

# MAWSON GOLD LIMITED

## MANAGEMENT'S DISCUSSION AND ANALYSIS FOR THE YEAR ENDED MAY 31, 2022

This discussion and analysis of financial position and results of operations is prepared as at August 25, 2022, and should be read in conjunction with the audited consolidated financial statements and the accompanying notes for the years ended May 31, 2022 and 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 and are based on material factors and assumptions and subject to a variety of risks and uncertainties which could cause actual events or results to differ materially from the forward-looking statements. These include, without limitation, material factors and assumptions relating to, and risks and uncertainties associated with, the availability of financing for activities when required and on acceptable terms, the accuracy of the interpretation of drill results and the estimation of mineral resources and reserves, the geology, grade and continuity of mineral deposits, the consistency of future exploration, development or mining results with our expectations, metal price fluctuations, the achievement and maintenance of planned production rates, the accuracy of component costs of capital and operating cost estimates, current and future environmental and regulatory requirements, favourable governmental relations and support for the development and operation of mining projects, the threat associated with outbreaks of viruses and infectious diseases, including the novel COVID-19 virus, risks related to negative publicity with respect to the Company or the mining industry in general, reliance on a single asset, planned drill programs and results varying from expectations; litigation risks, the availability of permits and the timeliness of the permitting process, local community relations, dealings with non-governmental organizations ("NGOs"), the availability of shipping services, the availability of specialized vehicles and similar equipment, costs of remediation and mitigation, maintenance of title to our mineral properties, industrial accidents, equipment breakdowns, contractor's costs, remote site transportation costs, materials costs for remediation, labour disputes, the potential for delays in exploration or development activities, timely completion of future National Instrument 43 101 - Standards of Disclosure for Mineral Projects ("NI 43 101") compliant reports, timely completion of future feasibility studies, the inherent uncertainty of production and cost estimates and the potential for unexpected costs and expenses, commodity price fluctuations, currency fluctuations, continuing global demand for base metals, and other risks and uncertainties, including those described under "Risk Factors" in the Company's most recent Annual Information Form. Although the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward Looking statements, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. The Company provides no assurance that Forward Looking Statements will prove to be accurate. Should one or more of these risks and uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from any conclusions, forecasts or projections described in the Forward- looking statements. Accordingly, readers are advised not to place undue reliance on Forward Looking Statements. Except as required under applicable securities law, the Company undertakes no obligation to publicly update or revise forward-looking statements, whether as a result of new information, future events or otherwise.

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

All of the Company's public disclosure filings, including its most recent management information circular, Annual Information Form, material change reports, press releases and other information, may be accessed via [www.sedar.com](http://www.sedar.com) or the Company's website at [www.mawsongold.com](http://www.mawsongold.com) and readers are urged to review these materials, including the technical report filed with respect to the Company's mineral properties.

## Company Overview

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

Mawson is an exploration and development company. Its flagship Rajapalot gold-cobalt project in Finland has commenced technical and environmental de-risking work, whilst it continues in parallel to increase its already significant gold-cobalt resource through exploration. In Sweden, Mawson is earning into up to 85% of the Skelleftea North outcropping gold exploration project. Mawson also owns 60.0% of Southern Cross Gold Ltd. ("Southern Cross"), which resulted from a spin-out of Mawson's Australian mineral properties onto the Australian Securities Exchange ("ASX") via an initial public offering ("IPO") in May 2022.

Recent highlights include:

- **Completed the restructuring of Mawson's Australian assets into a new entity, Southern Cross** which was IPO'd onto the ASX. A total of AUD \$ 11,800,000 was raised in a pre-initial public offering ("IPO", Jan 2022) and IPO (May 2022) offering, diluting Mawson's ownership to 60.0%. Mawson's shares have a value of AUD \$42,000,000 (~Cdn \$37,000,000 as of August 19, 2022). Under ASX listing rules, Mawson's shareholding in Southern Cross is classified as 'restricted shares', and thus escrowed for 24 months following the completion of the IPO (May 2024).
- **Commenced a preliminary economic assessment ("PEA") on the 1.04 million ounces AuEq at 3.0g/t AuEq** inferred gold-cobalt resource at Mawson's 100% owned Rajapalot in Finland. The PEA aims to highlight the positive economic benefits of the deposit's favourable orebody geometry, high gravity + cyanide gold recoveries and excellent location. The PEA expected to be completed late Q3 / early Q4 2022.
- **Exploration success at Skelleftea North**, with high grades intercepted in the first 2 holes ever drilled into the property. The highlight intersection was 1.8 m at 28.4 g/t Au, including 0.4 m at 132 g/t Au in DB2202 and included visible gold. Mawson acquired an option to earn up to 85% of the 2,500 ha property, which sits within 22 km of 7moz ounces mined production, in January 2022.
- **Completed a 5,000 ha magnetic survey of Rompas-Rajapalot**, to enlarge the exploration search radius to include the areas between the 1 Moz AuEq Rajapalot inferred resource, and the ~10 km long sub-cropping Rompas system which reported a drilling highlight of 6 m at 617 g/t Au. The survey aims to identify structurally controlled targets, similar to those responsible for ~5 Moz Au in recent Finnish discoveries
- **Mawson's subsidiary Southern Cross reported 119.2 metres @ 3.9 g/t AuEq** at its Sunday Creek property in Victoria, Australia. Follow up holes returned 42.0 m @ 4.8 g/t AuEq, which brings the project total of 15 > 100 g/t AuEq x meters on the project from 15,570 m of drilling. Step-out and infill drilling continues with 2 rigs active on site.
- **Progressed permit critical items for Rajapalot permitting**, including environmental baseline work and incorporation of feedback of the evaluation and participation plan related to the land use planning process. A recent country-wide survey also found that Rajapalot's local municipality has one of the most favourable views on mining in Finland.
- **In December 2021, the Company completed a public offering** and issued 36,667,000 common shares for \$5,500,000.

## Property Assets and Exploration Activities

### *Finland*

Mawson's flagship is the 100%-owned Rajapalot gold-cobalt project, located 50 minutes by car from Rovaniemi, the capital of Finnish Lapland. At Rajapalot, the Company has made a significant greenfield discovery and, on August 26, 2021 published an updated Inferred Mineral Resource Estimate ("MRE"). The MRE encompasses a base case open pit and underground constrained inferred resource, totalling 1,041,980 oz gold equivalent ("AuEq") at 3.0 g/t AuEq. This consisted of 10,907,000 tonnes @ 2.5 g/t gold ("Au") for 887,000 ounces ("oz") Au, and 443 ppm cobalt ("Co") for 4.9 kt cobalt. Mineral Resources are stated at a 0.3 g/t AuEq open pit cut-off and 1.1 g/t AuEq underground cut-off from five block models comprising 8 prospects.

