

OTCQB Certification

I, James Manning, Chief Executive Officer of Mawson Infrastructure Group Inc ("the Company"), certify that:

1. The Company is registered or required to file periodic reporting with the SEC or is exempt from SEC registration as indicated below (mark the box below that applies with an "X"):
☒ Company is registered under Section 12(g) of the Exchange Act
☐ Company is relying on Exchange Act Rule 12g3-2(b)
☐ Company is a bank that reports to a Bank Regulator under Section 12(i) of the Exchange Act
☐ Company is a bank that is non-SEC reporting but is current in its reporting to a Banking Regulator
☐ Company is reporting under Section 15(d) of the Exchange Act.
☐ Company is reporting under the Alternative Reporting Company Disclosure Guidelines
☐ Company is reporting under Regulation A (Tier 2)
☐ Other (describe) _____
2. The Company is current in its reporting obligations as of the most recent fiscal year end and any subsequent quarters, and such information has been posted either on the SEC's EDGAR system or the OTC Disclosure & News Service, as applicable.
3. The Company Profile displayed on www.otcmarkets.com is current and complete as of August 27, 2021 and includes the total shares outstanding, authorized, and in the public float as of that date.
4. The share information below is for the primary OTCQB traded security as of the latest practicable date:

Trading Symbol		<u>MIGI</u>
The data in this chart is as of:		<u>05/27/2021</u>
Shares Authorized	(A)	<u>120,000,000</u>
Total Shares Outstanding	(B)	<u>65,019,971</u>
Number of Restricted Shares (SEE NOTE 1 BELOW)	(C)	<u>31,050,697</u>
Unrestricted Shares Held by Officers, Directors, 10% Control Persons & Affiliates	(D)	<u>5,857,317</u>
Public Float: <i>Subtract Lines C and D from Line B</i>	(E)	<u>28,111,957</u>
% Public Float: <i>Line E Divided by Line B (as a %)</i> (SEE NOTE 2 BELOW)	(F)	<u>43.24%</u>
Number of Beneficial Shareholders of at least 100 shares (SEE NOTE 3 BELOW)	(G)	<u>617</u>

NOTE 1: Restricted Shares means securities that are subject to resale restrictions for any reason. Your transfer agent should be able to provide the total number of restricted securities.

NOTE 2: Public Float means the total number of unrestricted shares not held directly or indirectly by an officer, director, any person who is the beneficial owner of more than 10 percent of the total shares outstanding (a "10 percent Control Person"), or any Affiliates thereof, or any Family Members of officers, directors and control persons. Family Member shall mean a Person's spouse, parents, children and siblings, whether by blood, marriage or adoption, or anyone residing in such Person's home. OTCQB traded securities are required to have a freely traded public float of at least 10% of the shares outstanding, unless an exemption applies.

NOTE 3: Beneficial Shareholder means any person who, directly or indirectly has or shares voting power of such security or investment power, which includes the power to dispose, or to direct the disposition of, such security. OTCQB traded securities are required to have at least 50 beneficial shareholders, unless an exemption applies.

5. The company is duly organized, validly existing and in good standing under the laws of Delaware in which the Company is organized or does business.

6. The following is a complete list of any law firm(s) and attorney(s) that acted as the Company's primary legal counsel in preparing its most recent annual report. Include the firm and attorney(s) name if outside counsel, or name and title if internal counsel. (If no attorney assisted in putting together the disclosure, identify the person(s) who prepared the disclosure and their relationship to the company.) Please also identify any other attorney, if different than the primary legal counsel, that assisted the company during the prior fiscal year on any matter including but not limited to, preparation of disclosure, press releases, consulting services, corporate action or merger assistance, etc.

Sullivan & Worcester LLP - Ron Ben-Bassat
Goldfarb Seligman & Co - Ido Zemach

7. The following is a complete list of third party providers, including names and addresses, engaged by the Company, its officers, directors or controlling shareholders, at any time during the last complete fiscal year and any interim period between the last fiscal year end and the date of this OTCQB Certification, to provide investor relations services, public relations services, marketing, brand awareness, consulting, stock promotion, or any other related services to the Company. Please describe the services provided by each third party provider listed below.

