, ROM0026, ROM0027, ROM0029 and ROM0030 from the southern block of South Rompas. Results from a total of 24 from 39 drill holes have now been released.

The northern block corresponds to significant surface mineralization and has now been drill tested over a 160 metre strike. All 4 holes reported in this release from the northern block returned gold >0.5 g/t over one metre or better. In contrast, the southern block tested the southern extension of the interpreted mineralized trend under soil cover and has now been drill tested over 240 metres of strike. Holes reported from the southern block did not return mineralization above 0.5 g/t gold. Drilling was completed on 20 to 40 metres spaced sections with drill holes averaging 100 metre depth, with 1 to 4 holes drilled on each section. Holes were drilled at 45 degrees to the west and east.

This drill program has provided the first opportunity to sample continuously across the mineralized "footprint". Drilling has confirmed the width and scale of a >100 metre wide hydrothermal veined mineral system with a defined hanging wall and footwall. The zone is variably but consistently calc-silicate (actinolite/tremolite and calcite) veined with multiple zones up to 20m wide hosting 20% to 30% veining. Some veins host significant visible gold. Mineralized veins are texturally and compositionally similar to those that are not mineralized. The calc-silicate veins are thought to have formed during an early structural event and have been deformed by later geological events.

August 20, 2012: Mawson announced final results from 16 holes from the of 39 diamond holes for 4,187 m Phase 1 drilling program. New results released included 1 metre at 4.3 g/t gold from 17 metres depth and 1 metre at 3.2 g/t gold from 68 metres in drill hole ROM0037

Although the program only tested a small proportion of the 6 kilometre strike of mineralization down to an average depth of 50 metres, some spectacular drill discoveries were made. Drilling tested only two small windows, with drilling along the remainder of the trend awaiting further permitting. In total 39 holes for 4,187.8 metres were drilled at South Rompas in two small areas: the North (24.8 hectares) and South Blocks (18.9 hectares). The North Block corresponds to significant surface mineralization and was drill tested with 15 holes for 1,683.6 metres over a 160 metre strike. Ten holes drilled in the North Block returned gold of >0.5 g/t over one metre or better. Drilling in the South Block was of a lower priority, as it tested the southern extension of the interpreted mineralized trend under soil cover. Twenty-four holes for 2,504.3 metres were drilled over 240 metres of strike, two of which returned gold of >0.5 g/t over one metre or better. A majority of drilling in the South Block was designed in an east-west traverse in order to understand the geology beneath glacial soils, and investigate nearby geophysical anomalies.

Compilation of drilling data has led to an improved understanding of the Rompas mineral system. Drilling confirmed the width and scale of a >100 metre wide hydrothermal veined mineral system with a defined hanging wall and footwall. The zone is variably but consistently calc-silicate (actinolite/tremolite and calcite) veined with multiple zones up to 20 metres wide hosting 20% to 30% veining. Some veins host significant gold with visible gold noted in 12 drill holes. Mineralized veins are similar in texture and composition to those that are not mineralized. Recent

research has defined an altered mafic volcanic as host to mineralization and delineated a geochemical halo which has the capability to show the extent of the high grade gold envelope. Although bonanza gold grades may not be continuous at the scale of current drilling (20 to 40 metre spaced sections), this envelope enables better drill targeting at both prospect scale and within individual high grade structures.

In addition the Company updated the summer 2012 summer program where a 12 person team has been undertaking an active program at Rompas and surrounding areas. Work completed includes 62 line kilometres of geophysical surveying (gradient array induced polarization) over the Rompas trend; a 1,200 sample soil grid and rock chip program over the prospective sequence in the Rompas trend and regional prospecting.

As a result of the prospecting work, a new area of Rompas-style mineralization has been discovered at Rajapalot, 8 kilometres east of Rompas. Visible gold and uraninite has been found within carbonate veins within albitized basalt in 3 sites (2 boulders, one outcrop) over an 800 metre trend where 36 radioactive spots have been identified to date. All radioactive sites have been discovered under thin soil, and to date only a few of been exposed. This trend lies within a broader 5 kilometre long anomalous area where 96 radioactive sites have been located where the rocks contain uraninite within in albitized, sericitized, sulphide-bearing and variably amphibole altered quartzites. Reconnaissance grab sampling of some areas has been undertaken, work continues and results of sampling are awaited.

