

# MAWSON GOLD LIMITED

## MANAGEMENT'S DISCUSSION AND ANALYSIS FOR THE THREE MONTHS ENDED AUGUST 31, 2024

This discussion and analysis of financial position and results of operations is prepared as at October 29, 2024, and should be read in conjunction with the unaudited condensed consolidated interim financial statements and the accompanying notes for the three months ended August 31, 2024 of Mawson Gold Limited ("Mawson Gold" or the "Company"). The following disclosure and associated financial statements are presented in accordance with IFRS Accounting 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, 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 Company's ability, if at all, to explore for uranium pursuant to anticipated changes to applicable Swedish laws, and social uncertainties, the impact on the respective businesses, operations and financial condition of Mawson and Southern Cross Gold Limited ("Southern Cross") resulting from and/or the failure to fulfil the terms of the Scheme Implementation Agreement ("SIA") announced on July 30, 2024, or to complete the Arrangement on terms described or at all, delay or failure to receive board, shareholder regulatory or court approvals, where applicable, or any other conditions precedent to the completion of the SIA, unforeseen challenges in integrating the businesses of Mawson and Southern Cross, failure to realize the anticipated benefits of the Arrangement or spin-out of the uranium assets, other unforeseen events, developments, or factors causing any of the aforesaid expectations, assumptions, and other factors ultimately being inaccurate or irrelevant; and other risks described in Mawson's and Southern Cross' documents filed with Canadian or Australian securities regulatory authorities, timely completion of future technical 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. 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, material change reports, press releases and other information, may be accessed via [www.sedarplus.ca/](http://www.sedarplus.ca/) 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 is a reporting issuer in British Columbia, Alberta and Ontario. The Company's common shares trade on the TSX Venture Exchange ("TSXV") under the symbol "MAW", the Frankfurt Open Market under the trading symbol "MXR" and on the OTC Pink under the symbol "MWSNF.PK".

On December 19, 2023, the Company closed a transaction (the "Transaction") with Mawson Finland Limited (previously, Springtide Capital Acquisition 7 Inc.) ("Mawson Finland"). Pursuant to the Transaction, Mawson Finland acquired all of the issued shares and inter-company debt of Mawson Gold's wholly-owned Finnish subsidiary, Mawson Oy, which holds the Rajapalot gold-cobalt project in Finland ("Rajapalot").

In April 2024, the Company exercised its pro-rata participation rights in the rights issued (the "Rights Issue") undertaken by Southern Cross. The Rights Issue closed on May 9, 2024. See "Property Assets and Exploration Activities - Australia / Southern Cross". As of the date of this MD&A, the Company owns approximately 48.7% of Southern Cross. 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 320 acres of freehold land around the main exploration area;
- 70% joint venture interest in the Redcastle Project
- 100% of the Mt. Isa Project
- 53,361,046 shares in Nagambie Resources Limited (ASX:NAG) ("NAG"), with an accompanying subscription agreement which grants a right of first refusal in respect of 3,000 kilometres of tenements held by NAG subject to Southern Cross maintaining the initial NAG shareholding in percentage terms.

The Company has an option and joint venture agreement to earn up to an 85% interest in the Skellefteå North Gold Project in Sweden ("Skellefteå North") (see Company's news releases dated January 17, 2022 and October 11, 2022). In addition, the Company also holds 100% ownership in six exploration licenses known as Björklund nr 1 & 2, Björkråmyran nr 3, Kvarnån nr 5, Nöjdfjället nr 1, and Skuppesavon nr 2, for 16,138 hectares. All these exploration licenses are granted and are located through central and northern Sweden to explore for zirconium, scandium, yttrium and lanthanum and other lanthanides (rare earths). These projects also host the majority of Sweden's conventional hard rock historic uranium resources (combined 22.7Mlb U3O8) that saw significant exploration by the Swedish Government during the 1980s. These Swedish uranium assets are considered to provide a valuable option on the potential for Swedish regulation changes regarding uranium exploration and development. Although Sweden benefits from having 40% of its electricity supply generated by nuclear energy (world-nuclear.org/files/information), a uranium exploration and mining moratorium has been in place in the country since May 2018. The Swedish Government has indicated a positive stance on re-evaluating and lifting the moratorium ([www.mining.com/sweden](http://www.mining.com/sweden)). Exploration, development and mining of these projects is still possible under the current Swedish Minerals Act; however, recovery of uranium in a mining scenario would not be permitted under the current mineral legislation. Sweden's current center-right coalition government has given strong support to expand nuclear power in Sweden. There are currently six operating nuclear reactors in Sweden that supply approximately 40% of the country's electricity. The Swedish Government has called for the possible restart of Ringhals nuclear power plant Units 1 and 2, as well as to prepare for the construction of new reactors.

## **Proposed Reorganization**

On July 30, 2024 the Company entered into a definitive binding scheme implementation agreement ("SIA") with Southern Cross. Pursuant to the SIA, the Company proposes to acquire all of the ordinary shares of Southern Cross (the "SXG Shares") that the Company does not already own, by way of a scheme of arrangement under the laws of Australia (the "SXG Scheme"). The Company currently owns 96,590,910 or 48.7% of the issued SXG Shares. Following completion of the SXG Scheme, Southern Cross will become a wholly owned subsidiary of the Company.