**Table 1: Total Inferred Mineral Resources estimate as of August 26, 2021, at the listed cut-offs for constrained open pit and underground resources at Rajapalot.**

Zone	Cut-off (AuEq)	Tonnes (kt)	Au (g/t)	Co (ppm)	AuEq (g/t)	Au (oz)	Co (tonnes)	AuEq (oz)
<b>Palokas Pit</b>	0.3	1,228	2.2	382	2.5	85,513	469	100,511
<b>Palokas UG</b>	1.1	4,878	2.7	501	3.2	427,797	2,443	505,941
<b>Palokas total</b>		<b>6,106</b>	<b>2.6</b>	<b>477</b>	<b>3.1</b>	<b>513,310</b>	<b>2,911</b>	<b>606,451</b>
<b>Raja Pit</b>	0.3	485	1.3	289	1.6	19,722	140	24,206
<b>Raja UG</b>	1.1	2,492	3.2	401	3.6	254,600	999	286,574
<b>Raja total</b>		<b>2,977</b>	<b>2.9</b>	<b>383</b>	<b>3.2</b>	<b>274,322</b>	<b>1,140</b>	<b>310,780</b>
<b>East Joki (no pit)</b>		-	-	-	-	-	-	-
<b>East Joki UG</b>	1.1	299	4.5	363	4.9	43,378	109	46,859
<b>East Joki total</b>		<b>299</b>	<b>4.5</b>	<b>363</b>	<b>4.9</b>	<b>43,378</b>	<b>109</b>	<b>46,859</b>
<b>Hut Pit</b>	0.3	61	0.1	874	1.0	214	54	1,928
<b>Hut UG</b>	1.1	816	1.4	411	1.8	35,943	336	46,682
<b>Hut total</b>		877	1.3	444	1.7	36,157	389	48,610
<b>Rumajärvi Pit</b>	0.3	401	0.6	496	1.1	8,107	199	14,467
<b>Rumajärvi UG</b>	1.1	246	1.5	356	1.9	12,009	88	14,813
<b>Rumajärvi total</b>		<b>647</b>	<b>1.0</b>	<b>443</b>	<b>1.4</b>	<b>20,116</b>	<b>286</b>	<b>29,279</b>
<b>Total Pit</b>	0.3	2,175	1.6	396	2.0	113,556	861	141,112
<b>Total UG</b>	1.1	8,732	2.7	455	3.2	773,728	3,974	900,868
<b>Total Pit + UG</b>		<b>10,907</b>	<b>2.5</b>	<b>443</b>	<b>3.0</b>	<b>887,284</b>	<b>4,836</b>	<b>1,041,980</b>

CIM Definition Standards (2014) were used for Mineral Resource classifications. AuEq=Au+Co/1,005 based on assumed prices of Co US \$23.07/lb and Au US \$1,590/oz. Rounding of grades and tonnes may introduce apparent errors in averages and contained metals. Drilling results to June 20 2021. These are Mineral Resources that are not Mineral Reserves and do not have demonstrated economic viability.

The 2021 resource increases gold grade by 19% (AuEq grade by 12%) and contained gold ounces by 47% (contained gold equivalent ounces by 35%) as compared to the previous Rajapalot resource estimation published on [September 14, 2020](#). A 100% underground case was as part of the reasonable prospects for eventual economic extraction (RPEEE) assessment. Under this scenario, grade increases to 3.2 g/t AuEq for a contained total of 1,004,732 oz AuEq.

The MRE was completed by Eemeli Rantala, AFRY - P.Geo, Ville-Matti Seppä, AFRY - EurGeol of Finland and Craig Brown, Mining Associates Pty Ltd – FAusIMM of Australia. All authors are independent “qualified persons” as defined by NI 43-101. It has been filed on SEDAR and is available on the Company’s website.

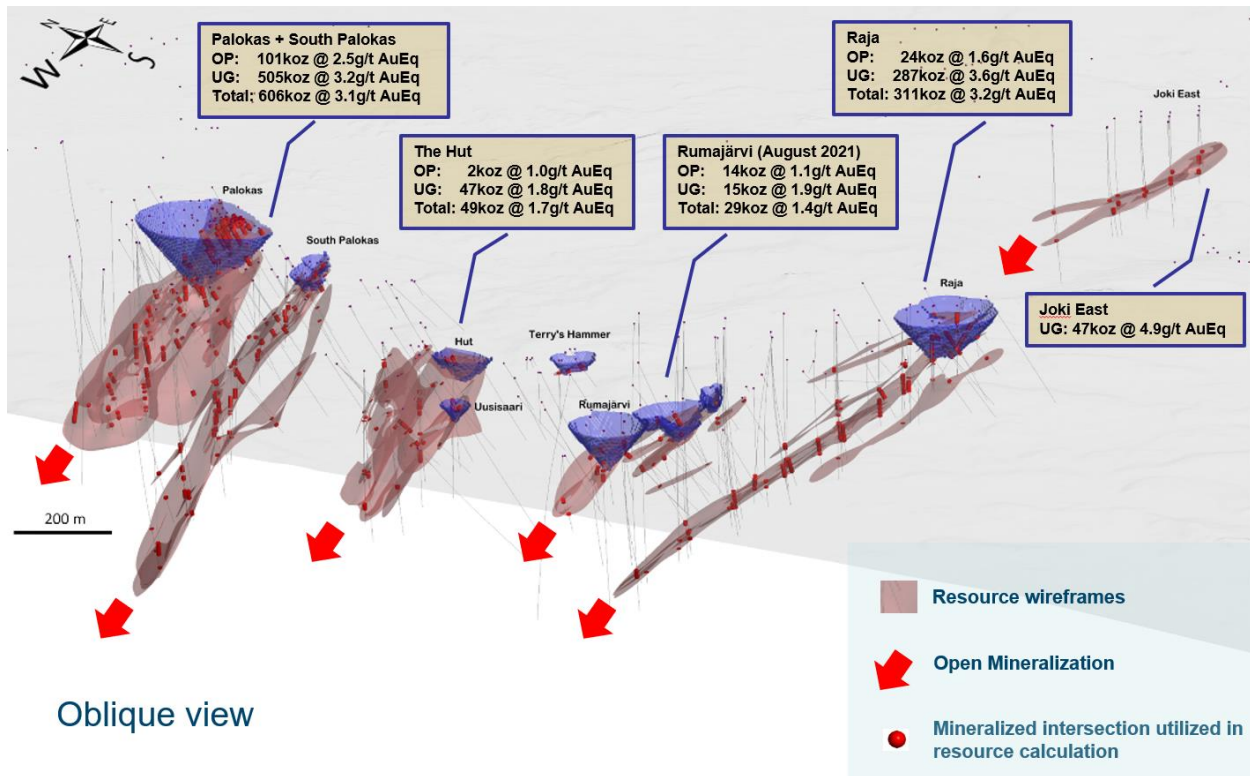


Figure 1: The [August 2021](#) open pit and underground constrained Rajapalot inferred mineral resource

### Exploration Potential

The Inferred Mineral themselves remain open, in particular at South Palokas where an intersection of 30.8 m @ 5.1 g/t AuEq (3.9 g/t Au, 1,403 ppm Co) from 553.2 m indicates excellent continuity and potential for extension at depth.

