

# MAWSON GOLD LIMITED

## MANAGEMENT'S DISCUSSION AND ANALYSIS FOR THE YEAR ENDED MAY 31, 2023

This discussion and analysis of financial position and results of operations is prepared as at August 29, 2023, and should be read in conjunction with the audited consolidated financial statements and the accompanying notes for the years ended May 31, 2023 and 2022 of Mawson Gold Limited ("Mawson" or the "Company"). The following disclosure and associated financial statements are presented in accordance with International Financial Reporting Standards ("IFRS"). Except as otherwise disclosed, all dollar figures included therein and in the following management's discussion and analysis ("MD&A") are quoted in Canadian dollars.

### Forward Looking Statements

This MD&A contains certain statements that may constitute "forward-looking statements". Forward-looking statements include but are not limited to, statements regarding future anticipated exploration programs and the timing thereof, and business and financing plans and are based on material factors and assumptions and subject to a variety of risks and uncertainties which could cause actual events or results to differ materially from the forward-looking statements. These include, without limitation, material factors and assumptions relating to, and risks and uncertainties associated with, the availability of financing for activities when required and on acceptable terms, the accuracy of the interpretation of drill results and the estimation of mineral resources and reserves, the geology, grade and continuity of mineral deposits, the consistency of future exploration, development or mining results with our expectations, metal price fluctuations, the achievement and maintenance of planned production rates, the accuracy of component costs of capital and operating cost estimates, current and future environmental and regulatory requirements, favourable governmental relations and support for the development and operation of mining projects, the threat associated with outbreaks of viruses and infectious diseases, including the novel COVID-19 virus, risks related to negative publicity with respect to the Company or the mining industry in general, reliance on a single asset, planned drill programs and results varying from expectations; litigation risks, the availability of permits and the timeliness of the permitting process, local community relations, dealings with non-governmental organizations ("NGOs"), the availability of shipping services, the availability of specialized vehicles and similar equipment, costs of remediation and mitigation, maintenance of title to our mineral properties, industrial accidents, equipment breakdowns, contractor's costs, remote site transportation costs, materials costs for remediation, labour disputes, the potential for delays in exploration or development activities, the preliminary nature of the Rajapalot PEA and the Company's ability to realize the results of the Rajapalot PEA timely completion of future National Instrument 43 101 - Standards of Disclosure for Mineral Projects ("NI 43 101") compliant reports, timely completion of future National Instrument 43 101 - Standards of Disclosure for Mineral Projects ("NI 43 101") compliant reports, timely completion of future feasibility studies, the inherent uncertainty of production and cost estimates and the potential for unexpected costs and expenses, commodity price fluctuations, currency fluctuations, continuing global demand for base metals, and other risks and uncertainties, including those described under "Risk Factors" in the Company's most recent Annual Information Form. Although the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward Looking statements, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. The Company provides no assurance that Forward Looking Statements will prove to be accurate. Should one or more of these risks and uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from any conclusions, forecasts or projections described in the Forward- looking statements. Accordingly, readers are advised not to place undue reliance on Forward Looking Statements. Except as required under applicable securities law, the Company undertakes no obligation to publicly update or revise forward-looking statements, whether as a result of new information, future events or otherwise.

Historical results of operations and trends that may be inferred from this MD&A may not necessarily indicate future results from operations. In particular, the current state of the global securities markets may cause significant reductions in the price of the Company's securities and render it difficult or impossible for the Company to raise the funds necessary to continue operations.

All of the Company's public disclosure filings, including its most recent management information circular, Annual Information Form, material change reports, press releases and other information, may be accessed via [www.sedar.com](http://www.sedar.com)

or the Company's website at [www.mawsongold.com](http://www.mawsongold.com) and readers are urged to review these materials, including the technical report filed with respect to the Company's mineral properties.

## Company Overview

The Company was incorporated on March 10, 2004 under the provisions of the Company Act (British Columbia). The Company's common shares trade on the Toronto Stock Exchange ("TSX") under the symbol "MAW", on the Frankfurt Open Market under the trading symbol "MXR" and on the OTC Pink under the symbol "MWSNF.PK".

Mawson is an exploration and development company. Its flagship Rajapalot gold-cobalt project in Finland is at PEA stage and continues technical and environmental de-risking activities whilst it continues in parallel to increase its already significant gold-cobalt resource through exploration. In Sweden, Mawson is earning into up to 85% of the Skelleftea North outcropping gold exploration project. Mawson also owns 51% of Southern Cross Gold Ltd. ("Southern Cross"), which resulted from a spin-out of Mawson's Australian mineral properties onto the Australian Securities Exchange ("ASX") via an initial public offering ("IPO") in May 2022.

Recent highlights include:

- **Released the maiden preliminary economic assessment ("PEA") on Rajapalot, outlining an after tax NPV<sub>5</sub> of US \$211,000,000 at 27% IRR.** Rajapalot is envisaged as a nine year mine life at a steady state average production of 92 koz gold equivalent for total production of around 700 koz of gold and 2,800 t cobalt at an attractive AISC of US \$824/oz Au. If in steady-state production today, Rajapalot would be the EU's sixth largest gold mine and third largest cobalt mine.
- **Completed the restructuring of Mawson's Australian assets into a new entity, Southern Cross** which was IPO'd onto the ASX in May 2022. In total Southern Cross has raised AUD \$27,800,000 of external capital, diluting Mawson's ownership to 51%. Mawson's shareholding had a value of ~AUD \$39 m (~CDN \$35 m as of August 9, 2023), and is subject to an ASX escrow until May 2024.
- **Completed a 5,000 ha magnetic survey of Rompas-Rajapalot,** and announced the results which highlighted over 30 exploration targets in a 4 km x 4 km area lying between Rajapalot inferred resource, and the ~10 km long sub-cropping Rompas system which reported a drilling highlight of 6 m at 617 g/t Au. The targets are structurally dominant, similar to those responsible for ~5 Moz Au in recent Finnish discoveries.
- **Commenced a series of exploration programs, which undertook geochemical sampling and base of till ("BOT") drilling** to develop regional exploration targets for incremental resource growth. Based on the magnetic survey and BOT results, a supplementary and detailed soil sampling program was started at the end of May. The work will continue throughout the summer season to support the planning of the drilling program for the coming winter.
- **Mawson's subsidiary Southern Cross' continued exploration success at Sunday Creek.** Highlight holes from the project include 119.2 metres @ 3.9 g/t AuEq (3.2 g/t Au and 0.4% Sb), 305.8 m @ 2.4 g/t AuEq (1.6 g/t Au, 0.5% Sb), and 42.0 m @ 4.8 g/t AuEq (3.5 g/t Au and 0.8% Sb). Step-out and infill drilling continues across multiple prospects which along a >1,350 m drill-defined strike to 800 m depth, with 4 rigs active on site, and plans to move to 5 rigs during 2023.
- **Exploration success at Skelleftea North,** with high grades intercepted in the first 2 holes ever drilled into the property. The highlight intersection was 1.8 m at 28.4 g/t Au, including 0.4 m at 132 g/t Au in DB2202 and included visible gold. Mawson acquired an option to earn up to 85% of the 2,500 ha property, which sits within 22 km of 7moz ounces mined production, in January 2022.
- **Progressed permit critical items for Rajapalot permitting,** including environmental baseline work, EIA program preparation work (to be finalized by the end of the 2023) and incorporation of feedback of the evaluation and participation plan related to the land use planning processes. A recent country-wide survey also found that Rajapalot's local municipality has one of the most favourable views on mining in Finland. Several stakeholder meetings were organized during the spring 2023.

The preliminary economic assessment for Rajapalot is preliminary in nature, includes inferred resources that are considered too speculative geologically to have the economic considerations applied to them that would enable them to be categorized as mineral reserves and there is no certainty the preliminary economic assessment will be realized. For additional details on the Rajapalot preliminary economic assessment, please refer to the news release dated October 20, 2022, and the NI 43-101 technical report filed on November 29, 2022 which may be found on the Company's website at [www.mawsongold.com](http://www.mawsongold.com) and under the Company's profile on SEDAR at [www.sedar.com](http://www.sedar.com).

## Director and Officer Update

In March 2023 the Company accepted the resignation of Mr. Ivan Fairhall as Chief Executive Officer (“CEO”) and director of the Company. Upon Mr. Fairhall’s resignation, Ms. Noora Ahola, a current director of the Company, was appointed to the role of Interim CEO and, in February 2023, the Company announced the appointment of Mr. Bruce Griffin to the Board of Directors of Mawson.

On August 25, 2023 the Company announced the sudden and unexpected passing of Mr. Colin Maclean, a director of the Company and the Chairman of the Audit Committee.