Under the terms of the SXG Scheme and prior to the effective date, the Company will effect a consolidation of its common shares at a ratio of approximately 3.1694:1, resulting in the number of outstanding common shares being equal to the number of Southern Cross shares currently held by the Company. Subject to shareholder approval, the Company will spin-out the uranium projects held by its wholly-owned subsidiary SUA Holdings Limited (SUA Holdings”), by way of a plan of arrangement (the “Arrangement”) under the *Business Corporations Act* (British Columbia). In contemplation of the Arrangement and as part of the reorganization of the business of the Company, the Company and SUA Holdings entered into: (a) a Share Transfer Agreement dated September 17, 2024 whereby the Company transferred to SUA Holdings its shares held in Euro Canna Holdings Ltd. in consideration for 300,000,000 SUA Holdings Shares; and (b) a Subscription Agreement dated September 17, 2024 whereby the Company subscribed for 6,000,000 SUA Holdings shares in consideration for \$600,000 in order to provide SUA Holdings with sufficient working capital. The Company will distribute all of the SUA Holdings Shares to the shareholders of the Company as a return of capital under the Arrangement subject to, among other things, regulatory and court approvals in British Columbia. As a result, following completion of the Arrangement, the Company’s shareholders (other than any dissenting shareholders) will also become shareholders of SUA Holdings and SUA Holdings will no longer be a subsidiary of Mawson.

The Company also announced that it is seeking to dual list on the on the ASX, change its name to “Southern Cross Gold Consolidated Ltd.” and seek disinterested shareholder approval to replace three of the four current members of the Board with each of Messrs. Tom Eadie and David Henstridge and Ms. Georgina Carnegie, each a current director of Southern Cross. Michael Hudson, the Managing Director of Southern Cross, will remain on the Board and also serve as President, CEO and Managing Director of the Company, with Mr. Eadie to be appointed as the Company’s Non-Executive Chairman. The annual general and special meeting of shareholders has been scheduled for Thursday, November 7, 2024, at 10:00 AM PT in Vancouver, British Columbia.

The SXG Scheme is subject to a range of conditions, including, but not limited to, approval by Southern Cross shareholders, approval by the Company shareholders of the Company board changes, Australian court approval and Australian and Canadian regulatory approvals, including the approval of the TSXV, the ASX and the Australian Securities and Investments Commission. The SIA contains terms and conditions, including representations and warranties, restrictive covenants and board support customary for transactions of this nature. The SIA also contains customary non-solicitation covenants and fiduciary-out provisions for both the Company and Southern Cross and provides both the Company and Southern Cross with a 5-business day right to match in the event that the other party receives a superior proposal. Under certain circumstances where the SXG Scheme is not completed, including due to the Company accepting a superior proposal, the Company is required to pay Southern Cross a termination fee of AUD \$2,000,000. Under certain circumstances where the SXG Scheme is not completed, including due to Southern Cross accepting a superior proposal, Southern Cross is required to pay the Company a termination fee of AUD \$1,000,000.

Each of the Company and Southern Cross have formed special committees of independent directors to negotiate the terms of the SXG Scheme and the SIA and make recommendations to their respective boards. Having received the positive recommendation of the Company special committee, and having considered the SXG Scheme and its intended benefits, and the terms and conditions of the SIA, among other matters, the Company board of directors unanimously approved the SXG Scheme and the Company entering into the SIA.

Subject to shareholder voting, the SXG Scheme and the Arrangement are expected to complete in December 2024.

### **Directors and Officers**

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

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

## Property Assets and Exploration Activities

### Australia / Southern Cross

As of the date of this MD&A the Company currently owns 48.7% of Southern Cross.

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.

On April 4, 2024, Southern Cross announced that it was conducting a non-renounceable fully underwritten pro-rata entitlement offer (“Rights Issue”) to raise approximately AUD \$10,230,000 before costs.

On May 14, 2024, the Company announced that it had fully-exercised its participation rights in the Rights Issue and maintained its then ownership interest of 50.6% in Southern Cross. The Rights Issue closed on May 9, 2024, pursuant to which Mawson acquired 2,840,910 Southern Cross shares at AUD \$1.82 per share for a total subscription of AUD \$5,170,456.20, resulting in Mawson Gold holding 96,590,910 Southern Cross shares or 50.6% of Southern Cross, on a non-diluted basis as at May 9, 2024.

On July 30, 2024, the Company announced that it had entered into the SIA with Southern Cross, pursuant to which, subject to satisfaction of the conditions set out in the SIA, the Company will acquire all of the Southern Cross shares it does not already own by way of the SXG Scheme under the laws of Australia. Following completion of the SXG Scheme, Southern Cross will become a wholly owned subsidiary of the Company. Under the terms of the SIA and prior to the effective date of the SXG Scheme, Mawson Gold will effect a consolidation of its common shares at a ratio of approximately 3.1694:1, resulting in the number of outstanding common shares being equal to the number of Southern Cross shares currently held by the Company. Subject to shareholder approval, the Company will spin-out the uranium projects held by its wholly-owned subsidiary SUA Holdings, by way of a plan of arrangement (the “Arrangement”) under the *Business Corporations Act* (British Columbia). In contemplation of the Arrangement and as part of the reorganization of the business of the Company, the Company and SUA Holdings entered into: (a) a Share Transfer Agreement dated September 17, 2024 whereby the Company transferred to SUA Holdings its shares held in Euro Canna Holdings Ltd. in consideration for 300,000,000 SUA Holdings Shares; and (b) a Subscription Agreement dated September 17, 2024 whereby the Company subscribed for 6,000,000 SUA Holdings shares in consideration for \$600,000 in order to provide SUA Holdings with sufficient working capital. The Company will distribute all of the SUA Holdings Shares to the shareholders of the Company as a return of capital under the Arrangement subject to, among other things, regulatory and court approvals in British Columbia. As a result, following completion of the Arrangement, the Company’s shareholders (other than any dissenting shareholders) will also become shareholders of SUA Holdings and SUA Holdings will no longer be a subsidiary of Mawson.

The Company also announced that it is seeking to dual list on the on the ASX, change its name to “Southern Cross Gold Consolidated Ltd.” and seek disinterested shareholder approval to replace three of the four current members of the Board with each of Messrs. Tom Eadie and David Henstridge and Ms. Georgina Carnegie, each a current director of Southern Cross. Michael Hudson, the Managing Director of Southern Cross, will remain on the Board and also serve as President, CEO and Managing Director of the Company, with Mr. Eadie to be appointed as the Company’s Non-Executive Chairman. The annual general and special meeting of shareholders has been scheduled for Thursday, November 7, 2024, at 10:00 AM PT in Vancouver, British Columbia.