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

Rajapalot forms a smaller part of Mawson’s larger 18,000 ha Rompas-Rajapalot Finnish project area owned 100% by Mawson. Exploration prospectivity remains high across the length and width of the property, as evidenced with ongoing targeting work that have highlighted highly anomalous gold grades in boulders, base of till, and geophysical anomalies deemed prospective based on similarities with the inferred resource.

In June 2022 Mawson completed a drone based magnetic survey to expand the exploration search area to compass an approximate 5,000 ha area between 1 Moz AuEq Rajapalot inferred resource, and the ~10 km long subcropping Rompas system which reported a drilling highlight of 6 m at 617 g/t Au. This data will combine with ground-collected magnetic data to produce a detailed structure-hosted mineralization target map to identify targets relating to structural controls dated 1.78-1.8 billion years, responsible for ~5 Moz Au in recent Finnish discoveries.

### Preliminary Economic Assessment

During the quarter the Company announced it had commenced a preliminary economic assessment (“PEA”) on the Rajapalot gold-cobalt project. The PEA will be based on the 2021 1.04 Moz AuEq Inferred MRE, and will look to demonstrate the favorable orebody geometry, metallurgy and location into a coherent development business case, and serve as a tool to guide future exploration on the project.

The study is scheduled for completion late-Q3 / early Q4 in 2022.

## *Metallurgy*

In support of the PEA, a further metallurgical test work program was initiated advance a preferred gold and cobalt recovery flowsheet. This metallurgical test work program builds on the positive fundamental work completed in the [BATCircle1.0 test work program](#), highlights of which included:

- Conventional gold cyanidation recoveries between 97.3% to 98.0%, with no signs of preg-robbing.
- Gravity concentration recoveries averaging 44% for gold and 20% for cobalt.
- Gold flotation recovery of 90% at a grade of 100 g/t.
- Flotation recoveries of 78%-93% for cobaltite (the predominant cobalt-bearing mineral), and lesser prevalent cobalt-bearing mineral linnaeite with a recovery of up to 71% through low amperage magnetic separation.

Wardell Armstrong International (“[WAI](#)”) in the UK will further develop grinding, gravity and cyanide processes, while continued flotation test work will be carried out at the Circular Economy Solutions unit of the Geological Survey of Finland (“[GTK Mintec](#)”).

The test work is co-funded by BatCircle 2.0. [BATCircle](#) is a Business Finland funded program designed to create a competitive and sustainable European battery industry through collaboration and joint research between companies and research organizations. Mawson’s wholly owned Finnish subsidiary Mawson Oy was granted €500k (~C\$750k) in co-funding as part of BATCircle1.0, with that program completed in April 2021. In May 2021 Mawson Oy was granted a further €795k (~C\$1.1m) in funding under the BATCircle2.0 program to further study cobalt extraction, marketing and residues management.

## *Strategic Cobalt*

Cobalt has been identified by the EU as a “critical raw material”, and Rajapalot is already Europe’s 7th largest cobalt resource, in addition to being one of Finland’s largest gold resources by grade and contained ounces (cobalt is a potential by-product with 15% in situ value compared to the gold content in the 2021 resource). Finland refines half the world’s cobalt outside China at the world’s largest cobalt refinery, which is located 400 kilometres south of Rajapalot. 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 and Europe’s stated desires 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*

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. Commitments include:

- Compliance with The Finnish Network for Sustainable Mining “Standard for Sustainable Exploration”, with assessment implemented annually and is externally verified every third year.
- Membership of FIBS, the largest corporate responsibility network in Finland and the Nordic countries which aims to develop productive solutions to local and global problems in cooperation with other companies and organisation.
- Active member of 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.

In July 2021, Mawson’s ESG credentials were independently audited under the “Digbee ESG” framework. The ‘report card’ scored Mawson on all facets of its business conduct across the full spectrum of ESG considerations, as well as provides guidance of how Mawson will continue to improve its performance moving forward. Overall, Mawson scored “BB”, noting the Company has “strong ESG leadership and demonstrates a clear desire to operate in a

sustainable manner both now and in the long term”. The report concluded every aspect of the business has the potential to reach “AAA” through risk mitigation, as demonstrated in the confidence bands applied by the assessors. Mawson’s Digbee certification has lapsed, but the recommendations are being used as a basis for improvement efforts.

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

In combination with the EIA, the two municipal areas where the Rajapalot gold-cobalt project is located, the City of Rovaniemi and Municipality of Ylitornio, at the request of Mawson, have formally initiated the sub-area Local Master land use planning processes in February 2022. Land use planning in Finland is defined by the Land Use and Building Act. The regional land use plans set out the principles of land use and the community structure. The phased provincial land use plan is a long-term plan and a guideline for the municipalities when drawing up and amending local master plans and local detailed plans. Both municipalities proposed to the Regional Council of Lapland (“Lapin Liitto”) to start the phased provincial land use plan for the Rajapalot gold-cobalt project. Lapin Liitto accepted the proposal and initiated regional land use Participation and Evaluation Plan in December 2021. This formalizes the extent and nature of public participation and describes how the impacts of land use plans will be evaluated. Public consultation feedback has been received during and is being incorporated.

The start of these formal statutory processes will facilitate the planning of the mining project and further strengthen cooperation and relationships between the various stakeholder groups, authorities and the company. Land use planning processes helps reduce any licensing uncertainties. A similar process in Finland has been undertaken 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.

#### *Natura 2000*

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

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

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

## Permits

Permit Type	Name	Mining Registry Number	Area (hectares)
Exploration Permit	Raja	ML2014:0061-01	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
<b>Sub-Total</b>			<b>5,725</b>
<b>Exploration Permit Application</b>	Rompas	ML2014:0060-01	265
<b>Exploration Permit Application</b>	Kultamaat	ML2015:0005-01	1,718
<b>Exploration Permit Application</b>	Karsimaat	ML2014:0075-01	1,618
<b>Exploration Permit Application</b>	Uusi Rumavuoma	ML2015:0042-01	1,283
<b>Exploration Permit Application</b>	Kaitajärvi E-M-W	ML2014:0100-01	809
<b>Exploration Permit Application</b>	Mäntylaenokka N -S	ML2015:0054-01	398
<b>Exploration Permit Application</b>	Kuusivaara	ML2014:0077-01	4,565
<b>Exploration Permit Application</b>	Petäjävaara	ML2014:0074	1,645
<b>Exploration Permit Application</b>	Takanenvuoma		660
<b>Total</b>			<b>18,686</b>

Note: # see below detail on permit status

The Rompas-Rajapalot property consists of 5 granted exploration permits for 5,725 hectares and 9 exploration permit applications for a combined total of 18,686 hectares. Some of the application stage areas (Uusi Rumavuoma, Rompas and Kultamaat) have been already on official hearing, so permit decisions can be expected during the autumn 2022 or early 2023. The Rajapalot resource reported here occurs within two granted tenements (Kairamaat 2/3 and Hirvimaa).