As of the date of this MD&A the directors and officers of the Company are as follows:

Michael Hudson	Director, Executive Chairman
Noora Ahola	Director, Interim CEO
Nick DeMare	Chief Financial Officer (“CFO”)
Philip Williams	Director
John Jentz	Director
Bruce Griffin	Director
Mariana Bermudez	Corporate Secretary

## Property Assets and Exploration Activities

### *Finland*

Mawson’s flagship is the 100%-owned Rajapalot gold-cobalt project, located 30 km by car from Rovaniemi, the capital of Finnish Lapland. At Rajapalot, the Company has made a significant greenfield discovery and on November 29, 2022 published a maiden PEA on the asset. Highlights of the PEA are as follows:

- **Robust economics which underscore significant value of current resource base**
  - \$211 M post-tax NPV<sub>5</sub> using \$1,700/oz gold (“Au”) and \$60,000/t cobalt (“Co”)
  - AISC<sup>1</sup> \$824/oz Au life of mine (“LoM”)
  - >92 koz gold equivalent “AuEq<sup>2</sup>” steady state average production rate.
  - 9 year LoM producing ~700 koz Au and ~2800 t Co
- **A significant European mine**
  - If in production today, Rajapalot could be the EU’s third largest cobalt mine and sixth largest gold mine
  - Ethical metals sourcing with majority local support and 100% renewable power
- **27% post tax IRR, \$191 M initial capex**
  - Strong cashflows, with \$338 M free cash flow in years 1 to 5, and \$101 M in LoM cobalt by-product revenues

**Table 1: PEA key production and financial metrics**

Production Input			Life of Mine	
Mill Feed (underground)	Mt ROM		10.1	
Annual Throughput	Mt/a		1.2	
Life of Mine	years		9	
Gold Head Grade	g/t Au		2.26	
Gold Content	koz		736	
Feed to Co Processing <sup>1</sup>	Mt		6.1	
Cobalt Head Grade	ppm		529	
Sulphur Head Grade	%		2.07%	
Cobalt Content	t Co		3,203	
Gold Recovery	%		95%	
Cobalt Recovery	%		88%	
Sulphur Recovery	%		88%	

Production Output		Y 2-8	LoM
Gold Production	koz Au	82	699
Cobalt Production	kt Co	306	2,806
AuEq Production	koz AuEq	92	798
Cobalt Concentrate	kt (dry)	34	314
Cobalt Con grade	% Co	0.89%	

C1	US\$/oz Au	670
AISC	US\$/oz Au	824

Financial Metric		Life of Mine	
Au Price	US\$/oz	1,700	
Co Price	US\$/t	60,000	
EUR:USD	-	1.1	
Discount rate	%	5%	
Corp tax rate	%	20%	
Depreciation rate	%	25%	
Capex (initial / sustaining)	US\$ M	191 / 100	
Opex	US\$ M	566	
Revenue	US\$ M	1,286	
Gold	US\$ M	1,185	
Cobalt	US\$ M	101	
Ave EBITDA (years 2-8)	US\$ M	84	
After tax FCF (years 1-5)	US\$ M	338	
<b>Pre-tax NPV5</b>	<b>US\$ M</b>	<b>271</b>	
Pre-tax IRR	%	30%	
<b>Post-tax NPV</b>	<b>US\$ M</b>	<b>211</b>	
Post-tax IRR	%	27%	
Post-tax payback	years	2.9	

1. Proportion of mined material campaign processed through flotation

The PEA highlights a number of fundamental efficiencies that the Rajapalot project enjoys, including:

- Robust resource, with 85% of ounces delineated extracted through conventional and efficient mechanized underground mining techniques.
- Underground only mining operation, utilising predominately long hole open stoping, which is cost effective and widely used in the region.
- High 95% gold recovery to dore through a conventional and energy efficient gravity + CIL extraction circuit.
- Cobalt concentrate production via a single low cost increment flotation processing circuit that follows CIL
- Access to low cost renewable power, with the powerline connecting 28km direct to an existing hydropower substation.
- Low infrastructure burden, located just 30km from the capital of Lapland. Power line and ~15 km water discharge line are the only new connections necessary.
- Access to a relatively inexpensive and highly skilled and productive labour force.

### *Strategic Cobalt*

Cobalt has been identified by the EU as a “critical raw material”, and Rajapalot is already Europe’s 7th largest cobalt resource, in addition to being one of Finland’s largest gold resources by grade and contained ounces. At the scale proposed in the PEA, Rajapalot would be the EU’s 3rd largest cobalt producing mine if it were in production based on 2021 metrics.

Finland refines half the world’s cobalt at the world’s second largest cobalt refinery (China has the largest), located 400 kilometres south of Rajapalot. The Rajapalot resource has the potential to support Finland and Europe’s stated desires to source ethical and sustainable cobalt.

Mawson has benefited from numerous grants, predominately in support of leveraging its cobalt potential. [BATCircle](#) is a Business Finland funded program designed to create a competitive and sustainable European battery industry through collaboration and joint research between companies and research organizations. Mawson’s wholly owned Finnish subsidiary Mawson Oy was granted €500k (~C\$750k) in co-funding as part of BATCircle 1.0, with that

program completed in April 2021. In May 2021 Mawson Oy was granted a further €795k (~C\$1.1m) in funding under the BATCircle 2.0 program to further study cobalt extraction, marketing and residues management. Further grants and cooperations have been in place regarding exploration, environmental, circular economy and social work programs.

Mawson is a member of the European Raw Material Alliance (“ERMA”). The ERMA aims to make Europe economically more resilient by diversifying its supply chains, creating jobs, attracting investments to the raw materials value chain, fostering innovation, training young talent and contributing to the best enabling framework for raw materials and the Circular Economy worldwide.

Proposal of the European Union’s Critical Raw Material Act (CRMA) was published on 16 March 2023 and it aims to increase production of critical battery minerals including cobalt inside the EU.

The proposed regulation divided critical raw materials into two key categories:

- Strategic raw materials used in green transition, digitalization, and defense industry technologies. For these raw materials, there is a significant gap between global supply and demand, and increasing production is relatively difficult. Strategic raw materials include e.g. cobalt, copper, lithium (battery grade), manganese (battery grade), natural graphite (battery grade), nickel (battery grade), platinum group metals, and rare earth elements for magnets (Nd, Pr, Tb, Dy, Gd, Sm, and Ce).
- Critical raw materials are those that are of economic importance to Europe with a high risk of a supply disruption. Critical raw materials include the strategic raw materials plus e.g. hafnium, heavy and light rare earth elements, niobium, phosphate rock, scandium and tantalum.

The proposed regulation contains 2030 targets, which aim to ensure security of critical raw materials supply in Europe. Goals include:

- The EU should extract at least 10% of the strategic raw materials for its own consumption.
- The EU should process at least 40% of its strategic raw materials through the supply chain.
- The EU’s recycling capacity should be able to produce at least 15% of annual consumption of each strategic raw material.
- The EU should not be dependent on any single country (outside the EU) for imports greater than 65% for any strategic raw material at any relevant stage of processing.

### Mineral Resources

The PEA restates Mawson’s Inferred Mineral Resource Estimate (“MRE”). In line with the PEA development strategy, the MRE is based on an ‘underground only’ scenario, totalling 9.8 million tonnes @ 2.8 g/t gold (“Au”) and 441 ppm Co, equating to 958 koz gold equivalent (“AuEq”).

**Table 2: Total Inferred Mineral Resources estimate as of August 26, 2021, at the listed cut-offs for constrained open pit and underground resources at Rajapalot.**

Zone	Cut-off z(AuEq <sup>1</sup> )	Tonnes (kt)	Au (g/t)	Co (ppm)	AuEq <sup>2</sup> (g/t)	Au (koz)	Co (tonnes)	AuEq <sup>2</sup> (koz)
Palokas	1.1	5,612	2.8	475	3.1	501	2,664	562
Raja	1.1	2,702	3.1	385	3.3	271	1,040	288
East Joki	1.1	299	4.5	363	4.6	43	109	44
Hut	1.1	831	1.3	428	1.6	36	355	44
Rumajärvi	1.1	336	1.4	424	1.7	15	142	19
<b>Total Inferred Resources</b>		<b>9,780</b>	<b>2.8</b>	<b>441</b>	<b>3.0</b>	<b>867</b>	<b>4,311</b>	<b>958</b>

- The independent geologist and Qualified Person as defined in NI 43-101 for the mineral resource estimates is Mr. Ove Klavér (EurGeol).
- The mineral estimate is reported for a potential underground only scenario. Inferred resources were reported at a cut-off grade of 1.1 g/t (AuEq<sup>1</sup> Au g/t + Co ppm /1005) with a depth of 20 meters below the base of solid rock regarded as the near-surface limit of potential mining.
- Resource gold equivalent grades (AuEq<sup>2</sup>) and ounces stated here are based on the updated PEA metal prices of USD1,700/oz Au and USD60,000/t Co and PEA recovery assumptions of 95% Au and 87.6% Co. (AuEq<sup>2</sup> = Au g/t x 95% + Co ppm x 87.6% / 911).

- Wireframe models were generated using gold and cobalt shells separately. Forty-eight separate gold and cobalt wireframes were constructed in Leapfrog Geo and grade distributions independently estimated using Ordinary Kriging in Leapfrog Edge. A gold top cut of 50 g/t Au was used for the gold domains. A cobalt top cut was not applied.
- A parent block size of 12 m x 12 m x 4 m (>20% of the drillhole spacing) was determined as suitable. Sub-blocking down to 4 m x 4 m x 0.5 m was used for geologic control on volumes, thinner and moderately dipping wireframes
- Rounding of grades and tonnes may introduce apparent errors in averages and contained metals.
- Drilling results to 20 June 2021.
- Mineral Resources are not Mineral Reserves and do not have demonstrated economic viability.

### Exploration Potential

The PEA underpins the project discovery, and also provides a basis for the substantial resource growth potential on the property.

The Inferred Mineral themselves remain open, in particular at South Palokas where an intersection of 30.8 m @ 5.1 g/t AuEq (3.9 g/t Au, 1,403 ppm Co) from 553 m. This hole singly constrains the edge of the resource wire frame at this depth and given demonstrated down plunge continuity there is excellent potential for extension at depth at Palokas, as well as all other Rajapalot deposits.

In January-April 2022 Mawson completed a 26-hole, 5,317 m program targeting near surface mineralization non-contiguous but proximal to defined resources (23 of 26 holes drilled within 2 km of the Inferred Mineral Resource). Prospects likely to result in new near surface resource areas were not found, although understanding of the controls on the regional geology and geophysical responses of mineralization were significantly improved.

Rajapalot forms a smaller part of Mawson's larger 17,500 ha Rompas-Rajapalot Finnish project area owned 100% by Mawson. Exploration prospectivity remains high across the length and width of the property, as evidenced by the discoveries at Rompas (including 6 m at 617 g/t Au from 7 m (refer news release May 31, 2012), and 0.4 m at 395 g/t Au from 41 m (refer news release February 28, 2013) with ongoing targeting work that have highlighted highly anomalous gold grades in boulders, base of till, and geophysical anomalies deemed prospective based on similarities with the inferred resource.