September 4, 2012: Mawson announced results from a new gold discovery at Rajapalot located 8 kilometres to the east of the Rompas project in Northern Finland. Key points of the announcement were:

- A new gold discovery, located 8 kilometres east of the Rompas gold project in Finland, from an initial 18 grab sample exploration program.
- The samples taken from outcrop and boulders averaged 11.0g/t gold and ranged from 0.001g/t to 85g/t gold within 3 separate prospect areas separated by many kilometres.
- Together with Rompas, the discovery provides further evidence for a large new gold camp in Finland;
- Fourteen sample results remain to be received, of which 5 contain visible gold.

Discovery grab samples returned gold mineralization from three distinct areas, namely the Palokas, Joki and Rumajärvi prospects. The areas were targeted with regional geophysics and surface soil geochemistry. Rumajarvi lies 1.5 kilometres south of Palokas, while Joki is located 1 kilometre southeast of Palokas. Each prospect area is characterized by minor outcrop on a topographic high, within a predominantly swampy terrain, and therefore very little in situ bedrock has been located. Little outcrop has been found between the prospect areas. As the same mineralized lithologies occur in outcrop, the glacial boulders sampled and reported here are considered to be proximal to their source. The current highlight is the Palokas area where two grab samples from adjacent outcrops returned 85.0g/t gold and 66.3g/t gold. Results for only 18 grab samples to date have been received from the 32 samples submitted. Grab samples are selective by nature and are unlikely to represent average grades on the property.

The discoveries are located within the hinge of a complex fold structure within quartzitic and basaltic rocks. The style of mineralization in the Joki area is similar to Rompas and consists of calc-silicate veins in albitized quartzites and basalts, with more pyrite and magnetite than observed in Rompas. Mineralization in Palokas and Rumajarvi appears to be a new style and consists of highly altered quartzites with albite, carbonate, amphibole, sericite and biotite with disseminated and stockworks of pyrite. Gold mineralization appears to be disseminated within the host rock, with no obvious associated calc-silicate veining.

The Company will prioritize reconnaissance prospecting within the Rajapalot area during the next six months, and is considering an airborne geophysical survey to help map this previously unknown area in Spring 2013.

The Rajapalot discovery lies within the same 110 granted exploration claims that cover a surface area of 10,580 hectares as Rompas project area that were granted on October 31, 2010, that do not come into legal force until after a standard appeal process. A key decision point on the appeal process is expected in the second half of October 2012. In addition, Rajapalot lies partly within a Natura 2000 area which is different from the Rompas Natura 2000 area. Non-systematic minor sampling was conducted according the Finnish Mining Act Section 7. Once the granted claims come into legal force, drilling and trenching are not permitted in any Natura 2000 areas until Mawson applies for a modification of the claim decision by conducting an environmental program (a Natura 2000 assessment). Golder Associates of Finland have already commenced the environmental study, which has been extended to include the Rajapalot area and will complete it during Q4 2012. The Company anticipates the modification decision over the

Natura area will be determined during 2013. Natura 2000 sites cover about 15% of Finland and approximately 30% of Northern Finland.

An updated NI 43-101 technical report dated November 2, 2011 on the Rompas property is filed on www.sedar.com.

Sweden

During fiscal 2012 Mawson staked six claim applications through Sweden for a total of 27,991 hectares. Information regarding these additional claim applications will be announced as further research is conducted.

Table 2. Status of Mawson's 100% Owned Claims in Sweden.

Project	No. of Claims	Area (ha)	Status
Tjålmak	1	4,665	Claim Granted
Loos	4	9,583	Claims - Applications
Lill-träsket	1	8,805	Claims - Applications
Krokom	3	4,938	Claims - Applications
Total	**9**	**27,991**	

Future Developments

Upcoming future developments include:

- Calendar Q3 2012: Summer program. 10 people at Rompas. 62 line km of IP; 1,500 soil and rock samples;
- Calendar Q3/Q4 2012 - Drilling, subject to permitting:
  - South Rompas around drillhole ROM0011 6m for 617 g/t Au;
  - Drilling North Rompas - never tested;
- Calendar Q4 geochemical sampling Rajapalot discovery - further assay results.
- Calender Q1 2013: Airborne geophysics Rajapalot gold discovery.
- Apply for modification of granting to drill in Natura 2000 area (2013).