Hayden IR - Investor Relations Firm
15879 N. 80th Street
Suite 204
Scottsdale, AZ 85260

Dentons US LLP - Legal Services
1221 Ave. of the Americas
New York, NY 10021

LNP Audit + Assurance - Audit Services
L14, 309 Kent St.
Sydney, NSW 2000
Australia

8. Convertible Debt

The following is a complete list of all promissory notes, convertible notes, convertible debentures, or any other debt instruments that may be converted into a class of the issuer's equity securities that were issued or outstanding at any time during the last complete fiscal year and any interim period between the last fiscal year end and the date of this OTCQB Certification:

☐ Check this box if there were no promissory notes, convertible notes, or other convertible debt arrangements issued or outstanding at any point during this time period.

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	# Shares Converted to Date	Name of Noteholder (entities must have individual with voting / investment control disclosed). ¹	Reason for Issuance (e.g. Loan, Services, etc.)

¹ International Reporting Companies may elect not to disclose the names of noteholders who are non-affiliates of the company. "Affiliate" is a Person that directly, or indirectly through one or more intermediaries, controls or is controlled by, or is under common control with, an officer, a director, or a shareholder beneficially-owning 10 percent or more of the Company's outstanding shares.

February 15 2021	0	21,569,520	\$854,778	August 12 2021	3.39	6,449,649		Loan

Use the space below to provide any additional details, including footnotes to the table above:

On February 15, 2021, Cosmos completed the issuance of convertible notes (the "Cosmos Convertible Notes") with an aggregate principal amount of approximately US\$21 million to several non-U.S. sophisticated or professional investors. All Convertible notes have been converted and there are no new convertible notes outstanding.

The list of convertible note holders is annexed at Exhibit A to this form.

9. Officers, Directors and 5% Control Persons

The following is a complete list of Officers, Directors and 5% Control Persons (control persons are beneficial owners five percent (5%) or more of any class of the issuer's equity securities), including name, address, and number of shares owned. Options and warrants that can be converted into common shares within the next 60 days should be included in the shareholdings listed below. **If any of the beneficial shareholders are corporate entities, provide the name and address of the person(s) owning or controlling such corporate entities.**

Name	City and State (and Country if outside US)	Number of Shares Owned (list common, warrants and options separately)	Percentage of Class of Shares Owned
Defender Equities Pty Ltd (James Manning)	Sydney, Australia	3,758,265	5.78%
Inbocalupo Pty Ltd (Nicholas Hughes-Jones)	Sydney, Australia	4,888,800	7.52%
Manning Capital Holdings Pty Ltd (Louise Manning)	Adelaide, Australia	4,797,135	7.38%
Yossi Keret	Hod Hasharon, Israel	20,000	0.03%
Greg Martin	Sydney, Australia	55,868	0.09%
James Manning	Sydney, Australia	9,515	0.02%
Michael Hughes	Sydney, Australia	359,543	0.55%
Liam Wilson	Georgia, US	5,268	0.01%

10. Certification

Date: 08/31/2021

Name of Certifying CEO or CFO: James Manning

Title: CEO

Signature: /s/ JAMES MANNING

(Digital Signatures should appear as "/s/ [OFFICER NAME]")

