

MAWSON GOLD LIMITED

MANAGEMENT'S DISCUSSION AND ANALYSIS FOR THE NINE MONTHS ENDED FEBRUARY 28, 2021

Background

This discussion and analysis of financial position and results of operations is prepared as at April 12, 2021, and should be read in conjunction with the unaudited condensed consolidated interim financial statements and the accompanying notes for the nine months ended February 28, 2021 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. Although the Company believes that such statements are reasonable, it can give no assurance that such expectations will prove to be correct. Forward-looking statements are typically identified by words such as: believe, expect, anticipate, intend, estimate, postulate and similar expressions, or which by their nature refer to future events. The Company cautions investors that any forward-looking statements by the Company are not guarantees of future performance, and that actual results may differ materially from those in forward looking statements as a result of various factors, including, but not limited to, capital and other costs varying significantly from estimates, changes in world metal markets, changes in equity markets, planned drill programs and results varying from expectations, delays in obtaining results, equipment failure, unexpected geological conditions, local community relations, dealings with non-governmental organizations, delays in operations due to permit grants, environmental and safety risks, the Company's ability to identify one or more economic deposits on its properties, to produce minerals from its properties successfully or profitably, to continue its projected growth, to raise the necessary capital or to be fully able to implement its business strategies, and other risks and uncertainties disclosed under the heading "Risk Factors" in the Company's most recent Annual Information Form.

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

COVID-19

In March 2020 the World Health Organization ("WHO") declared the global outbreak of a novel coronavirus, identified as "COVID-19", a global pandemic. In order to combat the spread of COVID-19 governments worldwide have enacted emergency measures including travel bans, legally enforced or self-imposed quarantine periods, social distancing and business and organization closures. These measures have caused material disruptions to businesses, governments and other organizations resulting in an economic slowdown and increased volatility in national and global equity and commodity markets. The Company has implemented COVID-safe plans as recommended by the Finnish and Australian governments. The Company is operating under these plans and procedures, while geological, drilling and geophysical surveys continue in Finland and Australia. The Company continues to monitor the impact of the COVID-19 outbreak, the duration and impact which is unknown at this time, as is the efficacy of any intervention. It is not possible to reliably estimate the length and severity of these developments and the impact on the financial results and condition of the Company and its operations in future periods.

Company Overview

The Company was incorporated on March 10, 2004 under the provisions of the Company Act (British Columbia). On July 31, 2020 the Company changed its name from Mawson Resources Limited to Mawson Gold Limited to better reflect the Company's core business. The name change did not involve a change in share structure and the Company's trading symbol remained the same. 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. Mawson has distinguished itself as a leading Nordic Arctic exploration company with a focus on the flagship Rajapalot gold-cobalt project in Finland where it is well placed to add to its already significant gold-cobalt resource. Mawson also owns or is joint venturing into three high-grade, historic epizonal goldfields covering 470 square kilometres in Victoria, Australia.

Exploration Projects

Finland

Mawson's flagship is the 100%-owned Rajapalot gold-cobalt project, located just south of the Arctic Circle in Finnish Lapland. At Rajapalot the Company has made a significant greenfield discovery and in September 2020 published an updated Inferred Mineral Resource which doubled the earlier maiden resource published in December 2018. Four drill rigs have been in operation during the quarter to complete 20 kilometres of resource expansion diamond drilling, with an aim to significantly expand the current 716,000oz AuEq inferred resource. This will be achieved by:

1. Testing and drilling out multiple potential near-surface resource areas where near surface scout drilling has identified high-grade mineralization, and where subsequent electromagnetic geophysical surveying ("TEM") has defined larger conductive bodies. For example, this will include drilling at The Hut, Terry's Hammer and Rumajärvi prospects.
2. Infilling and extending high-grade zones within current resource areas, including for example around Palokas drill holes PAL0228 (7 metres @ 17.0 g/t Au, 2,168 ppm Co, 18.5 g/t AuEq from 251.4 metres) and PAL0222 (8.2 metres @ 19.1 g/t Au, 1,572 ppm Co, 20.2 g/t AuEq from 266.9 metres).

In total, since drilling commenced in September 2020, Mawson has drilled 76 drillholes for 19,422 metres. A total of 15 holes for 4,478 metres were announced during April 2021. A total of 50 drill holes for 12,600 metres from 5 individual prospect areas remain to be reported through to June 2021, with a resource upgrade scheduled for July 2021.

Results from 15 drill holes released in April 2021 delivered the thickest mineralized zone found at Rajapalot to date at The Hut and continue to extend high-grade mineralization at Joki East. The Hut and Joki East are located 500 metres and 1,500 metres respectively from the closest resource areas.

At Joki East, a blind discovery made by Mawson in late 2020, high grade mineralization has been drilled at the shallowest levels yet found;

- Drill hole PAL0252 intersected 1.5 metres @ 18.1 g/t Au, 1,696 ppm Co, 19.6 g/t AuEq from 117.1 metres;
- Mineralization at Joki East now extends over 225 metres down plunge and 30-40 metres across strike with mineralization open up- and down-plunge;

A new discovery has been drilled in PAL0259 at The Hut prospect and delivers the thickest mineralized zone drilled to date at Rajapalot:

- Drill hole PAL0259 intersected 70.3 metres @ 0.9 g/t Au, 828 ppm Co, 1.6 g/t AuEq from 95.8 metres (no lower cut-off applied);
 - Including 23.3 metres @ 1.2 g/t Au, 1,035 ppm Co, 2.1 g/t AuEq from 100.7 metres;
 - Including 14.4 metres @ 0.6 g/t Au, 1,531 ppm Co, 1.9 g/t AuEq from 126.3 metres;
 - Including 2.4 metres @ 3.9 g/t Au, 747 ppm Co, 4.6 g/t AuEq from 143.3 metres;
 - Including 7.0 metres @ 1.1 g/t Au, 31 ppm Co, 1.2 g/t AuEq from 159.0 metres;
- Drill hole PAL0263, drilled 70 metres down plunge and north of PAL0259, intersected:
 - 13.6 metres @ 1.2 g/t Au and 98 ppm Co (1.3 g/t AuEq) from 103.0 metres;

- including 2.7 metres @ 5.0 g/t Au, 264 ppm Co, 5.3 g/t AuEq from 104.8 metres;
- 4.3 metres @ 2.3 g/t Au, 26 ppm Co, 2.3 g/t AuEq from 121.5 metres;
- 9.2 metres @ 1.1 g/t Au, 256 ppm Co, 1.3 g/t AuEq from 222.3 metres;
 - including 2.0 metres @ 4.3 g/t Au, 170 ppm Co, 4.4 g/t AuEq from 227.3 metres;
- Drill hole PAL0269, drilled 50 metres north-west from PAL0263 intersected:
- 15 metres @ 1.0 g/t Au, 307 ppm Co, 1.3 g/t AuEq from 195.9 metres;
 - including 6.0 metres @ 2.1 g/t Au, 501 ppm Co, 2.5 g/t AuEq from 198.9 metres; and
- 3.0 metres @ 3.1 g/t Au, 13 ppm Co, 3.1 g/t AuEq from 219.4 metres

EIA and Land Use Planning

Two key planning processes, the Environmental Impact Assessment (“EIA”) and land use planning have been initiated for the Rajapalot gold-cobalt project in Finland.

The purpose of the EIA procedure is to generate information on the environmental impacts of a project, facilitate the consideration of environmental issues in planning and decision-making processes, and give the public and other stakeholders opportunities to participate in and affect these processes.

The initiation of EIA and land use planning:

1. Is demonstrative of the long term, strong local stakeholder support for one of Finland’s strategic gold-cobalt projects.
2. Further de-risks the project, as resource-expansion drilling is ongoing with 4 rigs actively drilling 24/7 through the Finnish winter.

During December 2020, Mawson requested the Lapland Centre for Economic Development, Transport and the Environment (“ELY”) to arrange a preliminary consultation in accordance with the EIA Procedures Act, which defines projects whose environmental impact must always be assessed. This triggered the commencement of the preparation stage of the EIA for the Rajapalot gold-cobalt project. In Finland, the potential impacts of a project are assessed at the report stage of the EIA process which follows the EIA preparation stage. Mawson considers stakeholder engagement and collaboration to be a critical part of the potential development of the Rajapalot project, and social aspects will be a key part of the EIA preparation process. The EIA is a project planning tool, and its results must be taken into account when granting permits for projects.

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 decided to start the sub-area Local Master land use planning processes. Both municipalities have made decisions to propose to the Regional Council of Lapland (“Lapin Liitto”) to start the phased provincial land use plan for the Rajapalot gold-cobalt project.

A similar process in Finland has been undertaken 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, and the Sakatti project of Anglo American. 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.