Joint Ventures

In February 2010 the Company announced it had signed an Option Agreement to explore the Orrbäcken nickel project, which won the annual Swedish "Mineral Hunt" Competition for 2009. Subsequent to this Option Agreement, Mawson entered a Joint Venture Agreement with Independence Group ("IGO") (www.igo.com.au), a nickel mining and exploration company listed on the Australian Stock Exchange, that provides IGO with the right to explore and advance the project.

The Orrbäcken Ni-Cu-Co Joint Venture is located 10km from the regional centre of Skellefteå in north eastern Sweden. Orrbäcken is a nickel occurrence discovered by local prospectors who identified approximately 80 gabbroic boulders that form a 1.5km long glacial boulder train, 25 of which are mineralised and are interpreted to be close to their source. Four boulder samples were taken by the Swedish Geological Survey from the Orrbäcken discovery. Nickel content ranged from 1.9% to 0.6% and averaged 1.0%, cobalt ranged from 0.21% to 0.05% and averaged 0.1% and copper ranged from 0.7% to 0.1% and averaged 0.3%. The boulder train is associated with a magnetic feature that is of a similar scale to other mafic intrusives that have eventually been found to host economic deposits.

IGO completed airborne EM and magnetics during fiscal 2012 and mobilized a ground based EM crew in January 2011 with the aim to define drill targets to be tested in the winter 2012. Drilling was completed without the EM or magnetic targets being sufficiently explained. IGO subsequently conducted a gravity geophysical survey and is currently reviewing data from the project.

Separately in Sweden, ASX-listed Hodges Resources Ltd. ("Hodges") has earned the right to earn 51% in four of Mawson's earlier stage uranium projects by funding work program expenditures of US $500,000 over four years from April 2007, including the Norr Döttern and Harrejokk projects in the Arvidsjaur-Areplog area. Hodges can earn up to 75% by fully funding any project to successful bankable feasibility. Mawson is free carried to a bankable feasibility on all these projects.

Qualified Person

The qualified person for Mawson's projects, Mr. Terry Lees, the Company's VP-Exploration, a Fellow of the Australian Institute of Geoscientists, has reviewed and verified the contents of this document.

Investments

As at August 31, 2012 the Company holds investments in two public companies:

- Hansa Resources Limited ("Hansa") 3,500,000 common shares
- Tumi Resources Limited ("Tumi") 300,000 common shares

The Company also holds warrants to purchase an additional 300,000 common shares of Tumi.

Selected Financial Data

The following selected financial information is derived from the unaudited condensed consolidated interim financial statements of the Company. All comparative figures have been revised for the adoption of IFRS.

	Fiscal 2013	Fiscal 2012				Fiscal 2011		
	Aug 31 2012 $	May 31 2012 $	Feb 29 2012 $	Nov 30 2011 $	Aug 31 2011 $	May 31 2011 $	Feb 28 2011 $	Nov 30 2010 $
Operations:								
Revenues	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Expenses	(645,448)	(1,315,654)	(984,309)	(603,462)	(778,410)	(440,823)	(775,545)	(1,682,107)
Other items	6,721	(1,985,507)	(50,797)	(7,212)	(14,814)	(254,992)	190,247	10,580
Deferred income tax	12,000	8,850	(1,650)	500	(41,000)	70,300	17,500	49,700
Net loss	(626,727)	(3,292,311)	(1,036,756)	(610,174)	(834,224)	(625,515)	(567,798)	(1,621,827)
Other comprehensive (loss) income, net	84,000	(102,350)	(5,850)	(2,000)	(114,000)	556,700	48,964	124,723
Comprehensive loss	(542,727)	(3,394,661)	(1,042,606)	(612,174)	(948,224)	(68,815)	(518,834)	(1,497,104)
Basic and diluted loss per share	(0.01)	(0.06)	(0.02)	(0.01)	(0.02)	(0.02)	(0.01)	(0.03)
Dividends per share	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Balance Sheet:								
Working capital	5,534,536	6,807,693	9,120,965	10,348,937	11,792,166	13,012,489	12,613,472	13,254,241
Total assets	12,269,199	13,111,477	20,823,319	20,986,972	21,513,030	22,041,969	21,385,975	21,314,219
Total long-term liabilities	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil

Results of Operations

During the three month period ended August 31, 2012 (the "2012 period") the Company reported a net loss of $626,727 ($0.01 per share), a decrease of $186,997 from the net loss of $813,724 ($0.02 per share) for the three months ended August 31, 2011 (the "2011 period"). The primary factor for the decrease is attributed to recognition of share-based compensation of $299,200 during the 2011 period compared to $41,000 during the 2012 period.

Total expenses decreased by $124,766, from $770,214 during the 2011 period to $645,448 during the 2012 period. Specific expenses of note during the 2012 period are as follows:

- incurred a total of $19,700 (2011 - $26,400) for accounting, administrative and management services and rent provided by Chase Management Ltd. ("Chase"), a private corporation owned by a director of the Company;
- incurred legal fees of $57,676 (2011 - $2,591), primarily for legal work to review claims applications in Finland and addressing Natura 2000 environmental requirements;
- incurred general exploration expenditures of $143,935 (2011 - $147,515) relating to ongoing general exploration and property due diligence;
- incurred $75,376 (2011 - $44,482) for travel expenses, primarily for ongoing international travel by Company management, personnel and contract geologists to oversee the Company's properties and exploration programs and for general corporate and financing activities;
- incurred audit fees of $8,200 (2011 - $16,637). The change between the 2012 period and 2011 period was due solely to the timing of the billings of the audit of the Company's year-end financial statements;

- the Company has retained Mining Interactive Corp. ("Mining Interactive") and Albis Capital Corporation ("Albis") to provide market awareness and investor relations activities. During the 2012 period the Company paid Mining Interactive $10,500 (2011 - $10,500) and Albis $9,000 (2011 - $nil);
- incurred $59,446 (2011 - $51,192) for professional services, which includes $46,836 (2011 - $45,935) for professional fees charged by Terry Lees, the Company's Vice-President of Exploration of which $28,164 (2011 - $31,458) is capitalized to exploration and evaluation assets. The Company also reimbursed $3,018 (2011 - $3,300) to a public company with common directors, for shared administration and paid $30,000 (2011 - $22,500) for director fees attributed to the non-executive directors of the Company;
- incurred $40,500 (2011 - $40,500) for management fees charged through Sierra Peru Pty ("Sierra") for remuneration of Mr. Michael Hudson as the Company's President and CEO;
- incurred corporate development expenses of $36,861 (2011 - $39,461) for participation at international and investment conferences and implementation of market awareness programs;
- incurred salaries and benefits of $32,042 (2011 - $35,811) for staff in the mining offices in Peru, Finland and Sweden; and
- recorded share-based compensation of $41,000 (2011 - $299,200) on the granting of share options.

As the Company is in the exploration stage of investigating and evaluating its unproven mineral interests, it has no revenue. Interest income is generated from cash on deposit with the Bank of Montreal and short-term money market instruments issued by major financial institutions. During the 2012 period the Company reported interest and other income of $22,407 as compared to $38,686 during the 2011 period.

The Company's holdings in the common shares of a number of publicly held companies have been designated as available-for-sale for accounting purposes and are measured at fair value resulting in a comprehensive income of $84,000, net of income tax expense of $12,000, during the 2012 period compared to a comprehensive loss of $134,500, net of income tax recovery of $20,500, during the 2011 period. The Company's holdings in the warrants have been designated as held-for-trading for accounting purposes and are measured at fair value resulting in an unrealized loss of $1,500 during the 2012 period compared to an unrealized loss of $36,000 during the 2011 period. See also "Investments" in this MD&A.