EXHIBIT A

MAWSON CONVERTIBLE NOTE LIST

Cert No.	Name	Address	Email Address	CMOU
1	AJAC GROUP SUPERANNUATION PTY LIMITED	50 WALUMETTA DRIVE, WOLLSTONECRAFT NSW 2065	andrewm@marshall.com.au	100,000
2	EDWARD ALEXANDER LAWSON WEBSTER	LEVEL 27, 25 BLIGH STREET SYDNEY NSW 2000	karen.cummins@gleneagle.com.au	10,000
3	DEMPSEY CAPITAL PTY LTD ATF ALIUM ALPHA FUND	LEVEL 2, 139 MACQUARIE STREET, SYDNEY NSW 2000	tb@aliumcap.com	1,000,000
4	ARNOTT CAPITAL PTY LTD ATF ARNOTT OPPORTUNITY TRUST	460 BLACKSPRING ROAD, HIGH RANGE NSW 2575	yg@arnott.com.au	627,000
5	ARNOTT OPPORTUNITIES (CAYMAN) FUND LTD	3RD FLOOR CITRUS GROVE GORING AVENUE PO BOX 10364	yg@arnott.com.au	473,000
6	MR BRUCE HIGGINS & MRS RUTH HIGGINS ATF HIGGINS FAMILY SUPERANNUATION FUND	PO BOX 898 WILLIAMSTOWN VIC 3016	hbruce@bigpond.net.au	32,468
7	CHIFLEY PORTFOLIOS PTY LTD	LEVEL 7 151 MACQUARIE STREET SYDNEY NSW 2000	dhannon@cigroup.net.au	50,000
8	CKBCAJ FAMILY PTY LTD <MACDONALD FAMILY A/C>	37 MINKARA ROAD, BAYVIEW NSW 2104	chris.macdonald@morgans.com.au	50,000
9	DAVID WILLIAM BREEN	26 THOMPSON CRESCENT, RESEARCH VIC 3095	DBreen@cgf.com	10,000
10	LOMACOTT PTY LTD ATF KEOGH SUPER FUND	33 HAWKESTONE STREET, COTTESLOE WA 6011	davidkeogh@me.com	150,000
11	DCM NO.2 PTY LTD	18 UPPER MINIMBAH ROAD, NORTHBRIDGE NSW 2063	davidm@marshall.com.au	100,000
12	DINGO VENTURES PTY LTD	23 HILL STREET, BOX HILL SOUTH VIC 3128	gkchap@optusnet.com.au	38,961
13	DIRECT CAPITAL GROUP PTY LTD	37/181 CLARENCE STREET SYDNEY NSW 2000	halasz@cellmid.com.au	30,000
14	DIXSON TRUST PTY LIMITED	LEVEL 8 15 CASTLEREAGH STREET SYDNEY NSW 2000	jdixon@dixonstrust.com.au	100,000
15	DYNAMIC CAPITAL PTY LTD ATF THE DYNAMIC TRUST	UNIT 607 54-68 WEST ESPLANADE MANLY NSW 2095	karen.cummins@gleneagle.com.au	25,000
16	EIHAB MOHAREB	18 ROCHER AVE, HUNTERS HILL NSW 2110	eddiem@milesdevelopments.com	60,000
17	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED - A/C 2	GPO BOX 5302 SYDNEY NSW 2001	DKeelan@ellerstoncapital.com	3,500,000
18	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	GPO BOX 5302 SYDNEY NSW 2001	DKeelan@ellerstoncapital.com	500,000
19	ESSI CAPITAL PTY LTD	3 PARKER STREET NORTHBRIDGE NSW 2063	sam@urbanpolo.com	100,000
20	EYEON INVESTMENTS PTY LTD <EYEON INVESTMENTS FAMILY A/C>	PO BOX 1456 SHEPPARTON VIC 3632	karen.cummins@gleneagle.com.au	550,000
21	FOSTER CAPITAL NZ ATF THE COLT EMERGING COMPANIES FUND	LEVEL 3, 118-124 QUEEN STREET AUCKLAND 1143 NEW ZEALAND	chris@fostercapital.co.nz	25,000
22	FRAZIS CAPITAL PARTNERS PTY LTD	225 GEORGE STREET, SYDNEY NSW 2000	michael@fraziscapitalpartners.com	180,000
23	FREDRONN PTY LTD <FREDRONN FAMILY A/C>	C- T SCHOEMAKER GPO BOX 4476, SYDNEY NSW 2001	tom@wentworthgcp.com	15,000
24	GINGA PTY LTD ATF TG KLINGER SUPER FUND	PO BOX 244, PORT DOUGLAS QLD 4877	tom@tklinger.com.au	1,000,000