In June 2022 Mawson completed a drone based magnetic survey to expand the exploration search area to compass an approximate 5,000 ha area between Rajapalot inferred MRE, and the ~10 km long sub-cropping Rompas system. On September 6, 2022, the Company announced that over 30 gold targets in a 4 km by 4 km area were identified following a detailed interpretation of the data. Targets, identified in secondary structures, dated the same age as the property wide mineralizing event, and importantly, a key gold mineralizing age in Lapland (1.8 billion years). The targets were also coincident with a 3 km x 2 km C-horizon till anomaly. Target testing by partial leach and/or base of till (BOT) geochemical sampling based on priority and permit status is under way.

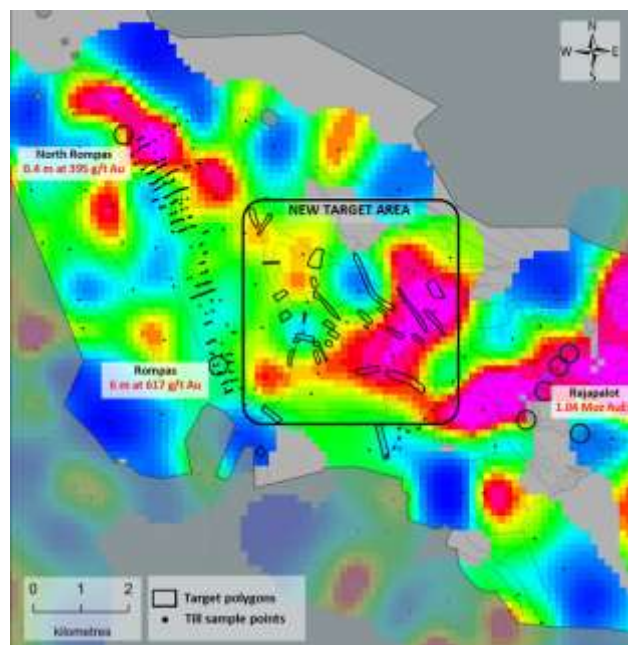


Figure 2: Central zone gold targets overlaying a C-horizon till anomaly (gold-tungsten)

Mawson conducted a Bottom of Till sampling program in March 2023. The program commenced on March 9, 2023, and concluded on March 20, 2023, with a total of 186 samples collected. The sampling took place within the Hirvimaa permit area, initially focusing on the target area northeastern region from the Palokas prospect. Subsequently, the second target area was tested in southwestern side of Männistö permit. In both locations, sampling aimed to investigate priorly detected geochemical anomalies, favorable geological structures with geophysical anomalies. Based on previous results as well as the newest BOT results, a supplementary and detailed soil sampling program was started at the end of May 2023. The work will continue throughout the summer season to support the planning of the drilling program for the coming winter.

### *Environmental, Social, Governance*

Mawson acknowledges that Environmental, Social and Governance (“ESG”) forms a comprehensive framework for the Company to successfully navigate and balance the benefits of our projects to the planet, people and profit. Mawson has had an active ESG program operating for many years. Commitments include:

- Compliance with The Finnish Network for Sustainable Mining “Standard for Sustainable Exploration”, with assessment implemented annually and is externally verified every third year.
- Membership of FIBS, the largest corporate responsibility network in Finland and the Nordic countries which aims to develop productive solutions to local and global problems in cooperation with other companies and organization.
- Mawson is a partner in the European Raw Materials Alliance (ERMA) which [announced](#) on September 3, 2020, as part of an [Action Plan](#) on Critical Raw Materials, and the publication of the 2020 List of Critical Raw Materials. ERMA’s vision is to secure access to critical and strategic raw materials, advanced materials, and processing know-how for EU Industrial Ecosystems.

In July 2021, Mawson’s ESG credentials were independently audited under the “Digbee ESG” framework. The ‘report card’ scored Mawson on all facets of its business conduct across the full spectrum of ESG considerations, as well as provides guidance of how Mawson will continue to improve its performance moving forward. Overall, Mawson scored “BB”, noting the Company has “strong ESG leadership and demonstrates a clear desire to operate in a sustainable manner both now and in the long term”. The report concluded every aspect of the business has the potential to reach “AAA” through risk mitigation, as demonstrated in the confidence bands applied by the assessors. Mawson’s Digbee certification has lapsed, but the recommendations are being used as a basis for improvement efforts. Mawson ESG credentials are assessed annually and publicly reported according to the Finnish Sustainable Mining Networks sustainability standards.

During late 2020, Mawson initiated its Environmental Impact Assessment (“EIA”). During the year Mawson continued with extensive nature, environmental and water body surveys and assessments, which have now been on-going in the area for over 10 years. Additional studies will continue during the official processes, and the EIA Program Stage is expected to be completed by the end of 2023. The EIA ‘Reporting Stage’ where the impacts of the project alternatives will be widely assessed will follow the program stage.

In combination with the EIA, the two municipal areas where the Rajapalot gold-cobalt project is located, the City of Rovaniemi and Municipality of Ylitornio, at the request of Mawson, have formally initiated the sub-area Local Master land use planning processes in February 2022. Land use planning in Finland is defined by the Land Use and Building Act. The regional land use plans set out the principles of land use and the community structure. The phased provincial land use plan is a long-term plan and a guideline for the municipalities when drawing up and amending local master plans and local detailed plans. The Regional Council of Lapland (“Lapin Liitto”) has also initiated regional land use Participation and Evaluation Plan for Rajapalot. This formalizes the extent and nature of public participation and describes how the impacts of land use plans will be evaluated. Public consultation feedback has been received during and is being incorporated. Participation and evaluation plans related to stakeholder engagement in land use planning processes are being updated as the processes progress. The latest updates were presented to and approved by the municipalities in February 2023. The latest updates were presented to and approved by the municipalities in February 2023. Several stakeholder meetings were organized during the spring 2023.

The start of these formal statutory processes will facilitate the planning of the mining project and further strengthen cooperation and relationships between the various stakeholder groups, authorities and the company. Land use planning processes helps reduce any licensing uncertainties. A similar process in Finland has been undertaken or is going on for other pre-development stage mining projects including the Suhanko (“Arctic Platinum”) project of CD

Capital Natural Resources Fund III L.P., the Sokli project of The Finnish Minerals Group, the Ikkari project of Rupert Resources and the Sakatti project of Anglo American.

Furthermore, in June 2023, the new Finnish government announced its government program. One of the goals of the program is to speed up and simplify permitting procedures for projects subject to EIA procedure. The EU Commission is also aiming for the same outcome, with the Critical Raw Materials Act being presently prepared.

#### *Natura 2000*

Mawson carries out its exploration activities across more than 47,000 Ha of exploration tenements in Finland. Six percent of its permit or permit application areas are within EU-defined ‘Natura 2000’ biodiversity conservation areas (Kairamaat 2/3 exploration permit, Uusi Rumavuoma and Rompas permit application areas). Natura 2000 is not a system of strict nature reserves where all human activities are excluded and forms 18% of the EU landmass. The aim of the Natura 2000 network is to assure the long-term survival of Europe’s most valuable and threatened species and habitats. Development in Natura is defined by clear rules and the emphasis is on ensuring that future management is sustainable, ecologically, socially, and economically. On November 12, 2021 the Regional Council of Lapland (“Lapin Liitto”) approved the Lapland Agreement, which sets out the regional development program for 2022–2025 which specifically addresses support for the exploitation of ore deposits in Natura 2000 areas.

Many mining projects have been permitted and are in production in Natura 2000 areas within Europe, including Ada Tepe (gold mine, Bulgaria), Prosper Haniel (coal mine, Germany) and Mechelse Heide Zuid (sand mine, Belgium). Anglo American is currently permitting the Sakatti Ni-Cu-PGE project for mining in Finland.

Given Rajapalot’s partial location in and adjacent to Natura 2000 areas, Mawson especially focuses on minimizing the negative impacts of our activities and drive positive outcomes in terms of land management and biodiversity. These fundamental planning and regulatory decisions demonstrate Mawson is working constructively with the regional and national authorities as well as the local stakeholder groups to develop Rajapalot in a responsible and sustainable way.

#### *Permits*

Permit Type	Name	Mining Registry Number	Area (hectares)
Exploration Permit	Raja	ML2014:0061	883
Exploration Permit	Männistö	ML2016:0046	2,141
Exploration Permit	Korkiakoivikko <sup>3</sup>	ML2012:0168	232
Exploration Permit	Kairamaat 2/3 <sup>1</sup>	ML2013:0041	1,462
Exploration Permit	Hirvimaa	ML2014:0033	1,007
Exploration Permit	Rompas <sup>2</sup>	ML2014:0060	265
Exploration Permit	Kultamaat <sup>2</sup>	ML2015:0005	1,717
Exploration Permit	Uusi Rumavuoma	ML2015:0042	1,293
<b>Sub-Total</b>			<b>9,000</b>
Reservation Notification	Ristipalo	VA2023:0014	29,234
Exploration Permit Application	Karsimaat	MI2014:0075	310
Exploration Permit Application	Kaitajärvi E-M-W	MI2014:0100	298
Exploration Permit Application	Mäntylaenokka N -S	ML2015:0054	398
Exploration Permit Application	Kuusivaara	ML2014:0077	1,415
Exploration Permit Application	Takanenvuoma		660
<b>Total</b>			<b>41,316</b>

1: See below detail on permit status

2. Under appeal

4. Extension process under way

The Rompas-Rajapalot property consists of eight granted exploration permits for 9,000 hectares, a reservation notification area, and five exploration permit applications for a combined total of 41,316 hectares. The Rajapalot resource reported here occurs within two granted tenements (Kairamaat 2-3 and Hirvimaa).