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

On November 9, 2021, TUKES granted a subsequent permit renewal for Kairamaat 2-3 (“Renewal 2”). This decision was also appealed by an NGO, one of the main grounds being, at the time, the outstanding Renewal 1 supreme court matter. In advance of the Renewal 1 supreme court decision, the Regional Administrative Court made an interim decision to lift an enforcement order that allows Mawson to operate under previous license conditions. Now that the Supreme Court has made the decision to reject the NGO’s request to appeal the Renewal 1 case, and confirmed TUKES permit ruling to be correct, Mawson expects a new interim decision reinstating the Renewal 2 enforcement order in the coming weeks. The Court has also requested Mawson's reply to the Renewal 2 appeal, and a final decision is expected in due course. To date, NGOs have never been successful appealing Mawson permit decisions.

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

## Sweden

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

The Skelleftea Project consists of 2,500 ha of contiguous 100%-owned claims located in the well-endowed Skellefte Mining District of Northern Sweden, located 40 km north-northwest of the city of Skelleftea. The Skellefte Belt comprises a poly-deformed, Paleoproterozoic-aged volcano-sedimentary rocks containing several large gold deposits that have produced over 7 Moz of gold (most notably from the Boliden, Bjorkdal and Kankberg gold mines).

The Skelleftea Project area contains outcropping gold mineralization across the 3 km x 6 km land package, with grab samples collected grading up to 15.1 g/t Au. Gold is hosted within a structurally controlled quartz-vein system containing arsenopyrite gangue. Veins occur as localized 'vein-swarms' within a late sub-vertical mafic dyke intruded within an interpreted pre-existing structural feature. Weak deformation fabrics observed within the host dyke suggest the gold-mineralization has a late post-deformational emplacement age, and therefore interpreted as a late-orogenic, epigenetic deposit style.

The most advanced target on the Skelleftea Project is at the Dalbacka prospect, where an approximately 180m long outcropping mafic dyke intrudes a deformed pyrrhotite-bearing graphitic black shale that extends as a magnetic anomaly to the east and west under cover for approximately 1.5 km. In May-June of 2022, Mawson completed an initial 6 hole, 700m scout drilling program – the first ever holes drilled on the property. Highlighted results from Elemental's and Mawson's exploration work include:

- High-grade gold intersections from the first two holes, including visible gold,
  - 1.8 m at 28.4 g/t Au, including 0.4 m at 132 g/t Au, both from 82.8 m in DB2202, and
  - 4.4 m at 4.8 g/t Au from 40.0 m in DB2201
- Outcrop channel samples; 3.8m at 4.5 g/t Au (true width approx. 80%), and 1.6m at 5.4 g/t (true width).
- Isolated grab samples; 6.0 g/t Au sample 1.8 km west of main outcrop, broadly along trend, and 15.1 g/t Au in the Storberget prospect located in the north of the Skelleftea Project.

Results and interpretation from the final 4 holes will be released in the calendar Q3 2022. This will be compared to magnetic survey results acquired in June to plan follow up exploration priorities.

The Dalbacka prospect is located on privately owned land and is fully permitted for year-round drilling. Channel samples are considered representative of the in-situ mineralization sampled, while grab samples are selective by nature and are unlikely to represent average grades on the property.

#### *Skelleftea Option Agreement Terms*

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

- (i) An option to earn an initial 75% interest, exercisable by Mawson subject to incurring aggregate expenditures of \$3,000,000 over four years, provided that a minimum \$220,000 is spent in year one (inclusive of \$20,000 already paid) and \$280,000 in year two.
- (ii) An option to earn an additional 10% interest (for 85% total) exercisable by Mawson upon completion of a NI 43-101 compliant pre-feasibility or feasibility study.
- (iii) Mawson will be the Operator during the option period.
- (iv) Following Mawson earning 85%, formation of a standard joint venture ("JV"), with both parties contributing to ongoing funding.
- (v) Should either party dilute below 10%, the diluting party's interest will convert to a 2% Net Smelter Royalty ("NSR"). The non-diluting party will hold an exclusive right to acquire 50% of the NSR for \$1,500,000 at any time prior to the date that is 12 months after commercial production.

Mawson will utilize the services of Elemental to manage certain operational and statutory responsibilities on the Project.

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

On November 23, 2021, the Company announced its intention to spin out (the "Spinout") its Australian assets, which consisted of: (a) the Sunday Creek tenements in Victoria, Australia and Mount Isa projects in Queensland, Australia; (b) the Redcastle and Whroo joint ventures in Victoria, Australia; and (c) its 10% shareholdings of Nagambie,



including its right of first refusal over a 3,300 square kilometre tenement package held by Nagambie in Victoria, Australia, into Southern Cross, which at the time of the announcement was a wholly-owned subsidiary of the Company, via the IPO for admission to the official list of the ASX. At the time, the Company also intended to distribute Southern Cross' ordinary shares to its shareholders by way of a plan of arrangement (the "Arrangement") under the *Business Corporations Act* (British Columbia).

On February 3, 2022, the Company announced that Southern Cross had closed its previously announced AUD \$2,725,000 pre-IPO financing, which resulted in a 15.38% dilution of the Company's interest in Southern Cross, as well as its intention to not in-specie distribute the shares upon listing.

On February 16, 2022, the Company announced that after further analysis of Mawson's business plan and ongoing dialogue with key shareholders of the Company, the Company's Board determined that it was in the best interest of the Company to hold the Company's shareholding in Southern Cross, therefore, the Company has no current plans to undertake the Arrangement. Under ASX listing rules, the Company's shareholding in Southern Cross is considered classified as 'restricted shares', and thus were escrowed for 24 months (the "Escrow Period"), on completion of the IPO. The Escrow Period does not affect Mawson's voting rights over its shareholding in Southern Cross.

On May 17, 2022, the Company announced the completion of Southern Cross' AUD \$9,100,000 IPO and the commencement of listing of Southern Cross' common shares on the ASX under the symbol "SXG". Mawson holds a 60.0% interest in the capital of Southern Cross, however, should Southern Cross undertake further share issuances, the Company's ownership in Southern Cross may be further diluted.