25	GLENEAGLE ASSET MANAGEMENT LIMITED	LEVEL 27 BLIGH STREET SYDNEY NSW 2000	karen.cummins@gleneagle.com.au	100,000
26	GLENEAGLE SECURITIES NOMINEES PTY LTD	LEVEL 27 BLIGH STREET SYDNEY NSW 2000	karen.cummins@gleneagle.com.au	630,000
27	SHORTS JACKET AND BOWTIE PTY LTD ATF CTPH FAMILY TRUST	201A BOURKE STREET DARLINGHURST NSW 2010	grant@gentified.com.au	40,000
28	BENJAMIN DOYLE & MARIE CHRISTINA ASHLEY ATF GREENGRASS SELF MANAGED SUPER FUND	PO BOX 889 NORTH SYDNEY NSW 2060	ben@fiducia.com.au	10,000
29	HARLEQUIN CAPITAL PTY LTD	LV 4 240 QUEEN STREET BRISBANE NSW 4000	AClarke@ellerstoncapital.com	80,000
30	HD ASSET INVESTMENTS PTY LTD ATF HD INVESTMENT TRUST	4/5 GOLDSMITH STREET ELWOOD VIC 3184	h.deniz@paragonfunds.com.au	50,000
31	HK INVESTMENT HOUSE PTY LTD	6 GLADES AVENUE, GLADESVILLE NSW 2111	h.khaligi@paragonfunds.com.au	25,000
32	HYPER OASIS PTY LTD ATF OASIS	706C 30 ROTHSCCHILD AVE, ROSEBURY NSW 2018	hyperoasis@gmail.com	25,000
33	IFM PTY LIMITED ATF IFM SUPER FUND	11 DENDROBIUM CRESCENT, ELANORA HEIGHTS NSW 2101	tsm@ktmcapital.com.au	2,500,000
34	ISLINGTON INVESTMENTS PTY LTD ATF HARTLIP TRUST	L2 357 MILITARY ROAD MOSMAN NSW 2088	iondeane1@gmail.com	100,000
35	THE TRUSTEE FOR JAMIESON INVESTMENTS TRUST	49 THANET STREET, MALVERN VIC 3144	davidridleygray@icloud.com	250,000
36	JECCEM MANAGEMENT PTY LTD	48 COOLONG ROAD, VAUCLUSE NSW 2030	Morry.Waked@vinva.com	250,000
37	MR JAMES VALENZI ISABELLA	PO BOX 138 DAPTO NSW 2530	tom@wentworthgcp.com	3,000
38	JONATHON HIGGINS	PO BOX 898 WILLIAMSTOWN 3016	jonathon.higgins.grad@gmail.com	12,987
39	JUSTIN LINDQUIST	15 THOMPSON STREET, DRUMMOYNE NSW 2047	justinlindquist@hotmail.com	50,000
40	KRISTOPHER KIT LOWE	13 ROBERTSON ROAD, NORTH CURL CURL NSW 2099	karen.cummins@gleneagle.com.au	7,000
41	KATILAN PTY LTD <TOBY INVESTMENT A/C>	PO BOX R713 ROYAL EXCHANGE NSW 1225	tom@wentworthgcp.com	10,000
42	LEVEL 1 PTY LTD	LEVEL 27 25 BLIGH STREET SYDNEY NSW 2000	karen.cummins@gleneagle.com.au	40,000
43	MAC SIMONS PTY LTD ATF THE SIMMONS SUPER FUND	9 SPRING ROAD, MALVERN VIC 3144	happychocs2@me.com	12,987
44	MAINSTAY HOLDINGS PTY LTD ATF WATERSIDE TRUST	LEVEL 1 261 GEORGE STREET SYDNEY NSW 2000	walter@lewin.net.au	100,000
45	SABEEBAX PTY LTD	LEVEL 1 39 CHANDOS STREET, ST LEONARDS NSW	Mark.Rechner@greenstone.com.au	10,000
46	MARK ALAN WENTWORTH WEEKES	40 MIDDLE HEAD ROAD, MOSMAN NSW 2088	weekesmark@ymail.com	25,000
47	MARSHALL INVESTMENTS PTY LTD ATF MARSHALL FAMILY TRUST NO 2	SUITE1 LEVEL 12 53 MARTIN PLACE SYDNEY NSW 2000	andrewm@marshall.com.au	3,000,000
48	KINGWOOD PTY LTD ATF THE AITKEN FAMILY SUPERANNUATION FUND	1 EDWIN STREET, GREENWICH NSW 2065	aitken@rozettainstitute.com	300,000
49	MISHA SAUL ATF SOUTHERN CAPITAL (COSMOS) INVESTMENT TRUST	116 ROSEVILLE AVENUE, ROSEVILLE NSW 2069	misha.saul@gmail.com	30,000
50	MISHTALEM PTY LTD	10 NEW STREET, BONDI NSW 2026	karen.cummins@gleneagle.com.au	20,000