Mawson will be responsible for the costs of the EIA and land use planning, as well as the studies to be prepared for them and any measures that require compensation.

Current Resource Calculation

A majority of the September 2020 Rajapalot resource upgrade came from the 14 kilometre drill program completed during 2020, after Mawson’s geological team solved the geological model and the structural association of gold within electromagnetic conductors. This makes for an effective and approximate US \$10/oz discovery cost for the 2020 drill program and augers well for future growth. The robustness of the estimation can be demonstrated by the margin between lower cut-off (0.3 g/t AuEq) and the head grade of the resource, especially within the open pit constrained area (2.4 g/t AuEq). Mawson is fully funded and permitted to expand and infill the Mineral Resource, in order to continue to build critical scale with 20 kilometres of drilling planned to commence in December. In summary:

- An open pit and underground constrained Inferred Mineral Resource was estimated at 9.0 million tonnes @ 2.1 g/t gold (“Au”), 570 ppm cobalt (“Co”), which equates to 2.5 g/t gold equivalent (“AuEq”) for 600,000 ounces (“oz”) Au or 715,000 oz AuEq. The AuEq value was calculated using the following formula: $AuEq\ g/t = Au\ g/t + (Co\ ppm/1430)$ and using a gold price of US \$1,694 per ounce and a cobalt price of US \$17.28/lb. Mineral Resources are stated at a 0.3 g/t AuEq open pit cut-off and 1.1 g/t AuEq underground cut-off (Table 1) from three resource areas: Raja, “Palokas” (incorporating both and Palokas and South Palokas) and Rumajärvi;
 - The updated Mineral Resource doubles the tonnes with a similar grade from the previous inferred Mineral Resource estimation of December 2018 which was 4.3 million tonnes at 2.3 g/t Au, 430 ppm Co.
- A total of 72% of the resource falls within a Whittle™ optimized pit outline or 6.7 million tonnes @ 2.1 g/t Au, 499 ppm Co, 2.4 g/t AuEq for 512,000 oz AuEq at 0.3 g/t AuEq cut-off at a gold price of US \$1,694 per ounce and a cobalt price of US\$17.28/lb of the constrained resource.
- Of significance is the recognition of high-grade trends within the down-dip envelopes at the Raja and Palokas prospects;
 - These high-grade trends are inferred to develop at the lines of intersection between reactive host rocks and steeply to vertically dipping, fracture-controlled hydrothermal alteration (Table 2 demonstrates sensitivity to cut-off grades).
- A 20 kilometre drill program with 4 drill rigs has been underway since late December 2020 with the aim to immediately expand the Mineral Resource.

The 100% owned gold-cobalt Rajapalot discovery hosts numerous hydrothermal gold-cobalt prospects drilled between 2013 and April 2020 within a 3 by 4 kilometre area.

At the completion of the 2020 winter drill program, a total of 63,424 metres had been drilled at Rajapalot with an average depth of 136 metres. The average drilling depth for the 2020 winter season was 390 metres. A total of 213 holes for 47,427.4 metres and an average depth of 225.0 metres were used in the upgraded September 2020 resource estimation. Whereas a total of 119 holes for 15,167.7 metres with an average depth of 127.5 metres were used in the December 2018 maiden resource estimation.

Growth potential remains strong with the upgraded resource areas open laterally and down dip. Direct targeting of mineralization is aided by both:

- (i) a strong correlation of the resource block model wireframe and electromagnetic conductors that provide a large upside footprint for increasing the resources in future drill campaigns, and;
- (ii) recognition of late, that is, post-folding, structural controls of high-grade gold and cobalt within the conductors.

The resource at Rajapalot is broadly stratabound. The controls on high grade gold-cobalt mineralization at Rajapalot are linear, or sub-linear near-vertical structures (faults and veins) that generally lie oblique to the long axis of the conductive down-plunge host rock envelope. These high-grade trends are inferred to develop at the lines of intersection between reactive host rocks and steeply dipping to vertical, fracture-controlled hydrothermal alteration. The long axes of the variogram and resultant search ellipsoids match these trends at Raja and Palokas prospects. Grade thickness variations occur, and the best intersections to date are those where thick sulphide accumulations occur in fold hinges and brecciated rocks. Most of the mineralization at Rajapalot consists of sulphide (pyrrhotite>>pyrite), magnetite, biotite, muscovite and chlorite hydrothermal mineral assemblages hosted in predominately muscovite-biotite schists, altered cordierite-anthophyllite rocks and grey albitites. Variations in gold-cobalt mineralization style occur, from an end member of sulphidic, potassic iron-rich rocks (K-Fe type, for example at Raja prospect) through to iron and magnesium-rich (Fe-Mg type) hydrothermally altered rocks such as those at Palokas.

Preliminary metallurgical testing on drill core from the Rajapalot prospect demonstrate excellent gold extraction results of between 95% and 99% (average 97%) by a combination of gravity separation and conventional cyanidation and or/flotation. Metallurgical test work indicates gold recovery and processing are potentially amenable to conventional industry standards with a viable flowsheet which could include crushing and grinding, gravity recovery, and cyanide leaching with gold recovery via a carbon-in-pulp circuit for production of onsite gold doré. Initial indications suggest the cobalt minerals present (cobaltite and cobalt pentlandite) can float or be separated by magnetic

separation methods. Further metallurgical test work is currently underway, with Mawson a participant of Finland's BATCircle consortium, a program designed to add value to the Finnish battery metals circular economy. BATCircle was founded under the leadership of Aalto University to coordinate research on the battery metal circular economy from exploration to recycling. BATCircle includes 22 companies, four universities, two research institutes and two cities.

The Raja gold-cobalt resource forms 46% of the Mineral Resource and extends 240 metres parallel to strike, 950 metres down plunge reaching a vertical depth of 560 metres. Gold-cobalt mineralization is a potassic-iron type characterized by muscovite-biotite-chlorite quartz pyrrhotite-rich schist with subordinate albite, iron-magnesium amphiboles and tourmaline which is best developed to date at the Raja prospect. Gold and cobaltite along with scheelite, pyrite, chalcopyrite and bismuth tellurides accompany the silicates.

The Palokas gold-cobalt resource extends over two close, but separate locations (Palokas and South Palokas) with up to three mineralized horizons in each and forms 52% of the Mineral Resource. The dimensions of the Palokas resource are 220 metres parallel to strike and 545 metres down plunge reaching a vertical depth of 440 metres. The dimensions of the South Palokas resource are 280 metres of strike, 520 metres down plunge to a vertical depth of 430 metres. Mineralization at Palokas forms within a retrograde mineral alteration assemblage includes chlorite, iron-magnesium amphiboles, tourmaline and pyrrhotite commonly associated with quartz veining. Subordinate almandine garnet, magnetite and pyrite occur with bismuth tellurides, scheelite, ilmenite, gold and one of cobaltite or cobalt pentlandite. At South Palokas, the main (central) mineralized unit is dominated by schistose pyrrhotite rocks rich in muscovite, biotite, chlorite (similar to Raja prospect).

Resource Methodology

1. Mineral Resource reporting follow the Canadian Institute of Mining, Metallurgy and Petroleum ("CIM") definitions standards (2014) for mineral resources and reserves and have been completed in accordance with the Standards of Disclosure for Mineral Projects as defined by National Instrument 43-101.
2. Reported tonnage and grade figures have been rounded from raw estimates to reflect the relative accuracy of the estimate. Minor variations may occur during the addition of rounded numbers.
3. Mineral Resources that are not Mineral Reserves do not have demonstrated economic viability.
4. Constrained Resources are presented undiluted and in-situ and are considered to have reasonable prospects for eventual economic extraction.
5. Optimized open pit constrained resources are reported at a cut-off grade of 0.3 g/t AuEq.
6. Underground resources are reported at a cut-off grade of 1.1 g/t AuEq.
7. Gold equivalent "AuEq" = Au+(Co/1430) based on assumed prices of cobalt US \$17.28/lb and gold US \$1,694/oz gained from analyst consensus forecasts.
8. No top caps were required for the Raja or North Palokas deposits. At South Palokas, a gold top cap of 20 g/t Au was used for the main gold domain within while a gold top cap of 3 g/t Au was used for the low-grade gold domain. For a single lens at Rumajärvi a cobalt top cap of 1500 ppm was used.
9. Bulk density values were calculated for each of the wireframes based on 2,196 measurements.
10. The three-dimensional wireframe models were generated using AuEq shells. Estimation parameters were determined by variography; all zones were interpolated using Ordinary Kriging ("OK").
11. Block dimensions were 25 x 10 x 5 metres (Raja) and 20 x 10 x 5 metres (Palokas) with sub-block sizes down to 5 x 2 x 1 metre and 4 x 2 x 1 metre blocks for Raja and Palokas respectively. Rumajärvi block dimensions were 25 x 10 x 5 metres with sub-blocks down to 5 x 2 x 1 metre.
12. AMC created the Rajapalot Mineral Resource estimate using the drill results available to July 1, 2020 from the Raja, Palokas and Rumajärvi prospects.