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

- 100% of the Sunday Creek Project, including 300 acres of freehold land above the main exploration area
- Option Agreements with Nagambie Resources Limited (ASX:NAG) ("Nagambie") to:
  - Up to 70% of the Whroo Project
  - 70% of the Redcastle Project
- 100% Mt. Isa Project.
- 51,321,377 shares in Nagambie, with an accompanying subscription agreement which grants a right of first refusal in respect of 3,300 kilometres of tenements held by Nagambie subject to the Company maintaining the initial Nagambie shareholding in percentage terms.

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

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

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

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

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

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

Diamond drilling at Sunday Creek continued during the period with the objective of defining gold mineralization down to a depth of 400 m over an initial 1 km trend. Sunday Creek had (13) >100 AuEq g/t x m holes intersected at period end indicating increasing quality of the discovery, increasing to 15 post reporting period.

The highlight results of the quarter were from SDDSC033, the best hole on the project, where mineralized shoots have joined to form a “blow out” of the mineralized zone within altered siltstones, dioritic dykes and dyke-related breccias. In summary, SDDSC033 reported:

- 119.2 m @ 3.2 g/t Au and 0.4% Sb (3.9 g/t AuEq) from 106.8 m in hole SDDSC033 (0.1 g/t AuEq over 3 m lower cut), including:
  - 64.0 m @ 3.0 g/t AuEq from 110.7 m (2.7 g/t Au and 0.2% Sb)
  - 39.0 m @ 6.8 g/t AuEq from 179.0 m (5.2 g/t Au and 1.0% Sb)
- Higher grade zones included:
  - 5.1 m @ 20.3 g/t AuEq from 160.5 m (17.7 g/t Au and 1.6% Sb)
  - 2.3 m @ 32.0 g/t AuEq from 184.0 m (26.2 g/t Au and 3.7% Sb)
  - 5.2 m @ 22.3 g/t AuEq from 189.9 m (14.7 g/t Au and 4.8% Sb)

Subsequent to the reporting period, Southern Cross released follow up results; the 2<sup>nd</sup> and 4<sup>th</sup> best holes in the property. Wide and continuous zones of gold-antimony mineralization were demonstrated over 100 m in the plane of the Apollo shoot around drill hole SDDSC033. Highlights are as follows:

- 42.0 m @ 4.8 g/t AuEq from 166.0 m in SDDSC039 (3.5 g/t Au and 0.8% Sb, 30 metres below SDDSC033)
- 15.3 m @ 4.2 g/t AuEq from 141.0 m in SDDSC038 (2.8 g/t Au and 0.9% Sb, 60 metres above SDDSC033)

Earlier drill hole highlights at Sunday Creek include:

- 36.0 m @ 2.9 g/t AuEq from 197.7 m (2.3 g/t Au and 0.4% Sb) in SDDSC031
- 11.7 m @ 18.0 g/t AuEq from 362.0 m (12.3 g/t Au and 3.0% Sb) in MDDSC025
- 25.4 m @ 5.3 g/t AuEq from 273.9 m (4.0 g/t Au, 0.8% Sb) in MDDSC021
- 15.3 m @ 5.5 g/t AuEq from 231.4 m (2.2 g/t Au and 2.1% Sb) in MDDSC015A
- 10.4 m @ 7.0 g/t AuEq from 203.0 m (5.4 g/t Au and 1.1% Sb) in MDDSC0012
- 19.0 m @ 6.9 g/t AuEq from 66.0 m (6.5 g/t Au and 0.3% Sb) in VCRC022
- 94.0 m @ 1.5 g/t AuEq from 62.0 m (1.3 g/t Au and 0.1% Sb) in VCRC007

Mineralization remains open at depth and along strike. A 10 km mineralized trend at Sunday Creek that extends beyond the current Golden Dyke to Apollo drill area is defined by historic workings and soil sampling that has yet to receive any exploration drilling and offers potential future upside. Trenching work has been performed for 200 metres east of the drilled area at the Apollo prospect. 2 of 5 trenches returned mineralization, with highlight being Trench 1 intersecting 14.0 metres at 11.5 g/t Au and 0.3 % Sb (including 8.0 metres @ 19.6 g/t Au and 0.4 % Sb).

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

## **Whroo Project**

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

The 14-kilometre long Whroo Project is one of the largest historic epizonal goldfields in Victoria located 130 kilometres north of Melbourne within 221 km<sup>2</sup> of exploration tenements. Alluvial gold mining commenced at Whroo during the initial gold boom of the 1850s and a settlement was quickly established. Significant alluvial workings are present throughout the field. Hard rock mining commenced in 1855. Production at Whroo is estimated to have been 40,000 oz of gold at grades varying from 5 g/t gold to >700 g/t gold. Prior to recent drilling by Mawson Victoria, it remained untested to depth.

The Whroo Project consists of the Balaclava Hill area which contains thirteen named reefs from an open pit and 137 metre deep shaft, while shallow workings extend over the entire trend. A detailed LiDAR survey has identified 34,500 individual workings over 63 km<sup>2</sup> (~550 per km<sup>2</sup>), and classified the data as alluvial vs hard rock in character. A gradient array IP geophysical survey was conducted 8.5 km west of the Balaclava open pit at Doctors Gully over a 4 km<sup>2</sup> area. The LiDAR data interpretation extended the mapped workings a further 4 kilometres to the east.

In December 2021, two deep diamond holes were completed under the Balaclava open pit, which extracted 23,600 oz gold during the 1800s. The first drill hole, MDDBC001, drilled 120 metres vertically below Whroo 1 and intersected the deepest and highest grades ever drilled on the Whroo project to date, intersecting a broad 200-metre-wide down hole zone of gold and antimony. It produced the best drill result on the field since hard rock mining commenced 167 years ago. Grades of up to 49.6 g/t Au over 0.6 metres from 324.9 metres and antimony grades including 0.2 metres @ 16.5% antimony demonstrate Southern Cross's second bona fide high-grade drill project after Sunday Creek. Drill hole MDDBC002 drilled 150 metres west of MDDBC001 and intersected 0.7 metres @ 5.0 g/t Au from 332.1 metres. No drilling was completed at Whroo during the quarter.

Three reconnaissance diamond drill holes for 330.5 metres were also completed at Doctors Gully at the start of 2021, with the better results including 1.0 metre @ 2.9 g/t gold from 45.3 metres in MDDDG001, 3.8 metres @ 0.7 g/t gold from 71.7 metres in MDDDG001 and 1.6 metres @ 1.9 g/t gold from 24.7 metres in MDDDG003.