In connection with the SXG Scheme, an independent technical report titled “NI 43-101 Technical Report, Sunday Creek Gold-Antimony Project, Victoria, Australia” with an effective date of September 25, 2024, by Mark Saxon, BSc (Hons) (Geology), FAusIMM, MAIG, an independent qualified person under NI 43-101, has been filed and is available for download under the Company’s profile on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca) and on the Company’s website at [www.mawsongold.com](http://www.mawsongold.com). Readers are encouraged to read the NI 43-101 Technical Report in its entirety.

Subsequent to the end of the quarter, on October 4, 2024, the Company announced that subject to approval by the Foreign Investment Review Board of Australia, Southern Cross will acquire two residential holdings from arm’s length third parties at a cash cost of AUD \$1,900,000 and had also entered into an agreement (the “Share Swap Agreement”) to acquire 100% of the shares (the “Sparr Shares”) of Sparr Nominees Pty. Ltd. (“Sparr”), a private

Australian company owned by Darren Morcombe which holds substantial agricultural properties in and around the Sunday Creek Project and approximately AUD \$18,750,000 in cash, in consideration for 22,088,670 SXG Shares.

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

The 100%-owned Sunday Creek epizonal-style gold project is located 60 km north of Melbourne within 19,365 ha of granted exploration tenements.

Diamond drilling at Sunday Creek continued during the period with the objective of defining gold mineralization at depth at the main drill area over a 1,350 m strike between the Christina and Apollo prospects and up to 7,500 m along strike to the north-east at the Tonsal, Consols and Leviathan prospects which was the first ever drilling along a 10,000 m mineralized trend at Sunday Creek that extends beyond the main drill area and is defined by historic workings and soil sampling.

The Company considers Sunday Creek to be the best new exploration discovery in Australia in recent times with 55 individual intersections in the 50 - 100 AuEq g/t \* m ("AuEq g/t x width in m") range and 46 individual intersections exceeding 100 AuEq g/t \* m using a 2 m @ 1.0 g/t AuEq lower cut. Mineralization remains open at depth and along strike with 62 modelled vein sets defined to date.

The Company reported eleven drill holes during the quarter (SDDSC118-128). The deepest holes were drilled across the project and new discoveries were made below the most prolific historic mine on the field, Golden Dyke. Continuity within wide zones and high-grades are now evident in the main drill area over 1.2 km of strike and down to 1,100 m vertical depth. Subsequent to August 31, 2024, the Company announced results from drillholes SDDSC124, SDDSC127, SDDSC128 and SDDSC130 and had eighteen holes (SDDSC129, 131-140, 143, 050W1, 050W2, 092W1, 092W2, 137W1, 137W2) being processed and analysed, with five holes (SDDSC092W3, 141, 142, 144, 145) in progress. A total of 136 drillholes for 61,969 m have been reported from Sunday Creek. A total of 64 holes for 5,599 m were drilled historically on the project.

### ***About Sunday Creek - Scale and Opportunity***

At Sunday Creek, gold and antimony form in veins that cut across a steeply dipping zone of intensely altered rocks (the "host"). When looked at from above, in plain view, the host resembles the side rails of a ladder, where the mineralized veins are the rungs. At Apollo and Rising Sun these 'rungs' have been defined over 350 m to 850 m in depth extent, are 10 m to 20 m wide and 20 m to 100 m in strike. Our systematic drill program is strategically targeting these significant vein formations, initially along 1,200 m strike of the host from Christina to Apollo, of which approximately 620 m has been more intensively drill tested (Rising Sun to Apollo). 62 'rungs' have been discovered to date in the main drill area, defined by high-grade intercepts (20 - 400 g/t Au) and lower grade edges. Ongoing step-out drilling is aiming to uncover the potential extent of this mineralized system. With the host extending 8,000 m in length from the core area to Leviathan/Tonsal prospects, 40 m to 150 m wide and over 900 m deep. The Company is only scratching the surface on the opportunities that await at Sunday Creek.

The Sunday Creek epizonal-style gold project is located 60 km north of Melbourne within 19,365 hectares of granted exploration tenements. SXG is also the freehold landholder of 133.29 hectares that form the key portion in and around the main drilled area at the Sunday Creek Project.

Geologically, the project is located within the Melbourne Structural Zone in the Lachlan Fold Belt. The regional host to the Sunday Creek mineralization is an interbedded turbidite sequence of siltstones and minor sandstones metamorphosed to sub-greenschist facies and folded into a set of open north-west trending folds.

### ***Gold Equivalent Calculation***

The Company considers that both gold and antimony that are included in the gold equivalent calculation ("AuEq") have reasonable potential to be recovered at Sunday Creek, given current geochemical understanding, historic production statistics and geologically analogous mining operations. Historically, mineralized material from Sunday Creek was treated onsite or shipped to the Costerfield mine, located 54km to the northwest of the project, for processing during WW1. The Costerfield mine corridor, now owned by Mandalay Resources Ltd contains 2 million ounces of equivalent gold (Mandalay Q3 2021 Results), and in 2020 was the sixth highest-grade global underground mine and a top five global producer of antimony.

The Company considers that it is appropriate to adopt the same gold equivalent variables as Mandalay Resources Ltd in its [Mandalay Technical Report, 2024](#) dated March 28, 2024. The gold equivalence formula used by Mandalay Resources was calculated using Costerfield's 2023 production costs, using a gold price of US \$1,900 per ounce, an antimony price of US \$12,000 per tonne and 2023 total year metal recoveries of 94% for gold and 89% for antimony, and is as follows:  $AuEq = Au (g/t) + 1.88 \times Sb (\%)$ .