Table 1: Total Inferred Mineral Resources Estimate as of September 14, 2020, at the cut-offs listed for constrained open pit and underground resources at Rajapalot

Zone	Cut-off (AuEq)	Tonnes (kt)	Au (g/t)	Co (ppm)	AuEq (g/t)	Au (koz)	Co (tonnes)	AuEq (koz)
Raja Pit	0.3	3,055	2.5	474	2.8	247	1,448	279
Raja UG	1.1	641	1.6	1,293	2.5	33	829	52
Raja Total		3,696	2.4	616	2.8	280	2,277	331

Zone	Cut-off (AuEq)	Tonnes (kt)	Au (g/t)	Co (ppm)	AuEq (g/t)	Au (koz)	Co (tonnes)	AuEq (koz)
Palokas Pit	0.3	3,218	1.8	531	2.1	182	1,709	221
Palokas UG	1.1	1,729	2.3	572	2.7	128	989	151
Palokas Total		4,947	2.0	545	2.3	311	2,698	371
Rumajärvi Pit	0.3	289	0.8	397	1.1	7	115	10
Rumajärvi UG	1.1	35	1.2	476	1.6	1	17	2
Rumajärvi Total		292	0.8	398	1.1	7	131	12
Total Pit	0.3	6,562	2.1	499	2.4	436	3,273	510
Total UG	1.1	2,405	2.1	763	2.6	163	1,834	204
Total		8,967	2.1	570	2.5	600	5,107	715

Table 2: Grade/tonnage relationship at different AuEq g/t cut-off grades for the combined Raja, Palokas and Rumajärvi prospects

Cut-Off (AuEq)	Tonnes (kt)	Au (g/t)	Co ppm	AuEq (g/t)	AuEq (koz)
0.3	12,007	1.7	532	2.0	791
0.5	10,389	1.9	560	2.3	769
0.7	8,551	2.3	595	2.7	735
0.9	7,393	2.5	613	3.0	705
1.1	6,407	2.8	632	3.3	673
1.3	5,595	3.1	648	3.6	642
1.5	5,014	3.4	660	3.8	616
1.7	4,438	3.6	671	4.1	586
1.9	3,835	4.0	689	4.5	551
2.1	3,314	4.4	711	4.9	518
2.3	2,880	4.7	731	5.3	487
2.5	2,571	5.1	736	5.6	463
2.7	2,287	5.5	739	6.0	440
2.9	2,068	5.8	722	6.3	420

Strategic Cobalt

Rajapalot is a significant and strategic gold-cobalt resource and one of Finland's largest gold resources by grade and contained ounces and one of a small group of cobalt resources prepared in accordance with NI 43-101 policy within Europe. Rajapalot is already the 7th largest European cobalt resource by size and expanding (cobalt is a potential by-product with 14% insitu value compared to the gold content in the 2020 resource). Finland refines half the world's cobalt outside China. The world's largest cobalt refinery is located 400 kilometres south of Rajapalot, where CRU estimates annual refining of 22,734 tonnes of cobalt (approximately 18% of world refined cobalt production), 90% of which was sourced from Chinese-owned mines in the Democratic Republic of Congo. Finland mines only 650 tonnes or 0.5% of the world's cobalt per year. The Rajapalot resource has the potential to support Finland's desire to source ethical and sustainable cobalt.

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.

Environmental, Social, Governance (ESG)

Mawson acknowledges that Environmental, Social and Governance ("ESG") forms a comprehensive framework for our 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, and we are constantly developing and adding to it as our projects grow and develop.

The Company complies with The Finnish Network for Sustainable Mining "Standard for Sustainable Exploration". The standard is comprised of Guiding Principles and three Protocols, which cover the entire lifecycle of exploration activities. The Protocols include community relationships, environment and safety. Mawson applies The Finnish Network for Sustainable Mining assessment to follow and further develop our exploration methods and practices, stakeholder engagement, techniques and activities. This assessment is implemented annually and is externally verified every third year.

Mawson is a member of FIBS, the largest corporate responsibility network not only in Finland but also in the Nordic countries. FIBS' goal is to inspire more and more Finnish companies to start developing productive solutions to local and global problems in cooperation with other companies and organizations, so that they can rise to the top of sustainable business globally.

In Australia, Mawson is a member of the Minerals Council of Australia ("MCA") and abides by its policies, including its Water Policy and Towards Sustainable Mining ® (TSM), an award-winning accountability framework which helps minerals companies evaluate, manage and communicate their sustainability performance. Mawson is an active member of the MCA in order to engage more broadly with fellow industry peers and stakeholders.

Mawson appreciates the overwhelmingly strong support it receives from local stakeholders. The Ylitornio municipality, which hosts the Rajapalot project, is a sparsely populated area with a decreasing population. The Rajapalot project could create many opportunities for both the current population and those in the future who settle within the area.

Finland has rigorous regulatory processes with strict environmental standards and Mawson is committed to work with the regional and national authorities and broader stakeholder groups to develop the project in a responsible way. Mawson has completed ten years of flora, fauna and water base line studies and nature assessments at Rompas-Rajapalot. The Company looks forward to continuing to work closely with both the mining and environmental authorities and other stakeholders over the coming years to ensure our work is conducted according to sustainable and global best practice methods.

During late 2020, Mawson Oy, Mawson's 100%-owned subsidiary in Finland, requested the Lapland Centre for Economic Development, Transport and the Environment ("ELY") to arrange a preliminary consultation in accordance with section 8 of the Environmental Impact Assessment ("EIA") Procedure Act. The EIA procedure identifies, assesses, and describes the significant environmental effects of a project and subsequently allows Mawson to consult with the authorities and those whose conditions or interests may be affected by the project. The EIA procedure is not a permit procedure, but provides information on the environmental effects of a project that will subsequently be taken into account by official authorities during mine permitting. The EIA program is expected to be completed in 2023. Mawson has also proposed to the regional municipality of Ylitornio and the city of Rovaniemi that these bodies request the Regional Lapland Council ("Lapin Liitto") to initiate regional land use planning for the Rajapalot project.

Mawson carries out its exploration activities in large areas, including 9% of its permit or permit application areas in Finland within EU-defined Natura biodiversity conservation areas (Kairamaat 2/3 exploration permit and Rompas permit application areas). The aim of the Natura 2000 network is to assure the long-term survival of Europe's most valuable and threatened species and habitats. Natura 2000 is not a system of strict nature reserves where all human activities are excluded and forms 18% of the EU landmass. Development in Natura is defined by clear rules and the emphasis is on ensuring that future management is sustainable, both ecologically and economically. Eighty-two percent of the Rompas-Rajapalot project lies outside of Natura areas. Mawson area permitted to complete all exploration at Rajapalot inside and outside Natura zones. The next major permitting step required will come at mining where biodiversity offsets for Natura areas will most probably be required. There are mining projects that have been permitted and are in production in Natura 2000 areas within Europe, including Ada Tepe (gold mine Bulgaria), Prosper Haniel (coal mine in Germany) and Mechelse Heide Zuid (sand mine in Belgium). Anglo American is currently permitting the Sakatti Ni-Cu-PGE project for mining in Finland.

For diamond drilling programs at Rajapalot, Mawson completed biological mapping of all areas where drilling took place, and, worked together with all authorities to minimize impact, including capturing all drill cuttings, reduction in total machine weight and the careful preparation of compressed snow roads for use by skidoo, Bandvagn and drill rigs. The same process takes place for each winter drill season.

Permitting

As of the date of this MD&A the Company held a total of 5 granted exploration permits and 10 exploration permit applications and reservations.

Summary of Claims at Rompas-Rajapalot Project

Permit Type	Name	Mining Registry Number	Area (hectares)
Exploration Permit	Raja	ML2014:0061-01	883
Exploration Permit	Männistö	ML2016:0046-01	2,141
Exploration Permit	Korkiakoivikko	ML2012:0168-01	232
Exploration Permit*	Kairamaat 2/3	ML2013:0041-02	1,462
Exploration Permit	Hirvimaa	ML2014:0033	1,007
Total			5,725
Exploration Permit Application	Rompas	ML2014:0060-01	265
Exploration Permit Reservation	Takanenvuoma	VA2019:0047	14,365
Exploration Permit Application	Vatsa	ML2015:0017	371
Exploration Permit Application	Kultamaat	ML2015:0005-01	529
Exploration Permit Application	Karsimaat	ML2014:0075-01	2,777
Exploration Permit Application	Uusi Rumavuoma	ML2015:0042-01	1,283
Exploration Permit Application	Kaitajärvi E-M-W	ML2014:0100-01	802
Exploration Permit Application	Mäntylaenokka N -S	ML2015:0054-01	398
Exploration Permit Application	Kuusivaara	ML2014:0077-01	4,565
Exploration Permit Application	Petäjävaara	ML2014:0074	1,645
Total			27,000

* Exploration Permit granted but not in legal force, under appeal and enforced to allow continuing exploration.