51	J P MORGAN NOMINEES AUSTRALIA PTY LIMITED AS CUSTODIAN FOR MILLEX ETHICAL FUND	SUITE 202, 23 HUNTER STREET SYDNEY NSW	wx@mxcapital.com.au	150,000
52	UBS NOMINEES PTY LTD AS CUSTODIAN FOR PARAGON LONG SHORT FUND	LEVEL 16, CHIFLEY TOWER, 2 CHIFLEY SQUARE SYDNEY NSW 2000	info@paragonfunds.com.au	1,000,000
53	PASTRO HOLDINGS PTY LTD	22 DUNCAN CRESCENT, COLLAROY PLATEAU NSW 2097	karen.cummins@gleneagle.com.au	9,000
54	MR PETER WADE <WADE FAMILY A/C>	289 GREAT WESTERN HIGHWAY, BLACKHEATH NSW 2785	peter.wade@mrl.com.au	16,000
55	MR PETER WADE <WADE FAMILY A/C>	289 GREAT WESTERN HIGHWAY, BLACKHEATH NSW 2785	peter.wade@mrl.com.au	10,000
56	PRUE DENIZ	58 MILTON STREET, ELWOOD VIC 3184	j.deniz@paragonfunds.com.au	125,000
57	RAHUL GOYAL	30 O'NEILL STREET, LILYFIELD NSW 2040	RGoyal@kordamentha.com	10,000
58	RAMI FARAH	1604 AMWAJ 4, JUMEIRAH BEACH RESIDENCE, DUBAI UAE	rami.farah@palmboardtech.com	40,000
59	RED ROCK CAPITAL MARKETS PTY LTD ATF RED ROCK SUPER FUND	3 LANG STREET, MOSMAN NSW 2088	paul@bluegateproperty.com.au	10,000
60	CS THIRD NOMINEES PTY LIMITED <HSBC CUST NOM AU LTD 13 A/C>	GPO BOX 5302, SYDNEY NSW 2001	ben.mccallum@regalfm.com	4,700,000
61	RICHARD DUNFORD	16 ALAN STREET, CAMMARAY NSW 2062	r.dunford@unsw.edu.au	35,000
62	RONNYMAX PTY LTD <SHOENMAKER SUPER A/C>	271 DURHAM STREET, WEST BATHURST NSW 2795	tom@wentworthgcp.com	5,000
63	MICHAEL FORREST HUGHES AND JANE MADGWICK ATF MICHAEL HUGHES FAMILY TRUST	21/6A GREENKNOWE AVENUE, ELIZABETH BAY NSW 2011	michael@cosmoscapital.io	100,000
64	DR PAUL DOMINIC RYAN & DR DIANA ELIZABETH WESTON	C/- WENTWORTH SECURITIES GPO BOX 4476, SYDNEY NSW 2001	tom@wentworthgcp.com	10,000
65	SEED STRATEGIC ADVISORY PTY LTD	32 MOORE STREET, SOUTH YARRA VIC 3141	ran@seedstrategic.com	12,987
66	SHEREN MOSTAFA	6 GLADES AVENUE, GLADESVILLE NSW 2111	h.khaliqui@paragonfunds.com.au	100,000
67	SPRING PLAINS PASTORAL CO (VIC) PTY LTD <SPRING PLAINS PASTORAL A/C>	LEVEL 15 333 COLLINS STREET, MELBOURNE VIC 3000	MFreeman@cgf.com , SCallan@cgf.com	100,000
68	SPRINGCAPITAL CLUB PTY LTD ATF SPRINGCAPITAL COSMOS FUND	SUITE 302, 10 BRIDGE STREET SYDNEY NSW 2000	michael@springcapital.com.au	1,000,000
69	TERRA CAPITAL EMERGING COMPANY FUND PTY LTD	LEVEL 12 139 MACQUARIE STREET SYDNEY NSW 2000	cn@terracapital.com.au	400,000
70	TOON MUSTANG PTY LTD ATF THE INDIE PINDY INVESTMENT TRUST	9 HARGRAVE STREET, PADDINGTON NSW 2021	amari@marshall.com.au	100,000