Under the Finnish Mining Act, after an initial four year period exploration permits are subject to statutory three year renewals, and in Finland all administrative decisions made by government authorities are appealable. The Kairamaat 2-3 exploration permit (part of the Rajapalot project area) was renewed on January 18, 2019 (“Renewal 1”) by the Finnish Mining Authority, TUKES. Renewal 1 was subject to an appeal by an NGO, who appealed, among other things, to increase the conditions regarding a buffer zone around an eagles nest (man-made, and dormant for 18 years). All other appealing grounds were rejected by the administrative court in June 2021 except for the TUKES defined eagle buffer, which was changed by the administrative court. Mawson subsequently appealed this decision to the Supreme Administrative Court of Finland. On August 16, 2022 the Supreme Administrative Court approved Mawson’s appeal, finding that TUKES issued the permit in accordance with the Mining Act and other applicable legislation. The Supreme Administrative Court is the highest possible ruling body on the matter and binds authorities and lower level administrative courts to its ruling.

On November 9, 2021, TUKES granted a subsequent permit renewal for Kairamaat 2-3 (“Renewal 2”). This decision was also appealed by the same NGO, one of the main grounds being, at the time, the outstanding Renewal 1 Supreme Court matter. In advance of the Renewal 1 Supreme Court decision, the Regional Administrative Court made an interim decision to suspend an enforcement order that allows Mawson to operate under previous license conditions. On July 10, 2023 the Administrative Court made a positive decision in favour of Mawson regarding the Renewal 2 appeal. In accordance with the Administrative Court’s decision, the Kairamaat 2-3 permit is again immediately enforceable allowing drilling to commence when winter conditions allow after setting a new collateral. On August 16, 2023 TUKES made a decision according to the Administrative Court mentioned above allowing Mawson to continue drilling according to the permit ruling.

Furthermore, the Administrative Court confirmed in May 2023 that an exploration permit was granted for the first time in the Uusi Rumavuoma area located southwest of the Kairamaat 2-3 area. No appeals were filed during the appealing window. The Uusi Rumavuoma exploration permit is valid for four years.

There are no underlying royalties (except a statutory Finnish mining royalty of 0.15 % of the value of the exploited mineral/metal payable to the landowner), back-in rights or other underlying agreements or encumbrances over the property.

## **Sweden**

The Skelleftea North Gold Project is located in Northern Sweden and approximately four hours drive from Mawson’s flagship Rajapalot project, making it complementary to Mawson’s Nordic focus and experience base. Mawson has the right to earn in 85% of the project.

The Skelleftea Project consists of 2,500 ha of contiguous 100%-owned claims located in the well-endowed Skelleftea Mining District of Northern Sweden, located 40 km north-northwest of the city of Skelleftea. 7 Moz of gold has been produced from with 22km of Skelleftea North.

The Skelleftea Project area contains outcropping gold mineralization across the 3 km x 6 km land package. At the most advanced prospect, Dalbacka, Gold-mineralization is found to be contained within arsenopyrite-bearing, sheeted-quartz-vein system that is confined to within the limits of the steep, south-westerly dipping mafic-dyke system. Mawson completed an initial 6 hole, 700m scout drilling program (final four holes released post reporting period)

- Drilling has defined gold mineralization, which can develop at extremely high grades (up to 132g/t Au), along 300 m of explored strike-length which remains open in all directions. The remaining four diamond drillholes of the six hole program (DB2203-6) targeted the western strike-extension.
  - All holes reported here intercepted the mafic-dyke host unit with highly-elevated arsenic values (> 400 ppm As) drillholes.
- Program highlights include visible gold observed in three of six holes drilled at the Dalbacka Prospect, with best results including:
  - 1.8 m at 28.4 g/t Au from 82.8m in DB2202, including 0.35 m at 132 g/t Au
  - 4.4 m at 4.8 g/t Au from 40m in DB2201, including 0.38 m at 24.3 g/t

In September and October of 2022, a field program consisting of rock-chip and b-horizon till sampling was conducted. 37 rock-chip samples were collected and analyzed returning maximum values of 15.75 g/t Au in glacial-moraine boulders, and 8.71 g/t Au in outcrop samples. 280 b-horizon soil samples were collected and analysed with the Ionic

Leach™ method which returned many anomalously elevated gold-values demonstrating evidence of further gold-bearing mineralized systems occur within the project area.

Further work for the 2023 year will include additional b-horizon soil sampling to infill and extend anomalous results, and ground-magnetic geophysical surveys over these anomalous areas. Significant gold-in-soil anomalies defined will be drill-tested in late-2023.

#### *Skelleftea Option Agreement Terms*

In January 2022 Mawson entered into an option and joint venture agreement to earn-in up to 85% of the 2,500 ha Skelleftea North Gold Project (“Skelleftea Project”) from Elemental Exploration Scandinavia AB (“Elemental”). Key terms of the Skelleftea Option Agreement are as follows:

- (i) An option to earn an initial 75% interest, exercisable by Mawson subject to incurring aggregate expenditures of \$3,000,000 over four years, provided that a minimum \$220,000 is spent in year one (inclusive of \$20,000 already paid) and \$280,000 in year two.
- (ii) An option to earn an additional 10% interest (for 85% total) exercisable by Mawson upon completion of a NI 43-101 compliant pre-feasibility or feasibility study.

#### **Australia / Southern Cross Gold Ltd.**

On November 23, 2021, the Company announced its intention to spin out (the “Spinout”) its Australian assets, which consisted of: (a) the Sunday Creek tenements in Victoria, Australia and Mount Isa projects in Queensland, Australia; (b) the Redcastle and Whroo joint ventures in Victoria, Australia; and (c) its 10% shareholdings of Nagambie, including its right of first refusal over a 3,300 square kilometre tenement package held by Nagambie in Victoria, Australia, into Southern Cross, which at the time of the announcement was a wholly-owned subsidiary of the Company, via the IPO for admission to the official list of the ASX. At the time, the Company also intended to distribute Southern Cross’ ordinary shares to its shareholders by way of a plan of arrangement (the “Arrangement”) under the *Business Corporations Act* (British Columbia). On February 16, 2022, the Company announced that after further analysis of Mawson’s business plan and ongoing dialogue with key shareholders of the Company, the Company’s Board determined that it was in the best interest of the Company to hold the Company’s shareholding in Southern Cross, therefore, the Company has no current plans to undertake the Arrangement. Under ASX listing rules, the Company’s shareholding in Southern Cross is considered classified as ‘restricted shares’, and thus were escrowed for 24 months (the “Escrow Period”), on completion of the IPO. The Escrow Period does not affect Mawson’s voting rights over its shareholding in Southern Cross.

Southern Cross has raised a total of AU\$ 27.8 million over three separate capital raises, which has diluted Mawson’s interest in Southern Cross to 51%. The most recent raise was announced on November 22, 2022, in which Southern Cross raised AU\$ 16.0 million at AU\$ 0.58 per share. Should Southern Cross undertake further share issuances, the Company’s ownership in Southern Cross may be further diluted.

Southern Cross and its subsidiary companies hold certain rights and interests forming the projects of the Company as follows:

- 100% of the Sunday Creek Project, including 329 acres of freehold land around the main exploration area
- Option Agreements with Nagambie Resources Limited (ASX:NAG) (“Nagambie”) to:
  - Up to 70% of the Whroo Project
  - 70% of the Redcastle Project
- 100% of the Mt. Isa Project.
- 53,361,046 shares in Nagambie, with an accompanying subscription agreement which grants a right of first refusal in respect of 3,300 kilometres of tenements held by Nagambie subject to the Company maintaining the initial Nagambie shareholding in percentage terms.

Southern Cross is focussed on the Victorian goldfields, a globally significant field with more than 80 Moz extracted since 1851. The majority of gold recovered from the Victorian goldfields has been produced from the older mesozonal gold-quartz vein systems, targeted by the old-timers in the Bendigo and Stawell zones. More recently, Fosterville, an epizonal gold system has rewritten the Victorian geological opportunity. We now understand that epizonal systems can develop extremely high-grade, free gold deposits such as at Sunday Creek.

## ***Sunday Creek Project - 100%***

The Sunday Creek Project is a shallow orogenic (or epizonal) Fosterville-style deposit located approximately 60 kilometres north of Melbourne and contained within 16,990 hectares of both granted exploration licences and one granted retention licence. Southern Cross owns 100% of Sunday Creek licenses. On May 26, 2022, Southern Cross (via Clonbinane Goldfield Pty Ltd) completed the acquisition of 132 hectares of freehold land at the Sunday Creek Project. It subsequently purchased a further 0.65 hectares in July 2023 that is located adjacent to both the main access and current freehold ownership at the Project. Southern Cross views that owning the freehold land better secures future surface access.

The main historic workings at the Sunday Creek Project have been drill tested with encouraging results and remain open at depth and along strike. Historic gold mining between 1880-1920 occurred over a greater than 11-kilometre trend where total production is reported as 41,000 oz gold at a grade of 33 g/t gold. Drilling during 1990-2000s focused on shallow, previously mined surface workings, covering an area of 100 metres in width, 800 metres length but only to 80 metres depth. As such, the entire field remains open along strike and to depth.

Mineralization at the Sunday Creek Project is hosted in late-Silurian to early-Devonian-aged shales and siltstones containing a series of dykes of felsic-intermediate composition. Gold is concentrated mainly in and around the EW to NE-SW trending felsic dykes, within predominately NW oriented brittle multiple sheeted veins and cataclastic zones. Individual high-grade quartz-stibnite veins at Apollo and Golden Dyke, and cataclastic zones at Gladys were the focus of historical mining at Sunday Creek. These zones have been proven to continue to depth by Southern Cross. Broader vein-hosted and cataclastic mineralization grading less than 15 g/t gold appears untouched by the historic miners.