As of the date of this MD&A, the Company holds a total of 5 granted exploration permits (including Kairmaat 2-3) for 5,725 hectares and 10 exploration permit applications and reservations for 27,000 hectares. According to the Finnish Mining Act, after the first renewal period of up to 4 years, all exploration permits in Finland can be renewed in 3-year maximum intervals, for a combined total of 15 years.

The 1,462 hectare Kairamaat 2/3 exploration permit (part of the Rajapalot project area) is granted but not in legal force. It was regranted on January 18, 2019 by the Finnish Mining Authority, TUKES. As announced on February 21, 2019 and, as a standard right in Finland, two appeals were lodged by a local non-governmental organization (“NGO”) group and Parks & Wildlife, Finland, Lapland (“Metsähallitus”). The appeal by Metsähallitus has since been withdrawn, leaving a single appeal by the NGO group. The Administrative Court ratified an enforcement order which allows Mawson to drill from 200 drill platforms (from 529 optional sites) plus 76 existing drill platforms within the 1,462 hectare Kairamaat 2/3 exploration permit area for 3 years from January 18, 2019. Drilling is not permitted within a 150 metre buffer of an eagle’s nest from February 15th to March 25th.

Victoria, Australia - Gold

In the Victorian goldfields of Australia, Mawson executed multifaceted agreements with Nagambie Resources Limited (NAG:ASX) (“Nagambie”) during March 2020 and again in October 2020. As a consequence Mawson controls three significant epizonal historic goldfields (Sunday Creek, Redcastle and Whroo) within 471 sq km of granted tenements and applications in Victoria and holds a right of first refusal to take up or match proposals being considered over the remainder of Nagambie’s 3,600 square kilometre tenement package in Victoria.

Victoria hosts one of the giant orogenic goldfields of the world with more than 80 Moz extracted since 1851. The state is now experiencing its third gold boom with the discovery of the Swan Zone at Fosterville (current proven and probable reserve 3 Mt @ 21.8 g/t gold for 2.1 Moz). There are two distinct sub-types of orogenic gold mineralization in Victoria (mesozonal and epizonal), formed during different metallogenic/orogenic events: the first recorded from

the ~445 Ma Benambran Orogeny, and the second from the ~370-380 Ma Tabberabberan Orogeny occurring within distinct regional geological domains. The majority of gold recovered from the Victorian goldfields has been produced from the older, Benambran-aged mesozonal gold-quartz vein systems, targeted by the old-timers in the Bendigo and Stawell zones. More recently, Fosterville has rewritten the Victorian geological opportunity for epizonal gold deposits. We now understand that epizonal systems can develop extremely high-grade, free gold deposits, as the miners in 1859 demonstrated at Redcastle.

A 5 kilometre diamond drill program has commenced and is ongoing in Victoria.

Strategic 10% equity investment into Nagambie

Mawson entered into a subscription agreement with Nagambie dated March 24, 2020, under which Mawson subscribed for 50.0 million ordinary shares of Nagambie (the “Nagambie Shares”), which represent a 10.0% shareholding in Nagambie. As consideration for the acquisition of the Nagambie Shares, Nagambie received 8.5 million common shares of Mawson (the “Mawson Private Placement Shares”), which represent approximately 4.7% of the total issued Mawson Shares (after including the 1.0 million Mawson Acquisition Shares from the Clonbinane Acquisition, as defined below). The Mawson Private Placement Shares were subject to an initial statutory four month hold period and voluntary trading restrictions to be released from such restriction in four equal tranches (being 2,125,000 Mawson Private Placement Shares per tranche).

Mawson also secured a right of first refusal to take up or match proposals being considered over a competitive 3,600 square kilometre tenement package held by Nagambie. This package includes the Nagambie Gold Mine and provides Mawson with a pipeline of potential new projects. In addition, Mawson has a pre-emptive right on future issuances of Nagambie Shares to avoid dilution.

Sunday Creek Tenements (100% Mawson)

Sunday Creek is a shallow orogenic (or epizonal) Fosterville-style deposit located 56 kilometres north of Melbourne and contained with 19,365 hectares of both granted and applied for exploration tenements. Historic gold mining between 1880-1920 occurred over a greater than 11-kilometre trend. 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. Apollo was the original deepest shaft to 100 metres in the late 1800s in a series of sheeted stibnite-rich veins, predominately hosted within a felsic dyke that broadly controls gold distribution.

Mineralization at Sunday Creek 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 Mawson. Broader vein-hosted and cataclastic mineralization grading less than 15 g/t gold appears untouched by the historic miners.

Mawson has now completed fourteen drill holes (MDDSC001-014) for 2,487 metres at the Sunday Creek gold project where drilling continues. Assays from 12 out of the 14 completed holes have been released. Geophysical surveys (3D induced polarization and ground magnetics) have been completed. A 2,500-point soil sampling program at Sunday Creek has commenced extending east-northeast from drilling areas to test the 11 kilometre trend of historic epizonal dyke-hosted mineralization within Mawson’s tenured areas.

Results from 12 holes have been released since October 2020 to the current reporting period:

- MDDSC001 drillhole intersected 15.2 metres @ 3.7 g/t gold from surface including 0.6 metres at 17.9 g/t gold from 10.4 metres while testing unmined extensions of the historic Apollo mine area. This confirmed the tenor of gold mineralization found within earlier reverse-circulation drill results, using orientated HQ-sized core.
- MDDSC002 intersected 5.0 metres @ 5.2 g/t gold from 53.8 metres including 0.29 metres at 79.4 g/t gold from 53.8 metres and 21.0 metres @ 3.4 g/t gold from 109.0 metres including 1.1 metres at 22.3 g/t gold from 109.0 metres, while testing immediate down dip extensions of Mawson drill hole MDDSC001.

- MDDSC003, located 330 metres WNW of MDDSC002, intersected 7.9 metres @ 1.8 g/t gold from 71.7 metres while testing unmined extensions of the historic Rising Sun area.
- MDDSC004 drilled to test the eastern end of the Golden Dyke trend, with a best result of 1.0 metres 0.5 g/t gold from 44 metres. The hole intersected an historic mining void between 71.4 metres to 78.6 metres with 5.2 metres core loss in the 7.2 metre interval leaving potential to test the mined-out zone at deeper levels, with a low gold mineralized halo intersected between 44 metres to 104 metres (50 metres downhole width), leaving potential to test the mined-out zone at deeper levels.
- MDDSC005 was drilled immediately beneath the 100-metre-deep Apollo shaft to test the parallel and down dip extensions of the unmined extensions of the historic mine area. The hole intersected the north-west oriented mineralized structure over 47.5 metres @ 1.3 g/t gold from 88.0 metres down hole depth without applying a lower-cut. Higher grade intersections in the hole were 4.2 metres @ 3.4 g/t gold from 88.0 metres and 11.5 metres @ 3.3 g/t gold from 123.7 metres, including 0.1 metres @ 52.6 g/t gold from 123.7 metres, 0.3 metres @ 17.9 g/t gold from 128.2 metres and 0.3 metres @ 45.1 g/t gold from 133.5 metres. An historic mining void was intersected from 100.4 to 103.4 metres down the hole. Visible gold was observed within stibnite+quartz veins at 88.7 metres, 123.7 metres, 128.2 metres and 130.9 metres.
- Diamond drillhole MDDSC007, drilled 60 metres to the SW of MDDSC010, intersected a broad 20 metre lower grade zone from 76.2 metres, that included 5.8 metres @ 2.2 g/t gold, 0.4 % antimony from 76.2 metres including 0.4 metres @ 22.3 g/t gold and 3.2 % antimony from 78.6 metres;
- Diamond drillhole MDDSC008, drilled 60 metres above MDDSC010, intersected 2.1 metres @ 7.6 g/t gold, 1.7% antimony from 67.7 metres including 0.7 metres @ 21.5 g/t gold and 5.0 % antimony from 73.9 metres and 0.2 metres @ 8.0 g/t gold, 3.9 % antimony from 95.0 metres;
- Diamond drillhole MDDSC0010 intersected 7.0 metres @ 6.0 g/t gold from 72.4 metres including 2.0 metres @ 18.5 g/t gold from 73.9 metres and 3.4 metres @ 9.7 g/t gold from 97.9 metres including 0.3 metres @ 72.9 g/t gold from 101.0 metres while testing the down dip extensions of the historic Gladys mine area.
- Diamond drillhole MDDSC0012, the deepest hole and Mawson's best drill result to date at Sunday Creek, was drilled 110 metres vertically below the historic Apollo mine workings and intersected thick and high-grade mineralized intervals over a combined width of 36.4 metres @ 2.4 g/t gold ("Au") and 0.4% antimony ("Sb") (2.8 g/t gold equivalent ("AuEQ")) from 177 metres (without a lower cut). Better intervals included (lower cut of 0.3 g/t Au cut over 2.0 metre width, with higher grades reported with a 5 g/t Au cut over 1.0 metre):
 - 13 metres @ 1.7 g/t Au and 0.14% Sb (1.9 g/t AuEQ) from 177 metres
 - including 0.8 metres @ 11.4 g/t Au and 0.9% Sb (12.3 g/t AuEQ) from 178.0 metres
 - 17.7 metres @ 3.7 g/t Au and 0.7% Sb (4.4 g/t AuEQ) from 196.0 metres
 - Including 10.4 metres @ 5.4 g/t Au and 1.0% Sb (6.4 g/t AuEQ) from 203.0 metres
 - 0.2 metres @ 37.3 g/t Au and 12.0% Sb (49.2 g/t AuEQ) from 207.0 metres and
 - 2.2 metres @ 15.8 g/t Au and 3.3% Sb (19.2 g/t AuEQ) from 209.0 metres