Based on the latest Costerfield calculation and given the similar geological styles and historic toll treatment of Sunday Creek mineralisation at Costerfield, the Company considers that a  $AuEq = Au (g/t) + 1.88 \times Sb (\%)$  is appropriate to use for the initial exploration targeting of gold-antimony mineralisation at Sunday Creek.

### **Redcastle Project - 70%**

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 Redcastle 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.

Southern Cross purchased 100% of the Laura PL6415 prospecting licence within the Redcastle Project during the reporting period. Laura is located entirely within Southern 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.

On October 25, 2024, Southern Cross announced that it had entered into a sale and purchase agreement (the "Agreement") with NAG for SXG to acquire the remaining 30% interest and royalty from NAG in the Redcastle Project, in exchange for a one-time payment of AUD \$250,000 (the "Acquisition"). Following completion of the Acquisition, SXG will hold a 100% beneficial interest in the Redcastle Project. The Acquisition also eliminates any remaining obligations in respect of royalty payments and concludes the Redcastle JV. The Acquisition is subject to conditions customary to this type of transaction.

### **Sweden - Gold**

The Skelleftea North Gold Project (the "Skelleftea Project") is located in Northern Sweden. 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 Skellefteå 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 analyzed 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.

#### *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. In October 2023, the Company entered into an amendment agreement with Elemental pursuant to which, the due date of the year two expenditures has been extended to December 24, 2024.
- (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.

#### **Sweden - REE and Uranium**

During March 2023, Euro Canna Holdings Ltd (“Euro Canna”), a subsidiary that was at the time directly held by the Company, acquired six exploration areas in Sweden. The projects are Björklund nr 1 & 2, Björkråmyran nr 3, Kvarnån nr 5, Nöjdfjället nr 1, and Skuppesavon nr 2 for 16,138 hectares. On September 17, 2024, the Company and SUA Holdings entered into a series of transactions pursuant to the Arrangement, which included the transfer of the shares held by the Company in Euro Canna to SUA Holdings.

All these exploration licenses are granted and are located through central and northern Sweden to explore for zirconium, scandium, yttrium and lanthanum and other lanthanides (rare earths) (the “Euro Canna Projects”). The Euro Canna Projects also host the majority of Sweden’s conventional significant hard rock uranium projects.

On July 30, 2024, the Company announced that, subject to Mawson Gold shareholder approval, the Company intends to spin-off its Swedish uranium assets into SUA Holdings pursuant to the Arrangement. In contemplation of the Arrangement, the Company and SUA Holdings entered into: (a) a Share Transfer Agreement dated September 17, 2024 whereby the Company transferred to SUA Holdings its shares held in Euro Canna in consideration for 300,000,000 SUA Holdings Shares; and (b) a Subscription Agreement dated September 17, 2024 whereby the Company subscribed for 6,000,000 SUA Holdings shares in consideration for \$600,000 in order to provide SUA Holdings with sufficient working capital. The Company will distribute all of the SUA Holdings Shares to the shareholders of the Company as a return of capital under the Arrangement subject to, among other things, regulatory and court approvals in British Columbia. As a result, following completion of the Arrangement, the Company’s shareholders (other than any dissenting shareholders) will also become shareholders of SUA Holdings and SUA Holdings will no longer be a subsidiary of Mawson.

In support of the Arrangement, a new NI 43-101 technical report has been filed by the Company, titled “Report on Current Resource Estimate for Kläppibäcken Uranium Property, Northern Sweden” dated August 19, 2024 (the “Kläppibäcken Technical Report”) which was authored by Mr. Geoff Reed, B App Sc, MAusIMM (CP), MAIG, of Reed Leyton Consulting, an independent “qualified person” as the term is defined in NI 43-101. Readers are encouraged to read the Kläppibäcken Technical Report in its entirety.

Of the Euro Canna Projects, Nöjdfjället nr 1 contains the Kläppibäcken resource described in the Kläppibäcken Technical Report. Kläppibäcken is the project where Mawson Gold previously has conducted the most work.

Although Sweden benefits from having 40% of its electricity supply generated by nuclear energy, a uranium exploration and mining moratorium has been in place in the country since May 2018. The Swedish Government has indicated a positive stance on re-evaluating and lifting the moratorium. Exploration, development, and mining of the

Euro Canna Projects is still possible under the current Swedish Minerals Act, however, recovery of uranium in a mining scenario would not be permitted under the current mineral legislation.

Sweden's current center-right coalition government has also indicated strong support to expand nuclear power in Sweden. There are currently six operating nuclear reactors in Sweden that supply approximately 40% of the country's electricity. The Swedish Government has called for the possible restart of Ringhals nuclear power plant Units 1 and 2, as well as to prepare for the construction of new reactors.

These Swedish assets are considered a valuable option on the potential for Sweden regulation changes regarding uranium exploration and development.

The Nöjdfället nr 1 licence is valid for three years. All are renewable for further periods following work within the licenses deemed acceptable to the Swedish Inspectorate of Mines. The licenses confer mining rights, providing the Inspectorate is satisfied that orebody or orebodies are economic to work, and also subject to environmental permitting and the issuance of mining exploitation permits.

Nöjdfället nr 1 lies within the northern half of the Kingdom of Sweden, south of the Arctic Circle, and along the Caledonide mountain front just east of the border with Norway. Kläppibäcken is accessible from a power line access track. The Kläppibäcken project lies within exposed Svecofennian basement beneath the Caledonides.

The Kläppibäcken project was discovered during a regional boulder hunt in the Hotagen area in 1976. SGU carried out further mapping and carried out drilling between 1982 and 1984. Mawson Gold conducted a drilling program at Kläppibäcken in 2007/2008. A total of 23 diamond drillholes were drilled for a total of 4,981m.