Diamond drilling at Sunday Creek continued during and subsequent to the reporting period. The highlight result was SDDSC050, the Company's deepest hole to date (923.7 m) and the widest intersection of gold-antimony mineralization (520.8 m @ 1.7 g/t AuEq with no lower cut). As the deepest hole on the Sunday Creek project by 278 m, SDDSC050 demonstrated the changing nature of mineralization with thick quartz carbonate veins up to 1 m wide with gold and arsenic, but no antimony mineralization. This is a typical change in epizonal deposits in Victoria which transition from gold-antimony to gold only zones at depth.

Further drill results from Sunday Creek during the reporting period continued to expand the known mineralization at the main drill area to 1,350 m along strike and 800 m to depth. Holes SDDSC052 and SDDSC063, in turn, pushed the known mineralization further to the east of the Apollo zone by over 200 m with intersections including 11.6 m @ 7.5 g/t AuEq (6.4 g/t Au, 0.7 %Sb) from 209.4 m and 2.7 m @ 4.4 g/t AuEq (3.4 g/t Au, 0.7 %Sb) from 24.0 m respectively. Drill hole SDDSC055 was designed as a cross hole drilled from the NE to SW across the upper levels of SDDSC050 and 90 m below MDDSC021 (21.7 m @ 6.2 g/t AuEq (4.7g/t Au, 1.0% Sb) from 274.7 m). It intersected 18.6 m @ 4.1 g/t AuEq (1.2 g/t Au, 1.8 %Sb) from 388.5 m 60 m above, 40 m east and in the plane of Rising Sun shoot, previously drilled in SDDSC050 and demonstrated significant scale, grade and continuity of mineralization around SDDSC050.

Drill hole SDDSC061 intersected 12.0 m @ 7.4 g/t AuEq (7.4 g/t Au, 0.0 %Sb) from 688.0 m 270 m vertically below the Rising Sun Shoot intersection in SDDSC050 which returned 14.5 m @ 4.9 g/t AuEq (4.2 g/t Au, 0.5% Sb) from 439.8 m. As with SDDSC050, it demonstrated the system transitioning at depth, with visible gold, in a similar manner to what is observed at other epizonal deposits that are in production in Victoria. Multiple points of visible gold were observed between 691.0 m to 695.1 m in SDDSC061. In a horizontal plane, SDDSC061 is located 187 m west from SDDSC050 and is the third deepest mineralized intersection on the project to date at 690 m vertically below surface. It is interpreted that SDDSC061 remained in the structural hanging wall of the dyke breccia host sequence and did not exit into the footwall of the structure.

SDDSC064 drilled in the Rising Sun area of Sunday Creek and was designed to extend mineralization to depth as a scissor hole (drilled in an opposite direction) to SDDSC050 (305.8 m @ 2.4 g/t AuEq). It achieved this as the deepest mineralization (1.2 m @ 121.8 g/t AuEq (121.8 g/t Au, 0.1 %Sb) from 889.6 m including: 0.5 m @ 158.5 g/t Au and 0.4 m @ 177.5 g/t Au) (830 m vertically below surface) and one of the two highest grade intersections on the Sunday Creek project with increasing abundance of visible gold.

Subsequent to the end of the period, SDDSC066 was drilled east to west sub-parallel to the host sequence, in a zone of intensely altered 'bleached' sericite-albitic siltstones, and sericite-carbonate-albite altered dyke rocks that range from 50 m to 200 m wide. For the first time a fibrous Pb-Sb sulphosalt, possibly boulangerite (Pb<sub>5</sub> Sb<sub>4</sub> S<sub>11</sub>), a

diagnostic alteration mineral in other epizonal deposits, including Fosterville, was identified in void spaces in quartz at 262.5 m in SDDSC066. The hole intersected five main mineralized structures over a 312 m wide downhole interval, while drilling inside the mineralized host. SDDSC066 is the third best intersection on the Sunday Creek project to date, drilled at the east end of drilled mineralization at Sunday Creek (in the Apollo area). The hole was designed to test five main mineralized vein sets and intersected 312 m @ 1.4 g/t AuEq (1.1 g/t Au, 0.2% Sb) from 240.1 m (with no lower cut). This is the greatest down dip extension of mineralization to date on the eastern end of the main mineralized body at Sunday Creek.

SDDSC067 (0.6 m @ 161.6 g/t AuEq (87.6 g/t Au, 46.8% Sb) from 415.7 m) drilled some of the highest grades of antimony (up to 54.0% Sb) and gold on the project. The hole followed up 115 m above a single intersection in SDDSC050, to the west of the Rising Sun vein, successfully defined a new high-grade vein and highlighted the continuity of mineralized structures at Sunday Creek.

SDDSC071 intersected the Rising Sun vein in a 90 m gap between MDDSC020 and MDDSC021 again demonstrating down-dip continuity over large distances and SDDSC075 was the first hole to test the 200 m wide gap between Rising Sun and Gladys. The hole successfully proved the continuity of mineralization, albeit at lower grade.

In March, Southern Cross mobilized a fourth rig to the Sunday Creek property to drill test the Tonstal and Leviathan prospects located up to 7.5 km from the main drill area at Sunday Creek. LiDAR analysis has shown the same mineralization style with a broad NE dyke trend containing NW high grade veins sets similar in scale and form to the main drill area. The Company is looking for the regional drill program at Sunday Creek to successfully demonstrate the same style of mineralization with gold which will be a step shift for the project. Three rigs continue to drill at the main prospect area. Southern Cross expects to report initial assay results from its planned 2,500 m regional drill campaign in the next reporting period.

Highlight holes at Sunday Creek, many of which show visible gold, include:

- 0.6 m @ 161.6 g/t AuEq (87.6 g/t Au, 46.8% Sb) from 415.7 m in SDDSC067
- 10.4 m @ 22.4 g/t AuEq (18.6 g/t Au, 2.4% Sb) from 542.2 m in SDDSC066
- 12.0 m @ 7.4 g/t AuEq (7.4 g/t Au, 0.0 %Sb) from 688.0 m in SDDSC061
- 18.6 m @ 4.1 g/t AuEq (1.2 g/t Au, 1.8 %Sb) from 388.5 m in SDDSC055
- 11.6 m @ 7.5 g/t AuEq (6.4 g/t Au, 0.7 %Sb) from 209.4 m in SDDSC052
- 305.8 m @ 2.4 g/t AuEq (1.6 g/t Au, 0.5% Sb) from 319.2 m in SDDSC050
- 48.9 m @ 3.0 g/t AuEq (2.0 g/t Au, 0.64% Sb) from 182 m in SDDSC049
- 21.5 m @ 15.0 g/t AuEq (12.2 g/t Au and 1.7% Sb) from 183.6 m in SDDSC046
- 3.8 m @ 28.9 g/t AuEq (28.9 g/t Au, 0.01% Sb) from 183.0 m in SDDSC045
- 16.8 m @ 3.4 g/t AuEq (3.2 g/t Au and 0.2% Sb) from 116.0 m in SDDSC040
- 42.0 m @ 4.8 g/t AuEq (3.5 g/t Au and 0.8% Sb) from 166.0 m in hole SDDSC039
- 15.3 m @ 4.2 g/t AuEq (2.8 g/t Au and 0.9% Sb) from 141.0 m in hole SDDSC038

Earlier drill hole highlights at Sunday Creek include:

- 42.0 m @ 4.8 g/t AuEq from 166.0 m (3.5 g/t Au and 0.8% Sb) in SDDSC039
- 15.3 m @ 4.2 g/t AuEq from 141.0 m (2.8 g/t Au and 0.9% Sb) in SDDSC038
- 119.2 m @ 3.2 g/t Au and 0.4% Sb (3.9 g/t AuEq) from 106.8 m in hole SDDSC033
- 36.0 m @ 2.9 g/t AuEq from 197.7 m (2.3 g/t Au and 0.4% Sb) in SDDSC031
- 11.7 m @ 18.0 g/t AuEq from 362.0 m (12.3 g/t Au and 3.0% Sb) in MDDSC025
- 25.4 m @ 5.3 g/t AuEq from 273.9 m (4.0 g/t Au, 0.8% Sb) in MDDSC021
- 15.3 m @ 5.5 g/t AuEq from 231.4 m (2.2 g/t Au and 2.1% Sb) in MDDSC015A
- 10.4 m @ 7.0 g/t AuEq from 203.0 m (5.4 g/t Au and 1.1% Sb) in MDDSC0012
- 19.0 m @ 6.9 g/t AuEq from 66.0 m (6.5 g/t Au and 0.3% Sb) in VCRC022
- 94.0 m @ 1.5 g/t AuEq from 62.0 m (1.3 g/t Au and 0.1% Sb) in VCRC007

The true thickness of the mineralized intervals is interpreted to be approximately 60-70% of the sampled thickness. Drill results quoted have a lower cut of 0.3 g/t Au cut over a 3.0 m width, with higher grades reported with a 5 g/t Au cut over 1.0 m applied unless otherwise indicated.

Mineralization remains open at depth and along strike at Sunday Creek. It has an 11 km mineralized trend that extends beyond the main drill area and includes the Tonstal and Leviathan prospects, which are defined by historic workings and soil sampling and which are being drill tested for the very first time with the fourth drill rig mobilized to site.

Southern Cross acquired an additional 0.65 hectares of freehold land, subsequent to the close of the period, located adjacent to both the main access and current freehold ownership at the Sunday Creek Project. Freehold ownership secures surface access and provides sufficient area for any potential future gold operation.

Southern Cross' projects share geochemical similarities and a common historical processing route to that of Mandalay Resources' Costerfield Mine. As such Southern Cross considers that it is appropriate to adopt the same gold equivalent variables as Mandalay in its [Mandalay Technical Report, 2022](#) dated March 26, 2022 of  $AuEq = Au (g/t) + 1.58 \times Sb (\%)$ . This used Brunswick Processing Plant 2021 recoveries of 93% Au and 95% Sb and a gold price of US\$ 1,700/oz, and an antimony price of US \$8,500/t.