Sunday Creek is open at depth and along strike and is considered a high value exploration project with affinity to the Fosterville Mine.

Option and Joint Ventures

(i) Redcastle Option and Joint Venture (Option to earn up to 70%)

Pursuant to Option and Joint Venture Agreements entered into on March 24, 2020, between Mawson and Nagambie, Mawson has the right to earn an up to 70% joint venture interest Nagambie's Redcastle gold project located in Victoria, Australia by incurring the following exploration expenditures: AUD \$100,000 in the first year and an additional AUD \$150,000 in year 2 to earn 25%, an additional AUD \$250,000 in year 3 to earn 50% and an additional AUD \$500,000 by year 5 to earn 70%. Once Mawson earns 70% a joint venture between the parties will be formed. Nagambie may then contribute its 30% share of further exploration expenditures or, if it chooses to not contribute, dilute its interest. Should Nagambie's interest be reduced to less than 5.0%, it will be deemed to have forfeited its interest in the joint venture to Mawson in

exchange for a 1.5% net smelter return royalty (“NSR”) on gold revenue. Should Nagambie be granted the NSR, Mawson will have the right to acquire the NSR for AUD \$4,000,000.

On November 22, 2020 the Company advised Nagambie that it had incurred the requisite total exploration expenditures to earn a 50% interest (the “Initial Earn-In”) in the Redcastle property. Nagambie is in the process of transferring the Initial Earn-In to the Company.

Redcastle is located in central Victoria 45 kilometres east of Bendigo and 18 kilometres north of Heathcote. Redcastle was discovered in 1859 and named the Balmoral Diggings. ‘Redcastle’ a name of Scottish origin, displaced Balmoral sometime later. Underground mining continued until 1902.

Redcastle is a shallow orogenic (or epizonal) Fosterville-style historic high-grade field held within a tenure area of 51 square kilometres. It is located 7 kilometres along strike from Mandalay Resources’ Costerfield mine and on a parallel north-south structure, 24 kilometres east of Kirkland Lake Gold’s Fosterville mine. The northern margin of the claim is surrounded by a Newmont Corporation exploration licence. It is one of the most significant historic epizonal high-grade goldfields in Victoria, Australia. First discovered in 1859, it is an extremely high-grade epizonal gold system with visible gold in quartz (+/- stibnite) association. Extremely high gold grades were mined over a 4.5 x 7 square kilometre area containing over 24 historic mining areas, including:

- The Welcome Group of mines were exploited over 2 kilometres strike length from 1859–1865, down to a maximum depth of 125 metres and extracted 20,583 oz @ 254.6 g/t gold. Forbes and Murray (1895) describe the mineralized zone as 1.2 metres wide with individual laminated veins from 5-7cm wide to 35cm wide. The quartz was described as “very-rich in gold - every piece knocked out from either side containing fine gold well disseminated, not only in the seamy portions but in the solid stone itself.” Forbes (1898) described the reef as 53 metres long and 0.2 - 0.4 metres wide at 187 g/t to 622 g/t gold.
- The Beautiful Venus Group of mines are located 2.5 kilometres east of the Welcome Group. Murray (1894) described four NW trending reef zones within a 500 metre by 400 metre area, with the main reef worked on surface over 180 metres. In 1898 the deepest shaft at Beautiful Venus was sunk to 67 metres. The reef was worked along strike for 61 metres on surface and 30 metres at the base of the shaft and averaged 0.6 metres @ 93 g/t to 311 g/t gold.
- Other styles worked in this field included quartz-vein stockworks in sandstones and dyke-hosted mineralization. The largest dyke reportedly worked was 11.5 metres in width and worked to a depth of 27 metres. Recorded grades from this dyke-hosted gold system was between 25 g/t to 120 g/t gold from only 160 tonnes, suggesting the dyke was selectively mined, and that significant scope remains to also define larger scale, more homogenous gold-bearing targets.

Redcastle has never been drill tested beneath any of the historic high-grade mining areas:

- 17 kilometres of combined high-grade vein strike remains completely untested below the water table (50 metres average depth).
- Modern drilling at Redcastle focussed on shallow, previously mined surface workings, and the average drill hole depth is 38 metres.
- Thin alluvial cover exists over approximately 50% of Redcastle, obscuring much of the area from historic prospecting and mining attempts.

The Redcastle area has been continuously under tenure since 1985. Drilling has never tested for continuation of the free-gold and high-grade reefs below any of the Redcastle mines. The average drill hole depth in the Redcastle tenement is 38 metres (the deepest being 81 metres, with no diamond drilling). No systematic geophysical surveys have ever been undertaken. In 1885 Forbes and Murray wrote “it seems incredible that such a field should have been left so long neglected”. That statement, incredibly, still holds true today.

At Redcastle, Mawson has completed geophysical surveys (induced polarization, gravity and ground magnetics) to understand the broad geological system

The first modern exploration at Redcastle took place in 1985, and since then, explorers have exclusively focused on heap leachable near-surface gold at Redcastle, but never for high-grade gold beneath and along strike from existing mines. Apart from a ground magnetic survey in 1988 on a 400 metre by 40 metre grid,

no systematic geophysical coverage of any type has been undertaken at Redcastle. A total of 270 very shallow reverse circulation (“RC”) and rotary air blast (“RAB”) drill holes have been drilled at Redcastle since 1985. The deepest hole is 81 metres and average drill hole depth is 38 metres. All drilling tested for low grade halos around old workings. None tested for high grade extensions below the high-grade gold mines. Selected drill results from these shallow holes marginal to the high-grade mines include: 10 metres at 2.5 g/t gold from 22 metres (RRC26), 2 metres at 10.7 g/t gold from 39 metres (RRC41) and 2 metres at 6.3 g/t gold from 26 metres (PR16). None of the drill data have been independently verified at this time. The true thickness of the mineralized intervals is not known at this stage. Significant soil, rockchip and costean sampling have taken place on the project. All mining areas are within areas of outcrop, however approximately 50% of the tenement area lies under thin cover within extensive gullies.

Mawson is undertaking a twofold approach at Redcastle. Initially the Company is systematically collecting “tenement scale” data to understand the broad mineral system and allow it to also explore beneath the significant alluvial cover. This includes ground magnetics, gravity and gradient array induced polarization (“IP”) to test the entire Redcastle mineralizing system. Secondly the company has completed stage one diamond drilling to test beneath the high-grade old mines. The combination of the stage one drilling data with the “tenement scale” data (geophysics, geological reconnaissance and detailed analysis of historic mine records) will aid in the development of new drill targets.

Fifteen holes (MDDRE001-015) for 2,774.8 m have now been drilled at the Redcastle Project. First results will be released in Q2 2021. The Phase 1 drill program at Redcastle was completed immediately prior to Christmas 2020 and the drill rig moved to the Doctors Gully prospect in the Whroo Goldfield.