A selection of key intersections from the drill holes at the Whroo Project are set out below:

Drill Hole	From (m)	To (m)	Interval (m)	Au g/t	Sb %	AuEq g/t
MDDBC001	324.9	325.5	0.6	49.6	0.0	49.6
MDDBC001	201.5	202.0	0.5	16.2	0.0	16.2
MDDBC001	262.4	262.8	0.4	1.4	10.5	11.8
MDDBC001	228.0	237.5	9.5	0.5	0.0	0.5
MDDDG001	45.3	48.7	3.4	1.2	0.0	1.2
MDDBC001	362.80	365.30	2.50	0.54	0.91	1.4
Including	362.8	363.0	0.2	3.8	6.3	10.1
MDDBC001	359.6	360.4	0.8	0.3	4.1	4.4
Including	359.6	359.8	0.2	0.2	16.5	16.6
MDDBC002	332.1	332.8	0.7	5.0	0.0	5.0
MDDBC002	223.7	227.0	3.3	1.0	0.0	1.0
MDDDG003	24.7	26.2	1.6	1.9	0.0	1.9
MDDDG001	71.7	75.5	3.8	0.7	0.0	0.7
MDDDG001	34.8	37.1	2.3	0.8	0.0	0.8
MDDDG003	7.4	12.0	4.7	0.4	0.0	0.4
MDDBC001	407.4	410.5	3.1	0.5	0.0	0.5
MDDDG001	40.0	42.3	2.3	0.7	0.0	0.7
MDDBC002	40.0	42.3	2.3	0.7	0.0	0.7
MDDDG001	66.7	69.7	3.0	0.3	0.0	0.3

Key intersections in the Whroo project reported using a 0.3 g/t AuEq cutoff over two metres and including 5.0 g/t AuEq cutoffs over one metre.

### Redcastle Project - 70%

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

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

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

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

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

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

### **Mt Isa Project – 100%**

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

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

In July 2020, Mawson Queensland received AUD \$200,000 funding for the F11 drill program under the Queensland Government's Collaborative Exploration Initiative. Mawson Queensland subsequently completed its first, and only, drill hole (MQDDH001) to 849.7 metres with basement rocks intersected at 318 metres.

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

### **Future Developments**

#### ***Finland***

Future work in Finland will focus on a dual strategy to:

- Prospecting and drilling to demonstrate exploration upside across the district-scale geological system at Rajapalot.
- De-risk current and future ounces via social licensing, permitting, metallurgy and engineering.
  - EIA and land use planning studies
  - Metallurgical test-work for cobalt and gold
  - Preliminary economic assessment on the Rajapalot Project

## Sweden

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

## Southern Cross, Australia

- Southern Cross operates as an independently managed business, that is a subsidiary of Mawson by virtue of its 60% holding.
- Southern Cross' exploration efforts will focus primarily on the Sunday Creek prospect.

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

## Qualified Person

Michael Hudson, Executive Chairman of Mawson Gold, and a Fellow of the Australasian Institute of Mining and Metallurgy is a qualified person as defined by National Instrument 43-101 - Standards of Disclosure or Mineral Projects and has prepared or reviewed the preparation of the scientific and technical information provided under Exploration Projects of this MD&A

## Financial Data

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

	Years Ended May 31,		
	2022 \$	2021 \$	2020 \$
<b>Operations:</b>			
Revenues	Nil	Nil	Nil
Expenses	(3,266,237)	(3,024,079)	(2,930,962)
Other items	(879,150)	82,998	529,622
Net loss	(4,145,387)	(2,941,081)	(2,401,340)
Other comprehensive income	27,353	Nil	Nil
Comprehensive loss	(4,118,034)	(2,941,081)	(2,401,340)
Basic and diluted loss per share	(0.02)	(0.01)	(0.01)
Dividends per share	Nil	Nil	Nil
<b>Balance Sheet:</b>			
Working capital	11,387,450	6,694,302	18,031,038
Total assets	66,539,631	54,962,290	57,427,133
Total long-term liabilities	Nil	Nil	Nil

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

	Fiscal 2022				Fiscal 2021			
	May 31 2022 \$	Feb 28 2022 \$	Nov 30 2021 \$	Aug 31 2021 \$	May 31 2021 \$	Feb 28 2021 \$	Nov 30 2020 \$	Aug 31 2020 \$
<b>Operations:</b>								
Revenues	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Expenses	(1,245,126)	(549,494)	(824,082)	(647,535)	(538,338)	(702,621)	(863,680)	(919,440)
Other items	(296,060)	(598,631)	(729,498)	745,039	217,457	499,531	(71,704)	(562,286)
Net (loss) income	(1,541,186)	(1,148,125)	(1,553,580)	97,504	(320,881)	(203,090)	(935,384)	(1,481,726)
Other comprehensive income	27,353	-	-	-	-	-	-	-
Comprehensive (loss) income	(4,118,034)	(1,148,125)	(1,553,580)	97,504	(320,881)	(203,090)	(935,384)	(1,481,726)
Basic and diluted (loss) income per share	(0.01)	(0.00)	(0.01)	0.00	(0.00)	(0.00)	(0.00)	(0.01)
Dividends per share	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
<b>Balance Sheet:</b>								
Working capital	11,387,450	6,231,761	2,866,972	5,018,115	6,694,302	10,018,006	14,017,137	16,917,266
Total assets	66,539,631	61,808,688	53,683,436	54,748,628	54,962,290	56,436,571	55,242,943	55,823,176
Total long-term liabilities	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil

## Results of Operations

### *Three Months Ended May 31, 2022 Compared to Three Months Ended February 28, 2022*

During the three months ended May 31, 2022 (“Q4”) the Company reported a net loss of \$1,541,186 compared to a net loss of \$1,148,125 for the three months ended February 28, 2022 (“Q3”), an increase in loss of \$393,061. The fluctuation is mainly due to the change in foreign exchange from a gain of \$121,428 in Q3 compared to a loss of \$214,099 in Q4. In addition the Company had a \$695,632 increase in expenses, from \$549,494 in Q3 to \$1,245,126 in Q4 offset by the fluctuation in unrealized loss on investments from \$743,664 in Q3 to an unrealized gain on investments of \$11,572 in Q4.

### *Three Months Ended May 31, 2022 Compared to Three Months Ended May 31, 2021*

During the three months ended May 31, 2022 (“Q4/2022”) the Company reported net loss of \$1,541,186 compared to a net loss of \$320,881 for the three months ended May 31, 2021 (“Q4/2021”), an increase in loss of \$1,220,305. The increase in loss was primarily attributed to an increase in expenses from \$538,338 in Q4/2021 to \$1,245,126 in Q4/2022.