## **Whroo Project**

### *Exploration Summary*

In December 2021, Mawson Victoria completed two diamond holes under the Balaclava open pit. Highlight intersections include 0.6 m @ 49.6 g/t and antimony grades, including 0.2 m @ 16.5% Sb. No drilling was completed at Whroo during the reporting period.

A detailed LiDAR survey has identified 34,500 individual workings over 63 km<sup>2</sup> (~550 per km<sup>2</sup>), and classified the data as alluvial vs hard rock in character. A gradient array IP geophysical survey was conducted 8.5 km west of the Balaclava open pit at Doctors Gully over a 4 km<sup>2</sup> area. The LiDAR data interpretation extended the mapped workings a further 4 kilometres to the east. Three reconnaissance diamond drill holes for 330.5 metres were also completed at Doctors Gully at the start of 2021, with the better results including 1.0 metre @ 2.9 g/t gold from 45.3 metres in MDDDG001, 3.8 metres @ 0.7 g/t gold from 71.7 metres in MDDDG001 and 1.6 metres @ 1.9 g/t gold from 24.7 metres in MDDDG003.

Historical holes intersected 60 metres @ 0.35 g/t gold from 133 metres beneath the Balaclava open pit including 1.5 m @ 6.1 g/t Au from 108.0 m, 1.5 metres @ 1.8 g/t Au from 149.5 m and 1.5 m @ 5.3 g/t Au from 179.5 m.

Key intersections in the Whroo project reported using a 0.3 g/t AuEq cutoff over two metres and including 5.0 g/t AuEq cutoffs over one metre. The true thickness of the mineralized intervals is not known at this stage.

### *Property Summary*

The Whroo Project comprises six granted exploration licences and one granted retention licence held by Nagambie, and one exploration licence application by Mawson Victoria. Southern Cross, via its wholly owned subsidiary Mawson Victoria, can earn up to a 70% interest in the Whroo Project.

The 14-kilometre long Whroo Project is one of the largest historic epizonal goldfields in Victoria located 130 kilometres north of Melbourne within 221 kilometres<sup>2</sup> of exploration tenements. The Whroo Project consists of the Balaclava Hill area which contains thirteen named reefs from an open pit and 137 metre deep shaft, while shallow workings extend over the entire trend.

Alluvial gold mining commenced at Whroo during the initial gold boom of the 1850s and a settlement was quickly established. Significant alluvial workings are present throughout the field. Hard rock mining commenced in 1855. Production at Whroo is estimated to have been 40,000 oz of gold at grades varying from 5 g/t gold to >700 g/t gold. Prior to recent drilling by Mawson Victoria, it remained untested to depth.

As of the date of this MD&A Southern Cross has met its minimum first year commitment, however, it did not meet its minimum second year commitment by December 2, 2022. Both parties have agreed that the joint venture remains in good standing which has been extended by mutual consent.

## **Redcastle Project - 70%**

### *Exploration Summary*

The exploration strategy at Redcastle over the last 18 months during the earn-in period has focused on searching for high-grade epizonal gold at depth beneath historic mines. The approach was to compile all historical mining and exploration data into a 3D model and apply large scale geophysical and remote sensing methods to identify mineral systems below 50 metres depth, followed by oriented diamond drilling to test targets.

Mawson Victoria has drilled 16 drillholes for 2,786.9 metres across total of eight prospects at Redcastle (for an average hole depth of 174.2 metres), with highlights below. No drilling was completed during the reporting period, however many targets require follow-up drilling. Thin to moderate grades and widths of gold were discovered in all drill holes, except those that hit historic mine workings.

- 1.8 m @ 3.0 g/tAu and 0.0% Sb from 75.7 m in MDDRE010 (including 0.5 m at 9.1 g/t Au from 75.7m)
- 9.0 m @ 0.4 g/t Au and 0.0% Sb from 50.0 m in MDDRE006
- 1.9 m @ 1.0 g/t Au and 0.2 % Sb from 51.5 m in MDDRE009a

Mawson Victoria has drilled 16 drillholes for 2,786.9 metres across total of eight prospects at Redcastle (for an average hole depth of 174.2 metres). The true thickness of mineralized intervals is not known at this stage.

### *Property Summary*

The Redcastle Project is located in central Victoria 120 kilometres north of Melbourne, 45 kilometres east of Bendigo and about 20 kilometres northeast of Heathcote. It is a shallow orogenic (or epizonal) Fosterville-style historic high-grade field held within a tenure area of 56.7 kilometres<sup>2</sup>. Southern Cross, via its wholly owned subsidiary Mawson Victoria, can earn up to a 70% interest in the Recastle Project.

Redcastle was discovered in 1859 and named the Balmoral Diggings, later renamed 'Redcastle'. Underground mining continued until 1902. Total primary gold extracted from the Redcastle diggings was ~35,000 oz at 33 g/t. Its extremely high gold grades with visible gold in quartz (+/- stibnite association) were mined over a 4.5 x 7 kilometre area containing over 24 historic mining areas but it remains poorly explored to depth.

It is located 2 kilometres along strike from Mandalay Resources' Costerfield mine exploration licences and 24 kilometres east of Agnico Eagle's Fosterville mine – two of the world's highest grade gold mines. Part of the northern margin of the claim adjoins a Newmont Corporation exploration licence application ELA 6893.

Subsequent to the close of the period, Sothern Cross purchased 100% of the Laura PL6415 prospecting licence within the Redcastle Project. Laura is located entirely within Sothern Cross' 70% owned Redcastle JV and is one of the higher-grade parts of the Redcastle goldfield, where recent drilling has identified very high grades (up to 704 g/t Au and 24.7% Sb) within continuous and targetable structures above a 1.3 km long and a coherent IP anomaly.

## **Mt Isa Project - 100%**

Southern Cross, via its wholly owned subsidiary Mawson Queensland, holds six exploration prospecting licences for 861 kilometre<sup>2</sup> of granted exploration licences in the Cloncurry district of Mt Isa, over a combined 60 kilometres of strike, and is surrounded by South32 Ltd and Sandfire Resources Ltd. Southern Cross is exploring for large iron-oxide-copper-gold (IOCG) and Broken Hill type (BHT) or Cannington-style Pb-Zn-Ag deposits in the Eastern Succession of the Mount Isa Block. The area is entirely under cover (estimated thickness 250 metres to 400 metres) and virtually unexplored.

In 2019, Mawson Queensland flew 100 metre spaced airborne magnetics and completed a 1 kilometre x 1 kilometre ground-based gravity over its entire Mount Isa SE tenements. This program was partly funded in part by a \$100,000 grant from the Queensland Government's Collaborative Exploration Initiative (CEI). This work defined gravity and/or magnetic targets which included the multi-point definition of the priority F11 target.

In July 2020, Mawson Queensland received AUD \$200,000 funding for the F11 drill program under the Queensland Government's Collaborative Exploration Initiative. Mawson Queensland subsequently completed its first, and only,

drill hole (MQDDH001) to 849.7 metres with basement rocks intersected at 318 metres. The lower part of the drill hole below 750 metres contains most of the sulphides of interest, in particular pyrrhotite-rich zones with veinlets and disseminated chalcopyrite hosted by potassic-altered metasediments and mafic rocks. It is within these zones that the anomalous copper (up to 8,660 ppm Cu 0.3 m) occurs.

During fiscal 2023 an impairment charge of \$938,489 was recorded against the carrying value of the Mount Isa Project. The results of the Company's last work program at the Mount Isa Project, the higher risk of deep exploration targets at Mt. Isa and the Company's focus on and success of work ongoing at Sunday Creek in Victoria are all factors which contributed to the impairment decision. The Company maintains the majority of its claims in the Mt. Isa area and will review budget allocations against exploration results from its portfolio as it progresses.

## **Future Developments**

### ***Finland***

Future work in Finland will focus on:

- Prospecting and drilling, with an aim to define further ounces across both the near-resource step out potential and the district-scale opportunities at Rajapalot.
- De-risk current and future ounces.
  - Ongoing metallurgical test-work and flowsheet optimization for cobalt and gold
  - Options definition and assessment to optimize project configuration from a technical and permitting perspective
  - Ongoing baseline, EIA and land-use planning processes and studies
  - Continuation of strong stakeholder cooperation in all levels (local, regional, governmental)
- Aim to define Rajapalot as one of the strategic EU projects according to EU's CRMA (Critical Raw Materials Act)

### ***Sweden***

- Mawson intends to continue, at a minimum, to meet its earn in commitments on the property.
- Work will be focused almost exclusively on continued exploration to grow the mineralized footprint, subject to ongoing exploration results.

### ***Southern Cross, Australia***

- Southern Cross operates as an independently managed business that is a subsidiary of Mawson by virtue of its 51% holding.
- Southern Cross' exploration efforts will focus primarily on the Sunday Creek property.

Mawson will continue to leverage its experience base to evaluate additional mineral properties as a means of value accretion and risk diversification to complement its core project priorities. This model has been demonstrated successfully through the Australian gold properties, Skellefteå North in Sweden, and historically with the 2014 distribution of Darwin Resources (now Tinka Resources).

## **Qualified Person**

Michael Hudson, Executive Chairman of Mawson, and a Fellow of the Australasian Institute of Mining and Metallurgy is a qualified person as defined by National Instrument 43-101 - Standards of Disclosure or Mineral Projects has reviewed and verified the scientific and technical information provided under Exploration Projects of this MD&A and is responsible for the technical information not directly related to the MRE or PEA in this MD&A.

The PEA was prepared for the Company by independent consulting firm SRK Consulting (Finland) Oy with contributions from several Qualified Persons (as the term is defined in NI 43-101) with specific subject matter expertise including local consultancy Sweco Oy for process plant and infrastructure design and cost estimating, AFRY for mineral resource estimation, Paterson & Cooke Nordic AB for backfill, and Vahanen Environment for environmental and social assessment.