A revised mineral resource estimate ("MRE") has now been completed for Kläppibäcken. The Mawson Gold and SGU data has been compiled and incorporated into the database for the revised MRE.

The revised MRE has been prepared in accordance with the CIM Definition Standards of 19 May 2014. These assessments are preliminary in nature, and refer to mineral resources considered too speculative geologically to have the economic considerations applied to them that would enable them to be categorised as mineral reserves. There is no certainty that the preliminary assessment will be realised.

For Kläppibäcken, the classification of the resource as an Indicated and Inferred Mineral Resource is considered appropriate on the basis of drill hole spacing, sample interval, geological interpretation and all currently available assay data.

The current Indicated and Inferred Mineral Resource for Kläppibäcken at a cut-off grade of 250ppm U, quoted to the appropriate level of confidence, is 1.97mt @ 0.07% U<sub>3</sub>O<sub>8</sub> (0.059% U), containing 1,160t or 3.03 Mlb of U<sub>3</sub>O<sub>8</sub> (Table 1).

*Table 1: Kläppibäcken Current Indicated Mineral Resource estimate - rounded*

| <i>Cut-off grade (U ppm)</i> | <i>Mineralisation (mt)</i> | <i>Grade %U</i> | <i>Tonnes U</i> | <i>Grade %U<sub>3</sub>O<sub>8</sub></i> | <i>Tonnes U<sub>3</sub>O<sub>8</sub></i> |
|------------------------------|----------------------------|-----------------|-----------------|------------------------------------------|------------------------------------------|
| 250                          | 1.97                       | 0.059           | 1160            | 0.07                                     | 1,374                                    |

The current Inferred Mineral Resource for Kläppibäcken at a cut-off grade of 250ppm U, quoted to the appropriate level of confidence, is 0.43mt @ 0.06% U<sub>3</sub>O<sub>8</sub> (0.05% U), containing 201t or 0.52 Mlb of U<sub>3</sub>O<sub>8</sub> (Table 2).

*Table 2: Kläppibäcken Current Inferred Mineral Resource estimate - rounded*

| <i>Cut-off grade (U ppm)</i> | <i>Mineralisation (mt)</i> | <i>Grade %U</i> | <i>Tonnes U</i> | <i>Grade %U<sub>3</sub>O<sub>8</sub></i> | <i>Tonnes U<sub>3</sub>O<sub>8</sub></i> |
|------------------------------|----------------------------|-----------------|-----------------|------------------------------------------|------------------------------------------|
| 250                          | 0.43                       | 0.047           | 201             | 0.06                                     | 238                                      |

The mineralisation remains open laterally and at depth. Limited metallurgical testwork on Kläppibäcken mineralisation in 1983-84 gave uranium recoveries of 97% and yttrium recovery of 62%.

Subject to Swedish regulation changes regarding uranium exploration and development RLC recommends that SUA Holdings conducts further exploration targeted at confirming and improving the MRE. This includes trial geophysics, drilling, chemical analyses, and preliminary metallurgical testwork.

Further regional exploration should be carried out in the Kläppibäcken area to detect and delineate similar uranium projects. Work proposed includes aerial geophysics, ground follow-up and geochemistry, and further drilling.

A work program and budget for the proposed work is not estimated and remains subject to Swedish regulatory changes.

The author has checked the continuous disclosure by Mawson Gold on the Kläppibäcken project since the author's detailed visits in 2006, 2007 and 2008. The author believes that the site visit is still current, and that there are no material changes since to the information contained in this report.

Within the five other exploration licences staked by Euro Canna, historic resources estimates consist of:

- **Pleutajokk<sup>1</sup>: 5.3 Milb U<sub>3</sub>O<sub>8</sub> (1.93 Mt @ 0.120% U<sub>3</sub>O<sub>8</sub>)**
  - A vein type uranium prospect related to sodic-metasomatism and high-grade metamorphism hosted by metavolcanic rocks.
- **Lilljuthatten<sup>1</sup>: 4.2 Milb U<sub>3</sub>O<sub>8</sub> (0.78 Mt @ 0.240 % U<sub>3</sub>O<sub>8</sub>)**
  - A vein and breccia uranium type prospect related brittle deformation in leucogranite.
- **Kvarnån<sup>1</sup>: 3.7 Milb U<sub>3</sub>O<sub>8</sub> (1.94 Mt @ 0.086% U<sub>3</sub>O<sub>8</sub>)**
  - A vein and dissemination uranium type prospect related to sodic-metasomatism and high-grade metamorphism hosted by metavolcanic rocks.
- **Björkråmyran<sup>1</sup>: 3.3 Milb U<sub>3</sub>O<sub>8</sub> (1.33 Mt @ 0.1% U<sub>3</sub>O<sub>8</sub>)**
  - A vein type uranium prospect hosted by shear zones in albitized granitic rocks.
- **Skuppesavon<sup>1</sup> 1.8 Milb U<sub>3</sub>O<sub>8</sub> (0.98 Mt @ 0.08% U<sub>3</sub>O<sub>8</sub>)**
  - A vein type uranium prospect related to sodic-metasomatism and high-grade metamorphism hosted by metavolcanic rocks.
- **Nöjdfjället<sup>1</sup>: 1.1 Milb U<sub>3</sub>O<sub>8</sub> (0.76 Mt @ 0.068 % U<sub>3</sub>O<sub>8</sub>)**
  - A vein and breccia uranium type prospect related brittle deformation in leucogranite.

1. The resource estimates quoted are based on a report, "Introductory Technical Report On Eight Uranium Properties In Northern Sweden" by Andrew Phillips from Telluride & Associates dated 15<sup>th</sup> July 2005. The resource was calculated using a polygonal method and is roughly analogous to the CIM definitions "Indicated" and "Inferred". These data are historical in nature and Mawson has not completed sufficient exploration to verify the estimates and is not treating them as National Instrument defined resources or reserves verified by a qualified person and the historical estimate should not be relied upon. The Company believes this historical resource and the data used to compile the estimate – which represent the most recent estimates and data available – are generally reliable and relevant.