71	WEEMALA HOLDINGS PTY LTD ATF SINGER FAMILY TRUST	14 WEEMALA ROAD, NORTHBRIDGE NSW 2063	david.singer0@icloud.com	325,000
72	WQSF PTY LTD ATF WWKQ SUPER FUND	49 DILLON STREET PADDINGTON NSW 2021	quist.billy@gmail.com	200,000
73	YARANDI INVESTMENTS PTY LTD <GRIFFIN FAMILY NO.2 A/C>	10 VERNON STREET, HUNTERS HILL NSW 2110	griffithdav@gmail.com	100,000
74	EXIT OUT PTY LTD <DISCRETIONARY TRUST A/C>	LEVEL 27 25 BLIGH STREET SYDNEY NSW 2000	karen.cummins@gleneagle.com.au	50,000
75	JDDK INVESTMENTS PTY LTD	285-295 BONDI ROAD, BONDI NSW 2026	johan.ddk@gmail.com	35,000
76	NELSON ENTERPRISES PTY LTD ATF THE CAVAN ST TRUST	G2 12 BROWNING ST, SOUTH BRISBANE QLD 4101	Terry@kilkeecapital.com.au	160,000
77	MR PETER MICHAEL RYAN & MRS PAULA ANN RYAN <PM & PA RYAN SUPER FUND A/C>	PO BOX 432 KYABRAMI VIC 3619	tom@wentworthgcp.com	3,000
78	CEM FAMILY HOLDINGS PTY LTD <CEM FAMILY A/C>	33 LANG STREET, MOSMAN NSW 2088	tom@wentworthgcp.com	8,000
79	MR DARREN PETER GORDON <THE GORDON FAMILY <A/C>	PO BOX 1411, WEST PERTH WA 6872	darren.gordon@centaurus.com.au	80,000
80	SLIPLINE PTY LIMITED	107 ANTHONY STREET, ASCOT QLD 4007	mbuys@bbcapital.com.au	300,000
81	TIGA TRADING PTY LTD	LEVEL 39 55 COLLINS STREETS, MELBOURNE VIC 3000	karen.cummins@gleneagle.com.au	550,000
82	BANNABY INVESTMENTS PTY LIMITED	453 BRONTE ROAD, BRONTE NSW 2024	keith@ktmcapital.com.au	250,000
83	BURT MANAGEMENT PTY LTD ATF BURT MANAGEMENT TRUST	5 AMALFI PLACE, LONGUEVILLE NSW 2066	Nick.Burt@vinva.com	325,000
84	MITCHELL FAMILY INVESTMENTS (QLD) PTY LTD ATF MITCHELL FAMILY TRUST	112 BLUESTONE CIRCUIT, SEVENTEEN MILE ROCKS QLD 4073	n.mitchell@mitchellgroup.net	400,000
85	PETERLYN PTY LTD <RPC SALMON SUPER FUND>	53 WATKINS ROAD DALKEITH WA 6009	David.Salmon@fostock.com.au	50,000
86	GFS SECURITIES PTY LTD ATF GLENFARE SUPER FUND	4 HAVERBRACK AVENUE, MALVERN VIC 3144	ADavis@shawandpartners.com.au	25,974
87	GREGORY WILLIAM SILVER	2/266 BONDI ROAD, BONDI 2026	karen.cummins@gleneagle.com.au	10,000
88	MABRA PTY LTD ATF MABRA INVESTMENTS TRUST	LEVEL 1, 8 INNOVATION PARKWAY, BIRTINYA	tmb@samsongroup.com.au	250,000
89	BB SIXTON PTY LTD ATF BB SIXTON TRUST	SUITE 1, LEVEL 12, 53 MARTIN PLACE SYDNEY NSW 2000	adam@marshall.com.au	50,000
90	SCONE INVESTMENTS PTY LTD	LEVEL 18, 420 GEORGE STREET SYDNEY NSW 2000	osetchell@transcont.com.au	500,000

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