## Financial Data

The following selected financial information is derived from the audited annual consolidated financial statements of the Company.

	Years Ended May 31,		
	2023 \$	2022 \$	2021 \$
<b>Operations:</b>			
Revenues	Nil	Nil	Nil
Expenses	(5,291,105)	(3,266,237)	(3,024,079)
Other items	(1,344,474)	(879,150)	82,998
Net loss	(6,635,579)	(4,145,387)	(2,941,081)
Other comprehensive (loss) income	(896,716)	27,353	Nil
Comprehensive loss	(7,532,295)	(4,118,034)	(2,941,081)
Basic and diluted loss per share	(0.02)	(0.02)	(0.01)
Dividends per share	Nil	Nil	Nil
<b>Balance Sheet:</b>			
Working capital	13,113,119	11,387,450	6,694,302
Total assets	76,223,760	66,539,631	54,962,290
Total long-term liabilities	(710,097)	Nil	Nil

The following selected financial information is derived from the unaudited condensed consolidated interim financial statements of the Company.

	Fiscal 2023				Fiscal 2022			
	May 31 2023 \$	Feb 28 2023 \$	Nov 30 2022 \$	Aug 31 2022 \$	May 31 2022 \$	Feb 28 2022 \$	Nov 30 2021 \$	Aug 31 2021 \$
<b>Operations:</b>								
Revenues	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Expenses	(1,070,628)	(2,112,608)	(1,232,165)	(875,704)	(1,245,126)	(549,494)	(824,082)	(647,535)
Other items	(128,720)	(2,181,866)	150,000	816,112	(296,060)	(598,631)	(729,498)	745,039
Net (loss) income	(1,199,348)	(4,294,474)	(1,082,165)	(59,592)	(1,541,186)	(1,148,125)	(1,553,580)	97,504
Other comprehensive (loss) income	(1,174,167)	215,590	588,698	(526,837)	27,353	Nil	Nil	Nil
Comprehensive (loss) income	(2,373,515)	(4,078,884)	(493,467)	(586,429)	(1,513,833)	(1,148,125)	(1,553,580)	97,504
Basic and diluted (loss) income per share	(0.01)	(0.01)	(0.00)	(0.00)	(0.01)	(0.00)	(0.01)	0.00
Dividends per share	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
<b>Comprehensive (loss) income attributed to:</b>								
Shareholders of the Company	(1,119,398)	(3,586,076)	(486,019)	(210,298)	(1,265,765)	(1,145,643)	(1,553,580)	97,504
Non-controlling interest	(1,254,117)	(492,808)	(7,448)	(376,131)	(248,068)	(2,482)	Nil	Nil
<b>Balance Sheet:</b>								
Working capital	13,113,119	17,158,267	19,536,222	9,280,533	11,387,450	6,231,761	2,866,972	5,018,115
Total assets	76,123,760	77,184,291	80,042,362	65,735,945	66,539,631	61,808,688	53,683,436	54,748,628
Total long-term liabilities	(710,097)	(170,246)	Nil	Nil	Nil	Nil	Nil	Nil

## Results of Operations

As at the date of this MD&A the Company has not earned any production revenue, nor found proved reserves on any of its unproven mineral interests; therefore, the expenses are not subject to seasonal fluctuations or general trends. The Company's expenses and cash requirements will fluctuate from period to period depending on the level of activity and, therefore, lack some degree of comparability. The Company's quarterly results may be affected by many factors such as timing of exploration activity, share-based payment costs, marketing activities and other factors that affect Company's exploration and financing activities. Furthermore, the Company's net loss/income may also be affected by the current fair value of its investments held. In addition, although Southern Cross has raised additional funding in November 2022, reducing the Company's ownership interest in Southern Cross from 60% to 51%, the Company still has control and continues to fully consolidate Southern Cross.



*Three Months Ended May 31, 2023 Compared to Three Months Ended February 28, 2023*

During the three months ended May 31, 2023 (“Q4”) the Company reported a net loss of \$1,199,348 compared to a net loss of \$4,294,474 for the three months ended February 28, 2023 (“Q3”), a decrease in loss of \$3,095,126. The decrease in loss was due to the following:

- (i) \$1,041,980 decrease in expenses, from \$2,112,608 in Q3 to \$1,070,628 in Q4. The decrease was primarily due to a general reduction on expense categories in Q4;
- (ii) during Q3 the Company recorded an impairment charge of \$903,463 compared to \$35,026 during Q4 on the Mount Isa Project located in Australia; and
- (iii) during Q4 the Company recorded a \$660,971 unrealized holding loss in its investment in the Nagambie shares compared to a \$1,049,007 loss recognized in Q3, a difference of \$388,036.

*Three Months Ended May 31, 2023 Compared to Three Months Ended May 31, 2022*

During the three months ended May 31, 2023 (“Q4/2023”) the Company reported net loss of \$1,199,348 compared to a net loss of \$1,541,186 for the three months ended May 31, 2022 (“Q4/2022”), a decrease in loss of \$341,838. The decrease in loss was primarily attributed to a decrease in expenses from \$1,245,126 in Q4/2022 to \$1,070,628 in Q4/2023.

*Year Ended May 31, 2023 Compared to Year Ended May 31, 2022*

During the year ended May 31, 2023 (“fiscal 2023”) the Company reported a net loss of \$6,635,579 compared to a net loss of \$4,145,387 for the year ended May 31, 2022 (“fiscal 2022”) an increase in loss of \$2,490,192. The increase in loss was attributed to:

- (i) \$2,024,868 increase in expenses, from \$3,266,237 in fiscal 2022 to \$5,291,105 in fiscal 2023 due to significant variances in the following categories:
  - incurred director and office compensation of \$889,850 during fiscal 2023 compared to \$566,208 during fiscal 2022. The increase is primarily due to the restructuring of the Australian assets resulting in compensation to certain key management personnel of Southern Cross. See “Related Party Disclosures”;
  - incurred significant increases to accounting and administrative, salaries and benefits and professional fees during fiscal 2023 due to the restructuring of the Australian assets and spin-out of Southern Cross as an Australian publicly listed company;
  - recognition of share-based compensation of \$1,727,705 in fiscal 2023 compared to \$497,245 in fiscal 2022 on the granting and vesting of share options in both the Company and in Southern Cross. Recognition of share-based compensation fluctuates based on the granting and vesting of share options.
- (ii) during fiscal 2023 the Company recorded an impairment charge of \$938,489 on the Mount Isa SE Project located in Australia; and
- (iii) during fiscal 2023 the Company experienced a foreign exchange gain of \$77,275 compared to a foreign exchange loss of \$214,099 in fiscal 2022, a fluctuation of \$291,374.

The above increases in losses were partially off set by the Company recording a \$574,902 unrealized loss in investments mainly in the Nagambie shares during fiscal 2023 compared to a \$710,485 loss in fiscal 2022, a fluctuation of \$135,583.

As the Company is in the exploration stage of investigating and evaluating its unproven mineral interests, it has no source of operating revenue. Interest income is generated from cash on deposit and short-term money market instruments issued by major financial institutions. During fiscal 2023 the Company reported interest of \$91,642 compared to \$45,434 during fiscal 2022.

## Investments

	As at May 31, 2023			
	Number	Cost \$	Unrealized Gain (Loss) \$	Carrying Value \$
Common shares				
Nagambie Resources Limited (“Nagambie”)	53,361,046	1,768,741	121,092	1,889,833
Kingsmen Resources Limited (“Kingsmen”)	18,750	45,000	(38,062)	6,938
		<u>1,813,741</u>	<u>83,030</u>	<u>1,896,771</u>
	As at May 31, 2022			
	Number	Cost \$	Unrealized Gain (Loss) \$	Carrying Value \$
Common shares				
Nagambie	51,321,377	1,637,585	700,119	2,337,704
Kingsmen	18,750	45,000	(42,188)	2,812
		<u>1,682,585</u>	<u>657,931</u>	<u>2,340,516</u>

During fiscal 2023 the Company purchased an additional 2,039,669 (2022 - 1,321,377) ordinary shares of Nagambie for \$131,156 (2022- \$65,085). The Company purchased the additional Nagambie common shares to maintain its same percentage interest in Nagambie.

## Financings

### Fiscal 2023

No financings were completed by the Company during fiscal 2023. In November 2022 Southern Cross completed a private placement of AUD\$9,093,300, diluting the Company’s ownership interest from 60% to 51%.

### Fiscal 2022

During fiscal 2022 the Company completed a public offering totalling 36,667,000 common shares of the Company at \$0.15 per share for net proceeds of \$4,915,336 (net of agents fees of \$330,003 and expenses of \$254,711). The proceeds from the offering were deployed as contemplated with no material variances.