## Finland

On December 19, 2023, the Company closed on the sale of its wholly owned Finnish subsidiary, Mawson Oy, which holds Rajapalot, for total consideration of \$6,500,000. The Company no longer has any retained interest in Rajapalot. Mawson Finland will advance the further development of Rajapalot.

## Mawson Gold Future Developments

The Company has announced it has entered into the SIA with Southern Cross to acquire all of the SXG Shares Mawson Gold does not already own by way of the SXG Scheme. Subject to shareholder approval by Southern Cross shareholders for the SIA Scheme and Mawson Gold shareholders for the Arrangement, the SIA Scheme and the Arrangement are expected to complete in December 2024. See also "Proposed Reorganization".

## Qualified Person

Michael Hudson, Executive Chairman and Interim CEO of the Company, 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 Property Assets and Exploration Activities of this MD&A and is responsible for the technical information in the MD&A other than information related to the Kläppibäcken Technical Report.

## Financial Data

Effective October 30, 2023 the Company entered into an agreement to sell Mawson Oy. The sale closed on December 19, 2023. The segment of Mawson Oy meets the criteria of a discontinued operation under IFRS 5 - *Non-current Assets Held for Sale and Discontinued Operations*. This operating segment was not previously classified as held-for-sale or as discontinued operations. The comparative consolidated statements of comprehensive loss and cash flows have been restated to show the discontinued operations separately from continuing operations.

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

|                                                               | Fiscal 2024          | Fiscal 2024          |                      |                      |                      | Fiscal 2023          |                      |                      |
|---------------------------------------------------------------|----------------------|----------------------|----------------------|----------------------|----------------------|----------------------|----------------------|----------------------|
|                                                               | Aug 31<br>2024<br>\$ | May 31<br>2024<br>\$ | Feb 29<br>2024<br>\$ | Nov 30<br>2023<br>\$ | Aug 31<br>2023<br>\$ | May 31<br>2023<br>\$ | Feb 28<br>2023<br>\$ | Nov 30<br>2022<br>\$ |
| <b>Operations:</b>                                            |                      |                      |                      |                      |                      |                      |                      |                      |
| Revenues                                                      | Nil                  | Nil                  | Nil                  | Nil                  | Nil                  | Nil                  | Nil                  | Nil                  |
| Expenses                                                      | (1,281,814)          | (842,669)            | (1,141,972)          | (2,578,516)          | (1,325,283)          | (806,865)            | (1,995,980)          | (1,059,791)          |
| Other items                                                   | 593,379              | (611,809)            | (954,496)            | 1,085                | (464,522)            | (128,720)            | (2,181,866)          | 150,000              |
| (Loss) income from continuing operations                      | (687,835)            | (1,454,478)          | (2,096,468)          | (2,577,431)          | (1,789,805)          | (935,585)            | (4,177,846)          | (909,791)            |
| Loss from discontinued operations                             | Nil                  | Nil                  | Nil                  | (39,165,671)         | (154,136)            | (263,763)            | (116,628)            | (172,374)            |
| Other comprehensive (loss) income                             | 142,701              | (301,697)            | (463,105)            | 748,634              | (328,044)            | (1,174,167)          | 215,590              | 588,698              |
| Comprehensive loss                                            | (545,134)            | (1,756,175)          | (2,559,573)          | (40,994,468)         | (2,771,985)          | (2,373,515)          | (4,078,884)          | (493,467)            |
| Basic and diluted loss per share from continuing operations   | (0.00)               | (0.00)               | (0.01)               | (0.01)               | (0.01)               | (0.01)               | (0.01)               | (0.00)               |
| Basic and diluted loss per share from discontinued operations | (0.00)               | (0.00)               | (0.00)               | (0.13)               | (0.00)               | (0.00)               | (0.00)               | (0.00)               |
| Dividends per share                                           | Nil                  | Nil                  | Nil                  | Nil                  | Nil                  | Nil                  | Nil                  | Nil                  |
| <b>Comprehensive loss attributed to:</b>                      |                      |                      |                      |                      |                      |                      |                      |                      |
| Shareholders of the Company                                   | (490,368)            | (880,724)            | (1,477,195)          | (40,293,120)         | (1,338,455)          | (1,119,398)          | (3,586,076)          | (486,019)            |
| Non-controlling interest                                      | (54,766)             | (1,011,873)          | (1,082,378)          | (701,348)            | (933,530)            | (1,254,117)          | (492,808)            | (7,448)              |
| <b>Balance Sheet:</b>                                         |                      |                      |                      |                      |                      |                      |                      |                      |
| Working capital                                               | 11,625,413           | 14,384,726           | 10,609,307           | 5,365,287            | 9,098,100            | 13,113,119           | 17,158,267           | 19,536,222           |
| Total assets                                                  | 42,083,125           | 40,409,261           | 33,385,786           | 36,554,054           | 74,585,846           | 76,123,760           | 77,184,291           | 80,042,362           |
| Total long-term liabilities                                   | (673,080)            | (103,519)            | (133,386)            | (664,583)            | (666,260)            | (710,097)            | (170,246)            | Nil                  |

## Results of Operations for Continuing 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, as at August 31, 2024, the Company had a 48.7% ownership interest in Southern Cross and is considered to be able to exercise control in Southern Cross and, therefore, continues to consolidate Southern Cross.

