

MAWSON

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NEWS RELEASE

October 16, 2019

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MAWSON PRIVATE PLACEMENT OVERSUBSCRIBED

Vancouver, Canada – Mawson Resources Limited (“Mawson” or the “Company”) (TSX:MAW) (Frankfurt:MXR) (PINKSHEETS: MWSNF). Mawson announces the oversubscription of its C\$5,000,000 private placement (the “Offering”) originally announced on [September 24, 2019](#) to C\$6,000,000.

The oversubscribed offering will now consist of 37,500,000 units of the Company (the “Units”) at a price of C\$0.16 per Unit (the “Issue Price”), representing a 3.2% premium to today’s closing price of Mawson common shares. Each Unit will consist of one common share in the capital of the Company and one-half of one common share purchase warrant (each whole common share purchase warrant, a “Warrant”). Each Warrant, which will be subject to standard anti-dilution adjustments, will entitle the holder thereof to acquire one common share of the Company at a price of C\$0.24 for a period of 24 months following the closing of the Offering, anticipated to now take place on October 30, 2019.

The brokered portion of the Offering is led by Red Cloud Securities (“Red Cloud”) as lead agent on behalf of a syndicate (the “Syndicate”) of agents including Haywood Securities Inc., Canaccord Genuity Corp. and Eight Capital. A portion of the Offering will also be non-brokered, which will include the participation of certain shareholders of the Company who have exercised their pre-existing pre-emptive rights.

Red Cloud has been granted an overallotment option (the “Option”), exercisable in full or in part at any time up to five (5) business days prior to the closing of the Offering, to sell up to an additional 12,500,000 Units at the Issue Price. If the Option is exercised in full an additional C\$2,000,000 will be raised, resulting in aggregate gross proceeds from the Offering of C\$8,000,000.

The Company has agreed to pay the Syndicate a 6% cash commission and issue to the Syndicate share purchase warrants (the “Broker Warrants”) equal to 6.0% of the number of Units sold by the Syndicate under the brokered portion of the Offering. Each Broker Warrant will be exercisable for a period of 24 months following the closing of the Offering to acquire one common share of the Company (the “Broker Shares”) (expected to be up to an aggregate of 1,502,250 Broker Shares assuming full exercise of the Option) at an exercise price equal to C\$0.185. In addition, the Company will pay finder’s fees on a portion of the non-brokered portion of the Offering which includes a 6% cash commission and the issuance of Broker Warrants exercisable for up to an additional 916,230 Broker Shares.

The net proceeds received by the Company from the Offering will be used for exploration on the Company’s exploration properties, located primarily in Finland, and for working capital and general corporate purposes. All securities issued in connection with the Offering will be subject to a statutory four-month hold period.

The Offering will not materially affect control of the Company. Certain Officers and Directors of the Company will participate in the Offering with up to an aggregate of 825,000 Units. As a result, the total number of common shares issuable to Officers and Directors of the Company, assuming the exercise of the Warrants, is 1,237,500, representing 0.87% of the Company’s issued and outstanding share capital.

The closing of the Offering is subject to certain conditions including, but not limited to, the receipt of all necessary regulatory approvals, including the approval of the Toronto Stock Exchange. In addition, as the total number of common shares issuable under the Offering, assuming full exercise of the Option and Warrants, including the Broker Warrants, will be 77,418,480, representing 54.37% of the Company’s current issued and outstanding share capital (on a non-diluted basis), under Section 607(g) of the Toronto Stock Exchange Company Manual (the “Manual”), the Offering will also be subject to Mawson shareholder approval. In accordance with Section 604(d) of the Manual, Mawson will seek shareholder approval by way of written consent from shareholders holding in the aggregate more than 50% of Mawson’s outstanding common shares.

The securities offered 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 U.S. state securities laws, and may not be offered or sold in the United States or to, or for the account or benefit of, U.S. persons without registration or an applicable exemption from the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. This press release does not constitute an offer to sell or the solicitation of an offer to buy securities in the United States, nor in any other jurisdiction.

About Mawson Resources Limited (TSX:MAW, FRANKFURT:MXR, PINKSHEETS:MWSNF)

[Mawson Resources Limited](#) is an exploration and development company with a focus on the resource expansion of its high-grade Rajapalot gold-cobalt project in Finland. Mawson has distinguished itself as a leading Nordic Arctic exploration company.

On behalf of the Board,

"Michael Hudson"
Michael Hudson, Chairman & CEO

Further Information
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Forward-Looking Statement

This news release contains forward-looking statements or forward-looking information within the meaning of applicable securities laws (collectively, "forward-looking statements"). All statements herein, other than statements of historical fact, are forward-looking statements. Although Mawson believes that such statements are reasonable, it can give no assurance that such expectations will prove to be correct. Forward-looking statements are typically identified by words such as: believe, expect, anticipate, intend, estimate, postulate, and similar expressions, or are those, which, by their nature, refer to future events. Mawson cautions investors that any forward-looking statements are not guarantees of future results or performance, and that actual results may differ materially from those in forward-looking statements as a result of various factors, including, but not limited to, the successful completion of the Offering, Toronto Stock Exchange and shareholder approval of the Offering, the use of the net proceeds from the Offering, capital and other costs varying significantly from estimates, changes in world metal markets, changes in equity markets, planned drill programs and results varying from expectations, delays in obtaining results, equipment failure, unexpected geological conditions, local community relations, dealings with non-governmental organizations, delays in operations due to permit grants, environmental and safety risks, and other risks and uncertainties disclosed under the heading "Risk Factors" in Mawson's most recent Annual Information Form filed on www.sedar.com. Any forward-looking statement speaks only as of the date on which it is made and, except as may be required by applicable securities laws, Mawson disclaims any intent or obligation to update any forward-looking statement, whether as a result of new information, future events or results or otherwise.