(ii) *Whroo Option and Joint Venture (Option to earn up to 70%)*

In October 2020 Mawson executed an Amended and Restated Option Agreement (the “Amended and Restated Agreement” or “Whroo JV”) with Nagambie Resources Limited (NAG:ASX) (“Nagambie”) over 199 square kilometres of exploration tenure in the Victorian Goldfields of Australia. This replaced an original agreement, the Doctors Gully Option and Joint Venture signed on March 23, 2020 between Mawson and Nagambie, and has now been substantially amended and restated as the Whroo JV. The Whroo JV substantially modifies the original agreement from 4 square kilometres to 199 square kilometres of mineral tenure and includes the 9-kilometre-long Whroo gold mineralized trend. The Whroo JV consists of four granted exploration licences: EL6158 (Rushworth, 46 sq km), EL6212 (Reedy Lake, 17 sq km), EL7205 (Angustown, 69 sq km), and EL7209 (Goulburn West, 34 sq km), two exploration licence applications ELA7237 (Kirwans North 1, 20 sq km) and ELA7238 (Kirwans North 2, 9 sq km); and one granted retention licence RL2019 (Doctors Gully, 4 sq km).

Mawson has the option to earn an up to 70% joint venture interest in the Whroo JV by incurring the following exploration expenditures: AUD \$400,000 in the first year and an additional AUD \$500,000 in year 2 to earn 25%, an additional AUD \$1,600,000 in years 3 and 4 to earn 60% (cumulative AUD \$2.5M over 4 years). At this point, either party may provide notice to the other to form a joint venture (“JV”) under which the percentage ownership of each of Nagambie and Mawson will be 40% and 60%, respectively. If Nagambie elects not to form a JV at 40% of the Whroo JV, Mawson then has the option, but not the obligation, to invest a further AUD \$1.5M of exploration expenditures over 2 years (cumulative AUD \$4.0M in Years 1 to 6), to earn a 70% interest in the Whroo JV. Once Mawson earns 70% a joint venture between the parties will be automatically formed. Nagambie may then contribute its 30% ownership with further exploration expenditures or, if it chooses to not contribute, dilute its interest. Should Nagambie’s interest be reduced to less than 5.0%, it will be deemed to have forfeited its interest in the joint venture to Mawson in exchange for a 1.5% net smelter return royalty (“NSR”) on gold revenue. Should Nagambie be granted the NSR, Mawson will have the right to acquire the Whroo JV NSR for AUD \$4,000,000.

Mawson made an initial cash payment of AUD \$100,000 to Nagambie, and will have subsequent payments of AUD \$50,000 on the second, third and fourth anniversary dates of Nagambie’s shareholder approval. Mawson has the option to accelerate its spending to achieve its various percentage ownership interest positions in the Whroo JV Property.

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. Whroo consists of the Balaclava Hill area which contains thirteen named reefs, while

shallow workings extend the trend over 9 kilometres to the White Hills mining area. Production at Whroo is estimated to have been 40,000 oz of gold. At White Hills, 21 historic gold showings and mines occur within a larger alluvial gold field.

The largest producers at Whroo were the Balaclava Open Pit (23,600oz gold), Albert Reef (1,170oz gold) and Carrs Reef (913oz gold). Balaclava Hill, Albert Reef and Stockyard Reef are associated with stibnite veins. At Balaclava Hill, a 137 metre deep shaft and an open pit (80 x 40 metres across and 30 metres deep) were developed in 1855 and although the main stratigraphic and structural orientation was east-west, mineralization was observed in both E-W, NNE and flat veins with average widths of 3.5 metres. Outside of Balaclava, veins averaged 0.5 metres width and ran multiple ounces. The Mary Reef was 2.1 metres wide on average. The Peep-o'-Day Mine, a small antimony/gold mine had workings to 61 metres depth. The Happy-go-Lucky Mine averaged 128 g/t gold. The vertical Albert Reef ranged from 0.03-3.7 metres thickness and averaged over 94 g/t gold.

Doctors and Black shafts were the main zones at White Hills, located 4 kilometers west of Balaclava. The Black Reef was opened in 1859 with an average thickness of 0.9 metres. The highest yield was 500 g/t gold, with an average head grade of 47 g/t gold to 1874. Welch's Reef was opened in 1873 and was mined to 91 metres. Mineralization averaged 0.5 metres @ 72 g/t gold. The lowest yield was reported as 31 g/t gold and the highest 2,737 g/t gold. Jerry's Reef was opened in 1861 and averaged 0.5 metres width, with the highest yield 172 g/t gold and lowest 10 g/t gold. The maximum depth of workings was 15 metres. Woodward's Reef was opened in 1874 and averaged 0.5 metres and at surface averaged 195 g/t gold, but the quartz mineralization got weaker with depth. The Rose of Denmark opened in 1874 and averaged 0.3 metres width with the highest yield 687 g/t gold and the lowest 39 g/t gold, but was not worked below 12 metres depth.

Since historic mining took place, modern exploration at Whroo has been relatively limited with few drillholes and a paucity of geophysical exploration aimed at understanding the structural setting. In the early 1970's ICI Australia and Newmont diamond drilled one of the few holes ever drilled at depth in the field and intersected 60 metres @ 0.35g/t gold from 133 metres beneath the Balaclava Hill mine. The most significant exploration at White Hills was undertaken by Gold Mines of Kalgoorlie ("GMK", also working as Metals Exploration Ltd) who mapped and drilled the area in 1988. A total of 1,734 metres of RC drilling was conducted in 29 holes across the prospect. The results from this drill program have never been followed up. None of the drill data has been independently verified at this time. Compilation of available data and 3D geologic modeling are in progress. The true thickness of the mineralized intervals is not known at this stage. Better drill intersections from this program included 7 metres @ 4.1 g/t gold from 40 metres (WHP7), 8 metres @ 3.2 g/t gold from 40 metres (WHP26) and 1 metre @ 14.6 g/t gold from 62 metres (WHP26). Previous workers have exclusively focused on heap leachable near-surface gold at the Whroo goldfield and the project remains untested at depth. Further south at Reedy Lake, Nagambie have defined coherent soil anomalies that require follow up.

Mawson has completed gradient array and ground magnetic geophysical survey over the Doctors Gully Retention Licence RL2019 and completed a 3 diamond drill hole, 330.5 metre diamond drill program during the period. Drill core has been submitted to the assay laboratory.

Mount Isa SE, Australia

Mawson has staked through its 100% owned Australian subsidiary, Mawson Queensland Pty Ltd, five exploration prospecting licences ("EPMs") for 483km². All EPMs, are granted.

While the Company remains focussed in Finland and Victoria for gold, over the last 3 years Mawson's strategy has been to acquire district-scale areas undercover and along strike from large mines. The Company has built a significant position of 483 square kilometres 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.

Mawson completed its first drill hole (MQDDH001) to 849.7 metres with basement rocks intersected at 318 metres. Based on results of Mawson's gravity and magnetic surveys, the target source for drilling was modelled below the basement-cover contact within amphibolite facies metamorphic rocks to test a coherent and large undrilled multi-point 1.95 mgal residual gravity anomaly with an adjacent magnetic high (the F11 anomaly). The anomaly has a shallow peak of 700 metres depth and average depth of 1,000-1,500 metres. Iron oxide copper-gold (IOCG) and Broken Hill-

type silver-lead-zinc systems are the main target styles for this hole and regionally within Mawson's Mount Isa Southeast Project.

- Iron sulphides and disseminated and veinlet chalcopyrite were intersected in intermittent zones throughout the drill hole.
- Two main styles of sulphide accumulations were intersected:
 - The first style comprises pyrrhotite-rich zones with veinlets and disseminated chalcopyrite hosted by potassic-altered metasediments and mafic rocks; and
 - The second style is controlled by a 43 metre wide zone of brittle faults, fractures and cataclastic zones with pyrite-sericite-chlorite-graphite as the dominant alteration.
- Thirty-seven assay samples were taken in sulphidic intervals and zones of brittle chlorite-bearing alteration.
- Nine of the twenty samples below 750 metres ranged between 61 ppm and 8,660 ppm and averaged 1,202 ppm copper associated with texturally late sulphidic hydrothermal alteration.;
- Samples from a 43 metre wide zone of brittle faults, fractures and cataclastic zones with pyrite-sericite-chlorite-graphite as the dominant alteration are weakly anomalous in base and precious metals and will be the subject of further investigation in 2021.
- 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, arsenic, silver and zinc occur. From 750 to 838.8 metres downhole, 20 selective samples, representing 12.7 metres of drill core assayed from 61 ppm – 8,660 ppm and averaged 1,202 ppm copper, 0.02 ppm – 0.70 ppm and averaged 0.27 ppm silver and 31.7 ppm – 237 ppm and averaged 109 ppm zinc. Gold results were low with a maximum value of 20 ppb. The increase in copper and associated elements lower in the drill hole and the strong correlation with the emplacement and sulphidic alteration of pegmatites is an encouraging sign for development of further mineralization in the area. Texturally late sulphide enrichment and/or mobilization is a feature of mineralization styles in the Eastern Succession, largely driven by fluids derived from the Williams-Naraku igneous suite.