During the 2012 period the Company incurred a total of $682,584 (2011 - $790,398) on acquisition costs and exploration activities on its unproven mineral interests, of which $570,177 (2011 - $559,518) was incurred on its Finnish Projects and $112,407 (2011 - $230,880) on its other projects. Details of the exploration activities conducted during the 2012 period are described in "Exploration Projects" in this MD&A.

Financial Condition / Capital Resources

As at August 31, 2012, the Company had working capital of $5,534,536. The Company also holds investments with quoted value or estimated value totalling $451,000. Although the Company believes that it currently has sufficient financial resources to conduct anticipated exploration programs and meet anticipated corporate administration costs for the upcoming twelve month period, the proposed Arrangement and resulting corporate reorganization will split the Company into two separate public companies. In addition, exploration activities may change due to ongoing results and recommendations, or the Company may acquire additional properties, which may entail significant funding or exploration commitments. The Company may be required to obtain additional financing. The Company has relied solely on equity financing to raise the requisite financial resources. While it has been successful in the past, there can be no assurance that the Company will be successful in raising future financing should the need arise.

Off-Balance Sheet Arrangements

The Company has no off-balance sheet arrangements.

Proposed Transactions

There are no proposed transactions.

Critical Accounting Estimates

The preparation of financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenditures during the reporting

period. Examples of significant estimates made by management include estimating the fair values of financial instruments, valuation allowances for deferred income tax assets and assumptions used for share-based compensation. Actual results may differ from those estimates.

A detailed summary of all the Company's significant accounting policies is included in Note 3 to the May 31, 2012 annual consolidated financial statements.

Changes in Accounting Policies

There are no changes in accounting policies.

Related Parties Disclosures

A number of key management personnel, or their related parties, hold positions in other entities that result in them having control or significant influence over the financial or operating policies of those entities. Certain of these entities transacted with the Company during the reporting period.

(a) *Transactions with Key Management Personnel*

During the three months ended August 31, 2012 and 2011 the following amounts were incurred with respect to the Company's current President, Vice-President of Exploration and Chief Financial Officer:

	2012 $	2011 $
Management fees	40,500	40,500
Professional fees	54,336	53,435
	94,836	93,935

As at August 31, 2012, $30,934 (2011 - $33,162) of the above amounts remained unpaid and has been included in accounts payable and accrued liabilities.

The Company has a management agreement with the President, which provides that in the event the President's services are terminated without cause or upon a change of control of the Company, a termination payment of two years of compensation, at $13,500 per month, is payable. If the termination had incurred on August 31, 2012, the amount payable under the agreement would be $324,000.

(b) *Transactions with Other Related Parties*

During the three months ended August 31, 2012 and 2011 the following amounts were incurred with respect to non-executive directors of the Company:

	2012 $	2011 $
Professional fees	41,000	40,200
Rent	1,200	1,200
	42,200	41,400

During the three months ended August 31, 2012 the Company incurred a total of $12,200 (2011 - $18,900) to Chase Management Ltd. ("Chase"), a private corporation owned by the CFO of the Company, for accounting and administration services provided by Chase personnel, excluding the CFO, and for rent.

As at August 31, 2012, $17,900 (2011 - $22,500) of the above amounts remained unpaid and has been included in accounts payable and accrued liabilities.

(c) During the three months ended August 31, 2012 the Company incurred $3,018 (2011 - $3,300) for shared administration costs with a public company with common directors and officers. As at August 31, 2012, $1,000 (2011 - $3,300) of the amount remained unpaid and has been included in accounts payable and accrued liabilities.

Risks and Uncertainties

The Company competes with other mining companies, some of which have greater financial resources and technical facilities, for the acquisition of mineral concessions, claims and other interests, as well as for the recruitment and retention of qualified employees.

The Company is in compliance in all material regulations applicable to its exploration activities. Existing and possible future environmental legislation, regulations and actions could cause additional expense, capital expenditures, restrictions and delays in the activities of the Company, the extent of which cannot be predicted. Before production can commence on any properties, the Company must obtain regulatory and environmental approvals. There is no assurance that such approvals can be obtained on a timely basis or at all. The cost of compliance with changes in governmental regulations has the potential to reduce the profitability of operations.