### Three Months Ended August 31, 2024 Compared to Three Months Ended May 31, 2024

During the three months ended August 31, 2024 ("Q1/2025") the Company reported a net loss of \$687,835 compared to a net loss of \$1,454,478 for the three months ended May 31, 2024 ("Q4/2024"), a decrease in loss of \$766,643. The decrease was due to:

- (i) the recognition of a \$584,414 unrealized holding gain (mainly in Southern Cross' investment in the Nagambie shares) recorded during Q1/2025 compared to a \$522,099 loss recognized in Q4/2024, resulting in a fluctuation of \$1,106,513;

- (ii) partially offset by a \$439,145 increase in expenses, from \$842,669 in Q4/2024 to \$1,281,814 in Q1/2025 due to an increase in professional and legal fees associated with the proposed merger with Southern Cross.

*Three Months Ended August 31, 2024 Compared to Three Months Ended August 31, 2023*

During the three months ended August 31, 2024 (the “2024 period”) the Company reported a net loss of \$687,835 compared to a net loss of \$1,943,941 for the three months ended August 31, 2023 (the “2023 period”) a decrease in loss of \$1,256,106. The decrease in loss was attributed to:

- (i) during the 2024 period the Company recorded a \$584,414 unrealized holding gain in its investment in the Nagambie shares compared to a \$491,341 loss recognized in the 2023 period, resulting in a fluctuation of \$1,075,755; and
- (ii) \$43,469 decrease in expenses, from \$1,325,283 in the 2023 period to \$1,281,814 in the 2024 period. Significant variances in general and administrative expenses are as follows:
- recognition of share-based compensation of \$17,833 in the 2024 period compared to \$543,692 in the 2023 period on the granting and vesting of share options in both the Company and in Southern Cross;
  - incurred significant professional and legal fees. and salaries and benefits of \$796,301 during the 2024 period compared to \$348,305 during the 2023 period due to costs associated with the proposed merger with Southern Cross.

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 the 2024 period the Company reported interest of \$41,591 compared to \$9,517 during the 2023 period.

**Results from Discontinued Operations**

Pursuant to a share purchase agreement dated October 30, 2023 the Company agreed to sell all of the issued share capital and intercompany debt of Mawson Oy to Mawson Finland Limited (“Mawson Finland”) (formerly *Springtide Capital Acquisitions 7 Inc.*) for \$6,500,000 cash (the “Springtide Transaction”). On December 19, 2023 (the “Closing”) Mawson Finland paid \$6,500,000 to the Company and completed the Springtide Transaction pursuant to which Mawson Oy became a wholly-owned subsidiary of Mawson Finland.

*Assets and Liabilities of Discontinued Operations*

Mawson Oy’s assets and liabilities were stated at its net realizable value of \$6,500,000 prior to Closing as follows:

|                                          | \$               |
|------------------------------------------|------------------|
| <b>Assets</b>                            |                  |
| Cash                                     | 92,277           |
| VAT receivable                           | 32,633           |
| Prepaid expenses and deposits            | 54,587           |
| Property, plant and equipment            | 45,444           |
| Exploration and evaluation assets        | 6,490,760        |
| Right of use asset                       | 575,457          |
| Bonds                                    | 194,533          |
| <b>Total assets</b>                      | <u>7,485,691</u> |
| <b>Liabilities</b>                       |                  |
| Accounts payable and accrued liabilities | (390,406)        |
| Lease liability                          | (595,285)        |
|                                          | <u>(985,691)</u> |
| <b>Total liabilities</b>                 | <u>6,500,000</u> |

## Net Loss from Discontinued Operations

|                                              | Three Months Ended August 31, |            |
|----------------------------------------------|-------------------------------|------------|
|                                              | 2024<br>\$                    | 2023<br>\$ |
| <b>Expenses</b>                              |                               |            |
| Accounting and administration                | -                             | 6,648      |
| Accretion of interest on lease liability     | -                             | 15,762     |
| Corporate development                        | -                             | 1,788      |
| Depreciation and amortization                | -                             | 31,169     |
| Legal                                        | -                             | 4,664      |
| Office and sundry                            | -                             | 33,238     |
| Professional fees                            | -                             | 23,949     |
| Rent                                         | -                             | 16,705     |
| Salaries and benefits                        | -                             | 5,841      |
| Travel                                       | -                             | 9,038      |
| Vehicles                                     | -                             | 5,334      |
|                                              | -                             | 154,136    |
| <b>Net loss from discontinued operations</b> | -                             | (154,136)  |

## Investments

|                                         | As at August 31, 2024 |                  |                          |                         |
|-----------------------------------------|-----------------------|------------------|--------------------------|-------------------------|
|                                         | Number                | Cost<br>\$       | Unrealized<br>Loss<br>\$ | Carrying<br>Value<br>\$ |
| Common shares                           |                       |                  |                          |                         |
| Nagambie Resources Limited ("Nagambie") | 53,361,046            | 1,768,741        | (696,227)                | 1,072,514               |
| Kingsmen Resources Limited ("Kingsmen") | 18,750                | 45,000           | (40,594)                 | 4,406                   |
|                                         |                       | <u>1,813,741</u> | <u>(736,821)</u>         | <u>1,076,920</u>        |
|                                         | As at May 31, 2024    |                  |                          |                         |
|                                         | Number                | Cost<br>\$       | Unrealized<br>Loss<br>\$ | Carrying<br>Value<br>\$ |
| Common shares                           |                       |                  |                          |                         |
| Nagambie Resources Limited ("Nagambie") | 53,361,046            | 1,768,741        | (1,282,798)              | 485,943                 |
| Kingsmen Resources Limited ("Kingsmen") | 18,750                | 45,000           | (38,437)                 | 6,563                   |
|                                         |                       | <u>1,813,741</u> | <u>(1,321,235)</u>       | <u>492,506</u>          |

## Financings

No financings were completed by the Company during the 2024 or 2023 periods.