### *Year Ended May 31, 2022 Compared to Year Ended May 31, 2021*

During the year ended May 31, 2022 (“fiscal 2022”) the Company reported a net loss of \$4,145,387 compared to a net loss of \$2,941,081 for the year ended May 31, 2021 (“fiscal 2021”) an increase in loss of \$1,204,306. The increase in loss was attributed to:

- (i) recognition of an unrealized loss on investments of \$710,485 in fiscal 2022 compared to an unrealized loss on investments of \$13,465 in fiscal 2021 primarily due to the fluctuations in the quoted stock prices of Nagambie shares; and
- (ii) an increase in general and administrative expenses of \$242,158, from \$3,024,079 during fiscal 2021 to \$3,266,237 during fiscal 2022. Significant variances in general and administrative expenses are as follows:
  - during fiscal 2021 the Company engaged consultants to provide strategic consulting, media and business development services on behalf of the Company and, as a result, corporate advisory fees totalling \$1,007,553 were incurred during fiscal 2021. No corporate advisory services were rendered during fiscal 2022;
  - incurred legal expenses of \$210,968 during fiscal 2022 compared to \$140,855 during fiscal 2021. The increase in fiscal 2022 was primarily attributed to significant legal fees incurred to review the complicated process to conduct the spin-out of the Australian assets through Southern Cross;

- incurred audit expenses of \$90,706 during fiscal 2022 compared to \$59,263 during fiscal 2021. The increase in fiscal 2022 was attributed to fees incurred to review the spin-out of the Australian assets through Southern Cross;
- recognition of share-based compensation of \$497,245 in fiscal 2022 compared to \$211,753 in fiscal 2021 on the granting and vesting of share options and RSUs;
- incurred travel expenses of \$127,407 during fiscal 2022 compared to \$56,396 during fiscal 2021. During fiscal 2021 travel activities were curtailed due to COVID-19 pandemic restrictions. Increased travel resumed in fiscal 2022 as travel restrictions were eased;
- incurred general exploration of \$99,713 during fiscal 2022 compared to \$61,442 during fiscal 2021 mainly for the acquisition of specialized software to analyze exploration related data; and
- incurred professional fees of \$642,056 during fiscal 2022 compared to \$260,026 during fiscal 2021, reflecting the engagement of consultants to provide corporate advisory services.

As the Company is in the exploration stage of investigating and evaluating its unproven mineral interests, it has no source of operating revenue. Interest income is generated from cash on deposit and short-term money market instruments issued by major financial institutions. During fiscal 2022 the Company reported interest income of \$45,434 compared to \$130,781 during fiscal 2021 due to lower levels of cash held during fiscal 2022 compared to fiscal 2021.

### ***Investments***

	<b>As at May 31, 2022</b>			
	<b>Number</b>	<b>Cost \$</b>	<b>Unrealized Gain (Loss) \$</b>	<b>Carrying Value \$</b>
Common shares				
Nagambie Resources Limited (“Nagambie”)	51,321,377	1,637,585	700,119	2,337,704
Kingsmen Resources Limited (“Kingsmen”)	37,500	45,000	(42,188)	2,812
		<u>1,682,585</u>	<u>657,931</u>	<u>2,340,516</u>
	<b>As at May 31, 2021</b>			
	<b>Number</b>	<b>Cost \$</b>	<b>Unrealized Gain (Loss) \$</b>	<b>Carrying Value \$</b>
Common shares				
Nagambie	50,000,000	1,572,500	1,407,791	2,980,291
Kingsmen	37,500	45,000	(39,375)	5,625
		<u>1,617,500</u>	<u>1,368,416</u>	<u>2,985,916</u>

During fiscal 2022 the Company purchased 1,321,377 common shares of Nagambie for \$65,085. The Company purchased the additional Nagambie common shares to maintain its same percentage interest in Nagambie.

### ***Financings***

During fiscal 2022 the Company completed a public offering totalling 36,667,000 common shares of the Company at \$0.15 per unit for gross proceeds of \$5,500,050. In addition the Company issued 110,138 common shares on the exercise of warrants for \$20,376.

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

On January 20, 2022 and February 4, 2022 the Company’s subsidiary, Southern Cross, completed private placements and issued a total of 17,031,250 ordinary shares to raise AUD \$2,725,000 and the Company’s interest in Southern Cross was diluted to 84.6% by the issuance of the additional equity by Southern Cross. On May 5, 2022 Southern Cross completed its IPO and issued 45,466,500 common shares for gross proceeds of AUD \$9,093,300 diluting Mawson’s interest in Southern Cross to 60%.

## Exploration and Evaluation Assets

	May 31, 2022				May 31, 2021		
	Acquisition Costs \$	Deferred Exploration Costs \$	Foreign Exchange Movement \$	Total \$	Acquisition Costs \$	Deferred Exploration Costs \$	Total \$
Finland							
Rompas-Rajapalot	3,684,068	39,331,424	-	43,015,492	3,349,056	36,133,018	39,482,074
Sweden							
Skelleftea North	70,357	-	-	70,357	-	-	-
Australia							
Sunday Creek	764,061	2,902,816	(81,183)	3,585,694	735,677	1,298,127	2,033,804
Redcastle	38,271	1,485,413	(33,734)	1,489,950	36,782	1,406,671	1,443,453
Whroo JV	103,266	505,442	(13,477)	595,231	94,851	185,255	280,106
Mount Isa SE	331,773	574,772	(20,071)	886,474	273,250	553,622	826,872
	<u>4,991,796</u>	<u>44,799,867</u>	<u>(148,465)</u>	<u>49,643,198</u>	<u>4,489,616</u>	<u>39,576,693</u>	<u>44,066,309</u>

During fiscal 2022 the Company incurred a total of \$5,576,889 (2021 - \$9,066,671) on the acquisition, exploration and evaluation of its unproven resource assets of which \$3,533,418 (2021 - \$5,731,585) was incurred on its Finnish properties, \$70,357 (2021 - \$nil) on its Swedish property and \$1,973,114 (2021 - \$3,335,086) on its Australian properties net of foreign exchange movement. See “Exploration Projects” in this MD&A for details.

### Financial Condition / Capital Resources

As at May 31, 2022 the Company has working capital of \$11,387,450. See also “Corporate Overview”. 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 Transaction

The Company has no proposed transactions.

### Critical Accounting Estimates

The preparation of financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenditures during the reporting period. Examples of significant estimates made by management include estimating the fair values of financial instruments and assumptions used for share-based compensation. Actual results may differ from those estimates.

A detailed summary of the Company’s critical accounting estimates and sources of estimation is included in Note 3 to the May 31, 2022 audited annual consolidated financial statements.

### Changes in Accounting Policies

A detailed summary of all the Company’s significant accounting policies and accounting standards and interpretations issued but not yet effective, is included in Note 3 to the May 31, 2022 audited annual financial statements.



## Related Parties Disclosures

A number of key management personnel, or their related parties, hold positions in other entities that result in them having control or significant influence over the financial or operating policies of those entities. Certain of these entities transacted with the Company during the reporting period. The Company has determined that key management personnel consists of members of the Company's Board of Directors and its executive officers.