The Company's material mineral properties are located in Scandinavia and Peru and consequently the Company is subject to certain risks, including currency fluctuations which may result in the impairment or loss of mining title or other mineral rights, and mineral exploration and mining activities may be affected in varying degrees by governmental regulations relating to the mining industry.

Investor Relations Activities

The Company provides information packages to investors; the package consists of materials filed with regulatory authorities. The Company updates its website (www.mawsonresources.com) on a continuous basis. Effective November 1, 2004 the Company retained Mining Interactive to provide market awareness and investor relations activities. During the 2012 period the Company paid Mining Interactive a total of $10,500 (2011 - $10,500). The arrangement may be cancelled by either party on 15 days notice.

Effective February 8, 2012 the Company retained Albis to provide market awareness and investor relations activities. During the 2012 period the Company paid Albis a total of $9,000. The arrangement may be cancelled by either party on 30 days notice.

Outstanding Share Data

The Company's authorized share capital is unlimited common shares without par value. As at October 10, 2012 there were 55,304,258 issued and outstanding common shares. In addition, there were 2,513,000 share options outstanding, at exercise prices ranging from $0.41 to $2.35 per share and 5,727,132 warrants outstanding at exercise prices ranging from $0.857 to $1.02 per share.

Disclosure Controls and Procedures

Disclosure controls and procedures are designed to provide reasonable assurance that material information is gathered and reported to senior management, including the Chief Executive Officer and Chief Financial Officer, as appropriate to permit timely decisions regarding public disclosure.

Management, including the Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of the design and operation of the Company's disclosure controls and procedures. Based on this evaluation, the Chief Executive Officer and Chief Financial Officer has concluded that the Company's disclosure controls and procedures, as defined in National Instrument 52-109 - Certification of Disclosure in Issuer's Annual and Interim Filings ("52-109"), are effective to ensure that the information required to be disclosed in reports that are filed or submitted under Canadian Securities legislation are recorded, processed, summarized and reported within the time period specified in those rules. In conducting the evaluation it has become apparent that management relies upon certain informal procedures and communication, and upon "hands-on" knowledge of senior management. Management intends to formalize certain of its procedures. Due to the small staff, however, the Company will continue to rely on an active Board and management with open lines of communication to maintain the effectiveness of the Company's

disclosure controls and procedures. Lapses in the disclosure controls and procedures could occur and/or mistakes could happen. Should such occur, the Company will take whatever steps necessary to minimize the consequences thereof.

Internal Controls and Procedures over Financial Reporting

Management is also responsible for the design of the Company's internal control over financial reporting in order to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with Canadian generally accepted accounting principles.

In the course of evaluating internal controls over financial reporting as at August 31, 2012 management has identified the following reportable deficiencies:

(a) there is limited segregation of duties which could result in a material misstatement in the Company's financial statements. Given the Company's limited staff level, certain duties within the accounting and finance department cannot be properly segregated. However, none of these segregation of duty deficiencies resulted in material misstatement to the financial statements as the Company relies on certain compensating controls, including periodic substantive review of the financial statements by the Chief Executive Officer, Audit Committee and Board of Directors.

(b) when required, the Company records complex and non-routine transactions. These are sometimes extremely technical in nature and require an in-depth understanding of GAAP. The Company's accounting staff have only a fair and reasonable knowledge of the rules related to GAAP and the transactions may not be recorded correctly, potentially resulting in material misstatements of the financial statements of the Company.

To address this risk, the Company consults with its third party advisors as needed in connection with the recording and reporting of complex and non-routine transactions.

It should be noted that a control system, no matter how well conceived or operated, can only provide reasonable assurance, not absolute assurance, that the objectives of the control system are met. The control framework the officers used to design the Company's internal control over financial reporting is the *Internal Control - Integrated Framework* ("COSO Framework") published by the Committee of Sponsoring Organizations ("COSO") of the Treadway Commission.

The Company is required to disclose herein any change in the Company's internal control over financial reporting that occurred during the period beginning on June 1, 2012 and ending on August 31, 2012 that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting. No material changes in the Company's internal control over financial reporting were identified during such period that has materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.