## Exploration and Evaluation Assets

	As at May 31, 2023			
	Acquisition Costs \$	Deferred Exploration Costs \$	Foreign Exchange Movement \$	Total \$
Finland				
Rompas-Rajapalot	3,976,678	40,888,935	-	44,865,613
Sweden				
Skelleftea North	70,357	258,979	-	329,336
Australia				
Sunday Creek	780,616	8,222,758	(303,680)	8,699,694
Redcastle	39,601	1,586,580	(73,446)	1,552,735
Whroo JV	107,352	637,994	(31,728)	713,618
	<u>4,974,604</u>	<u>51,595,246</u>	<u>(408,854)</u>	<u>56,160,996</u>

	As at May 31, 2022			
	Acquisition Costs \$	Deferred Exploration Costs \$	Foreign Exchange Movement \$	Total \$
Finland				
Rompas-Rajapalot	3,684,068	39,331,424	-	43,015,492
Sweden				
Skelleftea North	70,357	-	-	70,357
Australia				
Sunday Creek	764,061	2,902,816	(81,183)	3,585,694
Redcastle	38,271	1,485,413	(33,734)	1,489,950
Whroo JV	103,266	505,442	(13,477)	595,231
Mount Isa SE	331,773	574,772	(20,071)	886,474
	<u>4,991,796</u>	<u>44,799,867</u>	<u>(148,465)</u>	<u>49,643,198</u>

During fiscal 2023 the Company incurred a total of \$7,456,287 (2022 - \$5,576,889) on the acquisition, exploration and evaluation of its unproven resource assets of which \$1,850,121 (2022 - \$3,533,418) was incurred on its Finnish properties, \$258,979 (2022 - \$70,357) on its Swedish property and \$5,347,187 (2022 - \$1,973,114) on its Australian properties net of foreign exchange movement. During fiscal 2023 the Company determined to impair all capitalized expenditures on the Mount Isa SE project and, accordingly, recorded an impairment of \$938,489 for all acquisition and exploration amounts incurred. See “Exploration Projects” in this MD&A for details.

### Financial Condition / Capital Resources

As at May 31, 2023 the Company had working capital in the amount of \$13,113,119, which included cash of \$14,680,432 and of which \$13,373,691 was attributed to its 51% owned subsidiary, Southern Cross. The Southern Cross funds are dedicated to fund exploration programs on properties in Australia and not Finland or Sweden. Management considers that the Company will need to raise additional capital from the sale of common shares or other equity or debt instruments to maintain its core operations and planned exploration programs on its existing exploration and evaluation assets for the next twelve months. To date the Company has not earned any revenue and is considered to be in the exploration stage. The Company’s operations are funded from equity financings which are dependent upon many external factors and may be difficult to impossible to secure or raise when required. While the Company has been successful in securing financings in the past there can be no assurance that it will be able to do so in the future.

### Off-Balance Sheet Arrangements

The Company has no off-balance sheet arrangements.

### Proposed Transaction

The Company has 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 and assumptions used for share-based compensation. Actual results may differ from those estimates.

A detailed summary of the Company’s critical accounting estimates and sources of estimation is included in Note 3 to the May 31, 2023 audited annual consolidated financial statements.

### Changes in Accounting Policies

There were no changes to accounting policies.

A detailed summary of all the Company's significant accounting policies and accounting standards and interpretations issued but not yet effective, is included in Note 3 to the May 31, 2023 audited annual financial statements.

## 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. The Company has determined that key management personnel consists of members of the Company's Board of Directors and its executive officers.

- (a) During fiscal 2023 and 2022 periods the following fees were incurred to current and former key management personnel:

	2023 \$	2022 \$
Professional fees - Mr. Hudson - Chairman, former CEO and director <sup>(1)</sup>	100,500	168,000
Other compensation - Mr. Hudson	-	20,000
Professional fees - Mr. Fairhall - former CEO and director <sup>(2)</sup>	333,082	193,175
Professional fees - Mr. DeMare - CFO and director	24,000	24,000
Other compensation - Mr. DeMare	-	10,000
Professional fees - Mr. Henstridge - director <sup>(6)</sup>	7,500	18,000
Professional fees - Mr. Maclean - director	18,000	18,000
Professional fees - Mr. Williams - director <sup>(3)</sup>	18,000	24,000
Professional fees - Ms. Ahola - director <sup>(4)</sup> (current Interim CEO)	138,893	136,602
Other compensation - Ms. Ahola	13,685	30,769
Professional fees - Mr. Jentz - director <sup>(5)</sup>	27,500	-
Professional fees - Mr. Griffin - director <sup>(7)</sup>	6,000	-
Professional fees - Ms. Bermudez - Corporate Secretary	42,000	41,860
Other compensation - Ms. Bermudez	-	10,000
	<u>729,160</u>	<u>694,406</u>

(1) Mr. Hudson resigned as CEO of the Company on September 7, 2021.

(2) Mr. Fairhall was appointed CEO of the Company on September 7, 2021 and became a director on November 29, 2021. Mr. Fairhall resigned as CEO and director effective March 21, 2023.

(3) Mr. Williams received \$18,000 (2022 - \$18,000) for director fees and \$nil (2022 - \$6,000) for being a member of the Advisory Committee.

(4) Ms. Ahola received \$18,000 (2022 - \$18,000) for director fees and \$120,893 (2022 - \$118,602) for being a member of the Environmental Health and Safety Committee. Effective March 21, 2023 Ms Ahola was appointed Interim CEO.

(5) Mr. Jentz was appointed as a director of the Company on September 8, 2022.

(6) Mr. Henstridge did not stand for re-election at the Company's Annual General Meeting on November 8, 2022.

(7) Mr. Griffin was appointed as a director of the Company on February 13, 2023.

During fiscal 2023 period the Company incurred a total of \$729,160 (2022 - \$694,406) to current and former key management personnel for salaries and fees which have been allocated based on the nature of the services provided: expensed \$608,268 (2022 - \$545,035) to directors and officers compensation and capitalized \$120,892 (2022 - \$149,371) to exploration and evaluation assets. As at May 31, 2023 \$53,466 (2022 - \$93,592) remained unpaid.

During fiscal 2023 the Company also recorded \$1,174,300 (2022 -\$179,000) share-based compensation for share options and RSUs granted to current and former key management personnel as follows:

	2023 \$	2022 \$
Mr. Hudson - share based compensation for share options	156,000	-
Mr. DeMare - share based compensation for share options	65,000	-
Mr. Maclean - share based compensation for share options	117,000	-
Mr. Williams - share based compensation for share options	117,000	-
Ms. Ahola - share based compensation for share options	156,000	-
Mr. Jentz - share based compensation for share options	166,800	-
Mr. Griffin - share based compensation for share options	117,000	-
Ms. Bermudez - share based compensation for share options	45,500	-

	2023 \$	2022 \$
Mr. Fairhall - share based compensation for RSUs	-	66,000
Mr. Fairhall - share based compensation for share options	234,000	25,000
Mr. Hudson - share based compensation for RSUs	-	44,000
	1,174,300	135,000

The Company has a management agreement with its Chairman which provides that in the event the Chairman's services are terminated without cause or upon a change of control of the Company, a termination payment of two years of compensation is payable. If the termination had occurred on May 31, 2023 the amount payable under the agreement would be \$120,000.

- (b) During fiscal 2023 the Company incurred a total of \$73,350 (2022 - \$57,575) with Chase Management Ltd. ("Chase"), a private corporation owned by Mr. DeMare for accounting and administration services provided by Chase personnel, excluding Mr. DeMare, and \$4,020 (2022 - \$4,020) for rent. As at May 31, 2023 \$4,820 (2022 - \$3,835) remained unpaid. In addition the Company recorded share-based compensation of \$32,500 (2022 - \$nil) on the granting of share options to Chase.
- (c) During fiscal 2022 the Company purchased a vehicle for \$56,179 from a private corporation controlled by Mr. Hudson.
- (d) During fiscal 2023 Southern Cross paid a total of \$281,582 (2022 - \$21,173) for fees to certain of its key management personnel who are also directors or officers of the Company, and these amounts have been expensed to directors and officers compensation. The Company also recorded \$167,447 (2022 - \$112,969) share-based compensation for the vesting of Southern Cross share options granted in fiscal 2022 to these key management personnel.

### **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 believes that it is in compliance in all material regulations applicable to its exploration activities. The Company is dealing with certain Finnish environmental authorities in regards to certain issues on the Rompas-Rajapalot property. See also "Exploration Projects - Finland - Environment and Permitting". 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 Finland and Australia 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.

Additional risks and uncertainties relating to the Company and its business can be found in the "Risk Factors" section of the Company's most recent Annual Information Form available at [www.sedar.com](http://www.sedar.com) or the Company's website at [www.mawsongold.com](http://www.mawsongold.com).

### **Outstanding Share Data**

The Company's authorized share capital is unlimited common shares without par value. As at August 29, 2023 there were 294,910,810 issued and outstanding common shares. In addition, there were 15,200,000 share options outstanding, at exercise prices ranging from \$0.15 to \$0.48 per share and 1,100,010 warrants outstanding at an exercise price of \$0.15 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 have 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. Management relies upon certain informal procedures and communication, and upon "hands-on" knowledge of senior management. Due to the minimal number of 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.

## **Internal Control over Financial Reporting**

The management of the Company is responsible for establishing and maintaining adequate internal control over financial reporting. Internal control over financial reporting is a process to provide reasonable assurance regarding the reliability of the Company's financial reporting for external purposes in accordance with IFRS. Internal control over financial reporting includes maintaining records that in reasonable detail accurately and fairly reflect the Company's transactions and dispositions of the assets of the Company; providing reasonable assurance that transactions are recorded as necessary for preparation of the Company's consolidated financial statements in accordance with IFRS; providing reasonable assurance that receipts and expenditures are made in accordance with authorizations of management and the directors of the Company; and providing reasonable assurance that unauthorized acquisition, use or disposition of Company's assets that could have a material effect on the Company's consolidated financial statements would be prevented or detected on a timely basis. Because of its inherent limitations, internal control over financial reporting is not intended to provide absolute assurance that a misstatement of the Company's consolidated financial statements would be prevented or detected.

Management conducted an evaluation of the effectiveness of the Company's internal control over financial reporting based on the framework and criteria established in *Internal Control – Integrated Framework*, issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013). This evaluation included review of the documentation of controls, evaluation of the design effectiveness of controls, testing of the operating effectiveness of controls and a conclusion on this evaluation. Based on this evaluation, management concluded that the Company's internal control over financial reporting was effective as of May 31, 2023.

## **Changes in Internal Control over Financial Reporting**

Internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS. The Chief Executive Officer and Chief Financial Officer have concluded that there has been no change in the Company's internal control over financial reporting during the period beginning on June 1, 2022 and ending on May 31, 2023 that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.