Mawson received \$200,000 funding for the F11 drill program under the Queensland Government's Collaborative Exploration Initiative (CEI).

F11 is strike-parallel to South32 Ltd's Cannington silver-lead mine, the ninth largest silver producer in the world with 12.3 Moz produced in 2019. At its prime in the early 2000s Cannington was the world's largest single silver producer and represented about 6% of the world's primary silver production. Deposit styles sought at F11 include both Cannington silver-zinc (Broken-Hill type) and iron-oxide copper-gold (IOCG).

The Mt Isa area contains a large number of mineral occurrences and world class mines. Since the discovery of copper and gold near Cloncurry in the 1860s the rocks of the Mount Isa Orogen have been significant producers of copper, lead, zinc and silver. Significant resources remain, with the Mount Isa Orogen containing 21.2% of the world's lead resources, 11% of the world's zinc resources, 5% of the world's silver resources and 1.7% of the world's copper resources. Most of these discoveries were made within the outcrop and subcrop areas. These areas continue under 100-500 metres of cover particularly to the north, east and south of the Mt Isa mineralized block. Mawson's strategy has been to acquire prospective undercover areas within prospective host sequences in data poor environments.

Over two years, Mawson has flown 100 metres spaced airborne magnetics and completed a 1km x 1km ground-based gravity over its entire Isa SE holding. This program was funded in part by a AUD \$100,000 grant from the Qld Government Collaborative Exploration Initiative, which backs private investment in under-explored parts of north-west Queensland by co-funding particularly innovative projects.

A project in conjunction with James Cook University will be conducted in 2021 to compare MQDDH001 results with other Mount Isa Eastern Succession mineral systems. These results will be integrated with our newly collected (2019) gravity and magnetic datasets across Mawson's Southeast Mt Isa project exploration permits to develop new drill targets.

Western USA ("WUSA")

Three agreements were signed with an arms-length landholder (the "Landholder") in late 2017 on primarily free hold (or fee simple) land owned by the Landholder considered prospective for gold in Oregon, Western USA ("WUSA"). The Landholder also owns the mineral rights.

Owing to long term ownership by the Landholder, the WUSA Project region had remained largely unexplored and behind locked gates for more than 150 years. The WUSA Project is highly prospective for high and low sulphidation epithermal gold systems and lies adjacent to a 19th century gold rush area. Modern-day placer mining is still being undertaken in the optioned area.

In July 2020 Mawson signed a mutual understanding and agreement (the “MOU”) to joint venture the WUSA Project to Aguila American Gold Ltd (“Aguila”). The MOU provides Aguila with the right to earn up to an 80% interest in the WUSA Project through committing to certain exploration expenditures. Aguila must invest US \$200,000, including 600 meters of diamond drilling during calendar 2020, to earn a 51% interest in the project. By investing a further US \$1,000,000 in exploration, by no later than by December 31, 2022, Aguila can earn an additional 29% interest in the project (80% in total). On Aguila acquiring an 80% interest, the 20% holding of Mawson will be non-dilutable until a decision to mine, and Mawson shall be free carried by loans from Aguila, repayable from production cash flows.

Aguila reported on December 16, 2020 the completion of 649 metres of drilling at the Scorpion-Cinnibar prospect area with assay results expected in calendar Q2/2021.

Future Developments

Mawson will have multiple drill rigs turning on its Finnish and Australian gold projects as 2021 continues. The main goal in Finland is to expand the maiden inferred resource at Rajapalot in Finland and continue to develop adjacent prospect areas for deep drill testing. Mawson’s goal in Australia is to develop high quality targets in its Victoria that can progress from discovery through to resource delineation.

Finland

- Complete 20 kilometre drill program with 4 drill rigs in April.
- A total of 50 drill holes for 12,600 metres from 5 individual prospect areas remain to be reported through to June 2021 from the 76 hole for 19,422 metres, 2020/21 drill program. A total of 15 holes for 4,478 metres were announced in April 2021.
- Resource upgrade July 2021.
- EIA and land use planning studies.
- Metallurgical testwork for cobalt and gold continues with benchtop liberation, leach, flotation testing.
- Summer geophysical and diamond drilling (Joki East and other areas).

Victoria, Australia

- Continue to build Victorian mineral portfolio.
- Increase drill rigs (May).
- Targeting maiden resource Q4 2021.

Mount Isa, Australia

- Review of results and re-interpretation of under-cover geology following completion of the drilling of the F11 target.
- A project in conjunction with James Cook University will be conducted in 2021 to compare MQDDH001 results with other Mount Isa Eastern Succession mineral systems. These results will be integrated with our newly collected (2019) gravity and magnetic datasets across Mawson's Southeast Mt Isa project exploration permits to develop new drill targets.
- Look to partner with further government funding or joint venture.

Western USA (“WUSA”)

Diamond drilling assays from four drill holes at the WUSA gold project are expected to be released by Aguila in the second quarter of calendar 2021.

Qualified Person

Mr. Michael Hudson (FAusIMM), Chairman and CEO for the Company, is a qualified person as defined by National Instrument 43-101 - Standards of Disclosure or Mineral Projects and has prepared or reviewed the preparation of the scientific and technical information provided under Exploration Projects of this document.

Financial Data

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

	Fiscal 2021			Fiscal 2020			Fiscal 2019	
	Feb 28 2021 \$	Nov 30 2020 \$	Aug 31 2020 \$	May 31 2020 \$	Feb 29 2020 \$	Nov 30 2019 \$	Aug 31 2019 \$	May 31 2019 \$
Operations:								
Revenues	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Expenses	(702,621)	(863,680)	(919,440)	(838,170)	(1,179,363)	(487,779)	(425,650)	(549,659)
Other items	499,531	(71,704)	(562,286)	1,453,826	(900,317)	6,610	(30,497)	14,559
Net and comprehensive (loss) income	(203,090)	(935,384)	(1,481,726)	615,656	(2,079,680)	(481,169)	(456,147)	(535,021)
Basic and diluted (loss) income per share	(0.00)	(0.00)	(0.01)	0.00	(0.01)	(0.00)	(0.00)	(0.02)
Dividends per share	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Balance Sheet:								
Working capital	10,018,006	14,017,137	16,917,266	18,031,038	3,956,181	7,233,373	599,491	1,472,175
Total assets	56,436,571	55,242,943	55,823,176	57,427,133	39,594,009	38,809,498	31,764,765	32,728,516
Total long-term liabilities	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil

Results of Operations

Three Months Ended February 28, 2021 Compared to Three Months Ended November 30, 2020

During the three months ended February 28, 2021 (“Q3”) the Company reported a net loss of \$203,090 compared to net loss of \$935,384 for the three months ended November 30, 2020 (“Q2”), a decrease in loss of \$732,294. The fluctuation is primarily due to:

- (i) the recognition of an unrealized gain on investment of \$383,720 in Q3 compared to an unrealized loss on investment of \$103,832 in Q2 primarily due to the increase in the quoted stock prices of the Nagambie shares;
- (ii) during Q3 the Company sold all of its 600,000 common shares of Thomson Resources Ltd. for proceeds of \$84,640 resulting in a gain of \$68,037. No shares were sold during Q2; and
- (iii) a \$161,059 decrease in expenses, from \$863,680 in Q2 to \$702,621 in Q3.

Nine Months Ended February 28, 2021 Compared to Nine Months Ended February 29, 2020

During the nine month period ended February 28, 2021 (the “2021 period”) the Company reported a net loss of \$2,620,200 compared to a net loss of \$3,016,996 for the nine month period ended February 29, 2020 (the “2020 period”) a decrease in loss of \$396,796. The decrease in loss was attributed to an impairment charge of \$928,439 recorded during the 2020 period compared to \$nil during the 2021 period. This was partially offset by:

- (i) the recognition of an unrealized loss on investments of \$294,605 in the 2021 period compared to an unrealized loss on investments of \$22,927 in the 2020 period primarily due to the decline in the quoted stock price of Nagambie shares. See also “Results of Operations - Investments”; and
- (ii) an increase in general and administrative expenses of \$392,949, from \$2,092,792 during the 2020 period to \$2,485,741 during the 2021 period.

