

# MAWSON

1305 – 1090 West Georgia Street, Vancouver, BC, V6E 3V7  
Phone: +1 604 685 9316 / Fax: +1 604 683 1585

NEWS RELEASE

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## **MAWSON ANNOUNCES RESULTS OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS**

**Vancouver, Canada – Mawson Resources Limited (“Mawson”) (TSX:MAW) (Frankfurt:MXR) (PINKSHEETS: MWSNF)** announces the voting results from the Company’s Annual General and Special Meeting of Shareholders held on Friday, November 27, 2015 (the “**Meeting**”). A total of 45,498,233 common shares were voted, representing 61.20% of the Company’s issued and outstanding common shares. Shareholders voted in favor of maintaining the number of directors at seven (7) and for the re-election of all director nominees.

*Mr Michael Hudson, President & CEO, states, “We are humbled by the strong vote of support provided by shareholders for all resolutions and we now look forward to closing our financing next week. Post financing, Mawson will continue boldly with our drill plans, with the aim to work towards the first resource calculation on the Rompas-Rajapalot gold discovery during the first half of 2016. We look forward to continuing to demonstrate to Finland what good citizens the exploration and mining industry can be, and prove through our commitment and accountability that benefits can flow to all.”*

The percentage of votes cast for each director is as follows:

| <b>Nominee</b>          | <b>Votes For</b> | <b>% For</b> | <b>Votes Withheld</b> | <b>% Withheld</b> |
|-------------------------|------------------|--------------|-----------------------|-------------------|
| <b>Michael Hudson</b>   | 45,435,333       | 99.96%       | 19,500                | 0.04%             |
| <b>Nick DeMare</b>      | 45,433,333       | 99.95%       | 21,500                | 0.05%             |
| <b>David Henstridge</b> | 45,434,333       | 99.95%       | 20,500                | 0.05%             |
| <b>Mark Saxon</b>       | 45,434,333       | 99.95%       | 20,500                | 0.05%             |
| <b>Gil Leathley</b>     | 45,434,333       | 99.95%       | 20,500                | 0.05%             |
| <b>Colin Maclean</b>    | 45,433,333       | 99.95%       | 21,500                | 0.04%             |
| <b>Gilbert Clark</b>    | 45,434,333       | 99.95%       | 20,500                | 0.05%             |

At the Meeting, the Company's shareholders also approved the adoption of new Articles (the “**New Articles**”). In particular, a total of 45,448,333 common shares or 99.99% of the common shares voted at the meeting were voted in favor of the adoption of the New Articles. A copy of the New Articles will be posted under the Company’s profile on SEDAR at [www.sedar.com](http://www.sedar.com).

In addition, at the Meeting, the Company’s disinterested shareholders ratified and approved the extension of warrants that was previously announced by the Company on July 21, 2015. The Company was required to obtain specific approval of the extension of the warrants held by Sentient Global Resources Fund IV, L.P. (the “**Sentient Fund**”), an insider and control person of the Company. According to the votes cast by disinterested shareholders present in person or by proxy, a total of 20,323,554 common shares or 98.77% of the votes represented by disinterested shareholders were voted in favor of the extension of warrants.

At the Meeting, disinterested shareholder approval was also sought for the Company’s private placement financing (the “**Private Placement**”) details of which were previously announced on October 22, 2015 and are contained in the Company’s Information Circular that was mailed to shareholders. Under the Private Placement, the Sentient Fund has agreed to subscribe for up to 7,500,000 units for gross proceeds of \$1,500,000. In addition, Michael Hudson, the Company’s President and CEO, will subscribe for 350,000 units for gross proceeds of \$70,000 and Nicholas Cook, the

Company's Vice President of Exploration, will subscribe for 100,000 units for gross proceeds of \$20,000. Each of Gilbert Clark, Mark Saxon and Gil Leathley, all directors of the Company, will also participate in the Private Placement. Mr. Clark will subscribe for 5,000 units for gross proceeds of \$1,000, Mr. Saxon will subscribe for 80,000 units for gross proceeds of \$16,000 and Mr. Leathley will subscribe for 25,000 units for gross proceeds of \$5,000.

The Company was required to obtain disinterested shareholder approval of the Private Placement as a condition of the approval by the Toronto Stock Exchange (the "**Exchange**") of the listing of the common shares issuable pursuant to the Private Placement because greater than 25% of the number of common shares of Mawson which will be outstanding, on a non-diluted basis, immediately prior to the date of closing of the Private Placement will be issued or are issuable under the Private Placement. In addition, the Exchange also required disinterested shareholder approval of the Private Placement, pursuant to which votes cast in respect of common shares held by the Sentient Fund or its affiliates and common shares controlled or directed by Michael Hudson, Nicholas Cook, Mark Saxon, Gilbert Clark or Gil Leathley were excluded, because greater than 10% of the number of common shares of Mawson which will be outstanding, on a non-diluted basis, immediately prior to the date of closing of the Private Placement will be issued or will be issuable to insiders under the Private Placement. According to the votes cast by disinterested shareholders present in person or by proxy, a total of 17,422,316 common shares or 99.85% of the votes represented by disinterested shareholders were voted in favor of the Private Placement.

Additional details of the results of the Meeting will be provided in a Report of Voting Results to be filed under the Company's profile on SEDAR at [www.sedar.com](http://www.sedar.com).

Following the Meeting, the Board of Directors re-appointed Mr. Hudson as Chairman, President and CEO, Mr. DeMare as CFO, Dr. Nicholas Cook as Vice President of Exploration and Ms. Mariana Bermudez as Corporate Secretary. The Board of Directors also appointed Messrs. Henstridge, Maclean and Leathley as members of the Company's Audit Committee.

This news release does not constitute an offer to sell or a solicitation of an offer to buy any of the securities in the United States. The securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the "**U.S. Securities Act**") or any state securities laws and may not be offered or sold within the United States or to U.S. Persons unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available.

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

Mawson Resources Limited is an exploration and development company. Mawson has distinguished itself as a leading Nordic Arctic exploration company with a focus on the flagship Rompas-Rajapalot gold project in Finland.

On behalf of the Board,

**"Michael Hudson"**  
Michael Hudson, President & CEO

### **Further Information** **[www.mawsonresources.com](http://www.mawsonresources.com)**

1305 – 1090 West Georgia St., Vancouver, BC, V6E 3V7  
Mariana Bermudez (Canada), Corporate Secretary,  
+1 (604) 685 9316, [info@mawsonresources.com](mailto:info@mawsonresources.com)

### **Forward-Looking Statement**

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