(a) During fiscal 2022 and 2021 the following fees were incurred:

	2022 \$	2021 \$
Professional fees - Mr. Hudson - Chairman, former CEO and director <sup>(1)</sup>	168,000	168,000
Other compensation - Mr. Hudson	20,000	-
Professional fees - Mr. Fairhall - CEO and director <sup>(2)</sup>	193,175	-
Professional fees - Mr. Cook - former President <sup>(3)</sup>	-	210,476
Professional fees - Mr. DeMare - CFO and director	24,000	24,000
Other compensation - Mr. DeMare	10,000	-
Professional fees - Mr. Henstridge - director	18,000	18,000
Professional fees - Mr. Maclean - director	18,000	18,000
Professional fees - Mr. Williams - director <sup>(4)</sup>	24,000	30,000
Professional fees - Ms. Ahola - director <sup>(5)</sup>	136,602	136,842
Other compensation - Ms. Ahola	30,769	-
Professional fees - Ms. Bermudez - Corporate Secretary	41,860	37,800
Other compensation - Ms. Bermudez	10,000	-
	<u>694,406</u>	<u>643,118</u>

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

(2) Mr. Fairhall was appointed CEO of the Company on September 7, 2021 and became a director on November 29, 2021.

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

(4) Mr. Williams received \$18,000 (2021 - \$18,000) for director fees and \$6,000 (2021 - \$12,000) for being a member of the Advisory Committee.

(5) Ms. Ahola received \$18,000 (2021 - \$18,000) for director fees and \$118,602 (2021 - \$118,842) for being a member of the Environmental Health and Safety Committee.

During fiscal 2022 the Company incurred a total of \$694,406 (2021 - \$643,118) to key management personnel for salaries and fees which have been allocated based on the nature of the services provided: expensed \$545,035 (2021 - \$313,800) to directors and officers compensation and capitalized \$149,371 (2021 - \$329,318) to exploration and evaluation assets. As at May 31, 2022 \$93,592 (2021 - \$59,434) remained unpaid

During fiscal 2022 the Company also recorded \$135,000 (2021 - \$nil) share-based compensation for share options and RSUs granted to key management personnel as follows:

	2022 \$	2021 \$
Mr. Fairhall - share based compensation for RSUs	66,000	-
Mr. Fairhall - share based compensation for share options	25,000	-
Mr. Hudson - share based compensation for RSUs	44,000	-
	<u>135,000</u>	<u>-</u>

The Company has a management agreement with its Chairman which provides that in the event the Chairman's services are terminated without cause or upon a change of control of the Company on or before September 6, 2022, a termination payment of two years and six months of compensation is payable. If the termination had occurred on May 31, 2022 the amount payable under the agreement would be \$420,000.

Effective September 7, 2021 the Company and its CEO entered into an employment agreement which provides that in the event the CEO's services are terminated after September 6, 2022 without cause or upon a change of control of the Company, a termination payment of twelve months plus one additional month for each subsequent year of employment, of compensation is payable.

- (b) During fiscal 2022 the Company incurred a total of \$57,575 (2021 - \$65,000) with Chase Management Ltd. (“Chase”), a private corporation owned by Mr. DeMare for accounting and administration services provided by Chase personnel, excluding Mr. DeMare, and \$4,020 (2021 - \$4,020) for rent. As at May 31, 2022 \$3,835 (2021 - \$4,170) remained unpaid.
- (c) During fiscal 2022 the Company purchased a vehicle for \$56,179 from a private corporation controlled by Mr. Hudson.
- (d) During fiscal 2022 Southern Cross paid a total of \$15,502 for fees to key management personnel which have been expensed to directors and officers compensation and recorded \$112,969 share-based compensation for share options granted to key management personnel.

### **Risks and Uncertainties**

The Company competes with other mining companies, some of which have greater financial resources and technical facilities, for the acquisition of mineral concessions, claims and other interests, as well as for the recruitment and retention of qualified employees.

The Company believes that it is in compliance in all material regulations applicable to its exploration activities. The Company is dealing with certain Finnish environmental authorities in regards to certain issues on the Rompas-Rajapalot property. See also “Exploration Projects - Finland - Environment and Permitting”. Existing and possible future environmental legislation, regulations and actions could cause additional expense, capital expenditures, restrictions and delays in the activities of the Company, the extent of which cannot be predicted. Before production can commence on any properties, the Company must obtain regulatory and environmental approvals. There is no assurance that such approvals can be obtained on a timely basis or at all. The cost of compliance with changes in governmental regulations has the potential to reduce the profitability of operations.

The Company’s material mineral properties are located in Finland and Australia and consequently the Company is subject to certain risks, including currency fluctuations which may result in the impairment or loss of mining title or other mineral rights, and mineral exploration and mining activities may be affected in varying degrees by governmental regulations relating to the mining industry.

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

### **Outstanding Share Data**

The Company’s authorized share capital is unlimited common shares without par value. As at August 25, 2022 there were 293,590,800 issued and outstanding common shares. In addition, there were 12,360,000 share options outstanding, at exercise prices ranging from \$0.155 to \$0.50 per share and 2,200,020 warrants outstanding at an exercise price of \$0.15 per share.

### **Disclosure Controls and Procedures**

Disclosure controls and procedures are designed to provide reasonable assurance that material information is gathered and reported to senior management, including the Chief Executive Officer and Chief Financial Officer, as appropriate to permit timely decisions regarding public disclosure.

Management, including the Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of the design and operation of the Company’s disclosure controls and procedures. Based on this evaluation, the Chief Executive Officer and Chief Financial Officer have concluded that the Company’s disclosure controls and procedures, as defined in National Instrument 52-109 - *Certification of Disclosure in Issuer’s Annual and Interim Filings* (“52-109”), are effective to ensure that the information required to be disclosed in reports that are filed or submitted under Canadian Securities legislation are recorded, processed, summarized and reported within the time period specified in those rules. Management relies upon certain informal procedures and communication, and upon “hands-on” knowledge of senior management. Due to the minimal number of staff, however, the Company will continue to rely

on an active Board and management with open lines of communication to maintain the effectiveness of the Company's disclosure controls and procedures.

### **Internal Control over Financial Reporting**

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

Management conducted an evaluation of the effectiveness of the Company's internal control over financial reporting based on the framework and criteria established in *Internal Control – Integrated Framework*, issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013). This evaluation included review of the documentation of controls, evaluation of the design effectiveness of controls, testing of the operating effectiveness of controls and a conclusion on this evaluation. Based on this evaluation, management concluded that the Company's internal control over financial reporting was effective as of May 31, 2022.

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

Internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS. The Chief Executive Officer and Chief Financial Officer have concluded that there has been no change in the Company's internal control over financial reporting during the period beginning on June 1, 2021 and ending on May 31, 2022 that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.