Significant variances in general and administrative expenses are as follows:

- (i) in light of reduced travel by Company personnel due to COVID-19, the Company has determined to engage a number of consultants to perform strategic consulting, media and business development services on behalf

- of the Company and, as a result, corporate advisory fees totalling \$750,434 were incurred during the 2021 period. No financial advisory arrangements were conducted during the 2020 period;
- (ii) incurred \$150,876 in general exploration expenses during the 2021 period compared to \$8,282 during the 2020 period. During the 2021 period the Company conducted due diligence on exploration properties and acquired specialized software on an annual basis to analyze exploration related data;
 - (iii) corporate development expenses of \$313,101 were incurred during the 2021 period compared to \$181,599 in the 2020 period. During the 2021 the Company engaged various firms to provide corporation information on the Company through various marketing campaigns;
 - (iv) incurred travel expenses totalling \$177,823 during the 2020 period compared to \$25,488 during the 2021 period. Travel activities decreased significantly in the 2021 period due to the COVID-19 pandemic; and
 - (vi) recognition of share-based compensation of \$199,753 in the 2021 period in the 2021 period compared to \$748,750 in the 2020 period on the granting and vesting of share options and restricted share units.

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 2021 period the Company reported interest income of \$111,726 compared to \$56,463 during the 2020 period. The increase is due to higher levels of cash held during the 2021 period compared to the 2020 period.

Investments

	As at February 28, 2021			
	Number	Cost \$	Unrealized Gain (Loss) \$	Carrying Value \$
Common shares				
Nagambie	50,000,000	1,572,500	1,125,151	2,697,651
Kingsmen	37,500	45,000	(37,875)	7,125
		<u>1,617,500</u>	<u>1,087,276</u>	<u>2,704,776</u>

Unrealized gains or losses on investments are attributable to the fluctuation in the quoted stock prices of the Company's holdings of its investment in common shares in junior mining companies.

Financings

No financings were completed during the 2021 period. During the 2021 period the Company issued a total of 2,095,820 common shares on the exercise of share options and warrants for \$452,645.

During the 2020 period the Company completed a private placement financing of 49,376,749 units, at a price of \$0.16 per unit for gross proceeds of \$7,900,280.

Exploration and Evaluation Assets

	As at February 28, 2021			As at May 31 2020		
	Acquisition Costs \$	Deferred Exploration Costs \$	Total \$	Acquisition Costs \$	Deferred Exploration Costs \$	Total \$
Finland						
Rompas-Rajapalot	3,348,967	34,168,344	37,517,311	3,069,142	30,681,347	33,750,489
Australia						
Sunday Creek	731,529	768,384	1,499,913	652,501	19,625	672,126
Redcastle	35,914	1,092,267	1,128,181	-	1,158	1,158
Whroo JV	94,851	87,269	182,120		1,159	1,159
Mount Isa SE	253,199	732,476	985,675	238,528	336,178	574,706
	<u>4,464,460</u>	<u>36,848,740</u>	<u>41,313,200</u>	<u>3,960,171</u>	<u>31,039,467</u>	<u>34,999,638</u>

During the 2021 period the Company incurred a total of \$6,313,562 (2020 - \$3,521,191) on the acquisition, exploration and evaluation of its unproven resource assets of which \$3,766,822 (2020 - \$3,386,179) was incurred on its Finnish

properties, \$2,546,740 (2020 - \$121,211) on its Australian properties and \$nil (2020 - \$13,147) on its Oregon properties. See “Exploration Projects” in this MD&A for details.

Financial Condition / Capital Resources

Management considers that the Company has adequate resources 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. See also “COVID-19”.

Off-Balance Sheet Arrangements

The Company has no off-balance sheet arrangements.

Proposed Transactions

There are no proposed transactions.

Critical Accounting Estimates

The preparation of financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenditures during the reporting period. Examples of significant estimates made by management include estimating the fair values of financial instruments 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, 2020 audited annual consolidated financial statements.

Changes in Accounting Policies

Adoption of New Accounting Standard

Effective June 1, 2020 the Company adopted the Amendments to IFRS 3 - *Definition of a Business*, which clarifies the definition of a business for the purpose of determining whether a transaction should be accounted for as an asset acquisition or a business combination. The amendments:

- clarify the minimum attributes that the acquired assets and activities must have to be considered a business;
- remove the assessment of whether market participants can acquire the business and replace missing inputs or processes to enable them to continue to produce outputs;
- narrow the definition of a business and the definition of outputs; and
- add an optional concentration test that allows a simplified assessment of whether an acquired set of activities and assets is not a business.

There was no impact on the Company’s condensed consolidated interim financial statements upon the adoption of the amendments of this standard.

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 current and former Board of Directors and its executive officers.

- (a) During the 2021 and 2020 period the following fees were incurred:

	2021 \$	2020 \$
Management fees - Mr. Hudson - Chairman, CEO and director	126,000	126,000
Professional fees - Mr. Cook - Chief Geologist, former President ⁽¹⁾	158,446	150,209
Professional fees - Mr. DeMare - CFO and director	18,000	18,000
Professional fees - Mr. Henstridge - director	13,500	13,500
Professional fees - Mr. Saxon - director ⁽²⁾	-	13,500
Professional fees - Mr. Maclean - director	13,500	13,500
Professional fees - Mr. Williams - director ⁽³⁾	22,500	22,500
Professional fees - Ms. Ahola - director ⁽⁴⁾	73,004	92,268
Professional fees - Ms. Bermudez - Corporate Secretary	29,820	28,140
	<u>454,770</u>	<u>477,617</u>

(1) Mr. Cook resigned as President of the Company and was appointed Chief Geologist on September 8, 2020.

(2) Mr. Saxon resigned as a director of the Company on March 23, 2020.

(3) Mr. Williams received \$13,500 (2020 - \$13,500) for director fees and \$9,000 (2020 - \$9,000) for being a member of the Advisory Committee.

(4) Ms. Ahola received \$13,500 (2020 - \$13,500) for director fees and \$64,004 (2020 - \$78,768) for being a member of the Environmental Health and Safety Committee.

During the 2021 period the Company allocated the \$454,770 (February 29, 2020 - \$477,617) professional fees and salaries based on the nature of the services provided: expensed \$236,820 (February 29, 2020 - \$252,562) to directors and officers compensation and capitalized \$217,950 (February 29, 2020 - \$225,055) to exploration and evaluation assets. As at February 28, 2021, \$104,289 (May 31, 2020 - \$142,123) remained unpaid.

The Company has a management agreement with Mr. Hudson, the Company's Chairman and CEO, which provides that in the event his services are terminated without cause or upon a change of control of the Company, a termination payment of two years and six months of compensation, at \$14,000 per month, is payable. If the termination had occurred on February 28, 2021 the amount payable under the agreement would be \$420,000.

The Company has a management agreement with Mr. Cook, the Company's Chief Geologist and former President, which provides that in the event his services are terminated without cause or upon a change of control of the Company, a termination payment of twelve months of compensation, at AUS \$18,334 per month, is payable. If the termination had occurred on February 28, 2021 the amount payable under the agreement would be AUS \$220,008.

During the 2021 and 2020 period share-based compensation was incurred as follows:

	2021 \$	2020 \$
Share-based compensation - Mr. Hudson	-	125,000
RSU compensation - Mr. Hudson	-	46,000
Share-based compensation - Mr. Cook	-	82,000
RSU compensation - Mr. Cook	-	23,000
Share-based compensation - Mr. DeMare	-	49,000
Share-based compensation - Mr. Henstridge	-	49,000
Share-based compensation - Mr. Saxon	-	49,000
Share-based compensation - Mr. Maclean	-	49,000
Share-based compensation - Mr. Williams	-	49,000
Share-based compensation - Ms. Ahola	-	82,000
Share-based compensation - Ms. Bermudez	-	24,500
	<u>-</u>	<u>627,500</u>

- (b) During the 2021 period the Company incurred a total of \$54,500 (2020 - \$44,900) with Chase Management Ltd. ("Chase"), a private corporation owned by Mr. DeMare, the CFO of the Company, for accounting and administration services provided by Chase personnel, excluding the CFO, and \$3,015 (2020 - \$3,015) for rent. As at February 28, 2020 \$335 (May 31, 2020 - \$4,170) remained unpaid

During the 2020 period the Company also recorded \$12,000 for share-based compensation for share options granted to Chase.

- (c) During fiscal 2020 certain directors and officers of the Company purchased 825,000 units of the private placement of 49,376,749 units at \$0.16 per unit. Individual participation was as follows: Michael Hudson 387,500 units; Nick DeMare 212,500 units; Phil Williams 100,000 units; David Henstridge 62,500 units; and Mark Saxon 62,500 units.

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.

See also “COVID-19”.

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 or the Company’s website at www.mawsongold.com.

Outstanding Share Data

The Company’s authorized share capital is unlimited common shares without par value. As at April 12, 2021 there were 255,853,662 issued and outstanding common shares. In addition, there were 12,417,520 share options outstanding, at exercise prices ranging from \$0.23 to \$0.50 per share and 53,752,309 warrants outstanding at exercise prices ranging from \$0.185 to \$0.45 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 February 28, 2021.

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 December 1, 2020 and ending on February 28, 2021 that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.