## Exploration and Evaluation Assets

|                  | As at August 31, 2024      |                                        |                                       |                   |
|------------------|----------------------------|----------------------------------------|---------------------------------------|-------------------|
|                  | Acquisition<br>Costs<br>\$ | Deferred<br>Exploration<br>Costs<br>\$ | Foreign<br>Exchange<br>Movement<br>\$ | Total<br>\$       |
| Sweden           |                            |                                        |                                       |                   |
| Skelleftea North | 70,357                     | 281,381                                | -                                     | 351,738           |
| Other            | 40,748                     | 7,134                                  | -                                     | 47,882            |
| Australia        |                            |                                        |                                       |                   |
| Sunday Creek     | 820,058                    | 19,912,401                             | 364,832                               | 21,097,643        |
| Redcastle        | 56,244                     | 1,722,606                              | (10,319)                              | 1,768,531         |
|                  | <u>987,759</u>             | <u>21,923,522</u>                      | <u>354,513</u>                        | <u>23,265,794</u> |

|                  | As at May 31, 2024         |                                        |                                       |                   |
|------------------|----------------------------|----------------------------------------|---------------------------------------|-------------------|
|                  | Acquisition<br>Costs<br>\$ | Deferred<br>Exploration<br>Costs<br>\$ | Foreign<br>Exchange<br>Movement<br>\$ | Total<br>\$       |
| Sweden           |                            |                                        |                                       |                   |
| Skelleftea North | 70,357                     | 281,381                                | -                                     | 351,738           |
| Other            | 40,748                     | 7,134                                  | -                                     | 47,882            |
| Australia        |                            |                                        |                                       |                   |
| Sunday Creek     | 799,058                    | 17,281,134                             | 281,602                               | 18,361,794        |
| Redcastle        | 56,244                     | 1,722,606                              | (17,296)                              | 1,761,554         |
|                  | <u>996,407</u>             | <u>19,292,255</u>                      | <u>264,306</u>                        | <u>20,522,968</u> |

During the 2024 period the Company incurred a total of \$2,742,826 (2023 - \$2,497,367) on the acquisition, exploration and evaluation of its unproven resource assets of which \$nil (2023 - \$274,536) was incurred on Rajapalot property, \$nil (2023 - \$nil) on its Swedish properties and \$2,742,826 (2023 - \$2,222,831) on its Australian properties net of foreign exchange movement. During fiscal 2024, the Company recorded an impairment of \$39,020,951 to the Rajapalot property to reflect its net realizable value of \$6,490,760 which was then realized on completion of the Transaction with Mawson Finland on December 19, 2023. See “Exploration Projects” in this MD&A for details.

### Financial Condition / Capital Resources

As at August 31, 2024 the Company had working capital in the amount of \$11,625,413, which included cash of \$12,928,687 and of which \$9,659,208 was attributed to its 48.7% owned subsidiary, Southern Cross. 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. Management considers that the Company may 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. The Company also recognizes that exploration expenditures may change with ongoing results and, as a result, it may be required to obtain additional financing. 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

See “Proposed Reorganization”.

### 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, 2024 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, 2024 audited annual consolidated 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 the 2024 and 2023 periods the following fees were incurred by Mawson to current and former key management personnel:

|                                                                  | 2024<br>\$    | 2023<br>\$    |
|------------------------------------------------------------------|---------------|---------------|
| Professional fees - Mr. Hudson - Executive Chairman and director | 19,500        | 19,500        |
| Professional fees - Ms. Ahola - director <sup>(1)</sup>          | 4,500         | 40,565        |
| Professional fees - Mr. DeMare - CFO                             | 6,000         | 6,000         |
| Professional fees - Mr. Williams - director                      | 4,500         | 4,500         |
| Professional fees - Mr. Jentz - director <sup>(2)</sup>          | -             | 4,500         |
| Professional fees - Mr. Griffin - director                       | 4,500         | 4,500         |
| Professional fees - Mr. Maclean - former director <sup>(3)</sup> | -             | 4,500         |
| Professional fees - Ms. Bermudez - Corporate Secretary           | 13,500        | 10,500        |
|                                                                  | <u>52,500</u> | <u>94,565</u> |

(1) Ms. Ahola received \$4,500 (2023 - \$4,500) for director fees and \$nil (2023 - \$36,065) for being a member of the Environmental Health and Safety Committee.

(2) Mr. Jentz was appointed as a director of the Company on September 8, 2022 and resigned as a director October 27, 2023. .

(3) Mr. MacLean passed away August 22, 2023.

During the 2024 period the Company incurred a total of \$52,500 (2023 - \$94,565) to current and former key management personnel for salaries and fees which have been allocated based on the nature of the services provided: expensed \$52,500 (2023 - \$58,500) to directors and officers compensation and capitalized \$nil (2023 - \$36,065) to exploration and evaluation assets. As at August 31, 2024 \$34,500 (May 31, 2024 - \$31,500) remained unpaid.

The Company has a management agreement with its Executive Chairman which provides that in the event the Executive 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 August 31, 2024 the amount payable under the agreement would be \$120,000.

- (b) During the 2024 period the Company incurred a total of \$13,200 (2023 - \$18,200) 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 \$1,005 (2023 - \$1,005) for rent. As at August 31, 2024 \$5,870 (May 31, 2024 - \$4,670) remained unpaid.
- (c) During the 2024 period Southern Cross incurred a total of \$62,679 (2023 - \$60,473) for fees to a director and officer who is also a current officer of the Company, of which \$16,715 (2023 - \$12,095) have been expensed to director and officer compensation and \$45,964 (2023 - \$48,378) capitalized to exploration and evaluation assets. During the 2023 period the Company recorded \$12,705 share-based compensation for the granting and vesting of Southern Cross share options to this individual.

## 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. 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.

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.sedarplus.ca/](http://www.sedarplus.ca/) 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 October 29, 2024 there were 306,138,320 issued and outstanding common shares. In addition, there were 2,600,000 share options outstanding, at an exercise price of \$0.24 per share.