

MAWSON GOLD LIMITED

MANAGEMENT'S DISCUSSION AND ANALYSIS FOR THE SIX MONTHS ENDED NOVEMBER 30, 2022

This discussion and analysis of financial position and results of operations is prepared as at January 12, 2023, and should be read in conjunction with the unaudited condensed consolidated interim financial statements and the accompanying notes for the six months ended November 30, 2022 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 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.

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 is at PEA stage and continues technical and environmental de-risking activities 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 51% 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:

- **Released the maiden preliminary economic assessment ("PEA") on Rajapalot, outlining an after tax NPV₅ of US \$211,000,000 at 27% IRR.** Rajapalot is envisaged as a nine year mine life at a steady state average production of 92 koz gold equivalent for total production of around 700 koz of gold and 2,800 t cobalt at an attractive AISC of US \$824/oz Au. If in steady-state production today, Rajapalot would be the EU's sixth largest gold mine and third largest cobalt mine.
- **Completed the restructuring of Mawson's Australian assets into a new entity, Southern Cross** which was IPO'd onto the ASX in May 2022. In total Southern Cross has raised AUD \$27,800,000 of external capital, diluting Mawson's ownership to 51%. Mawson's shareholding had a value of ~AUD \$70 m (~CDN \$65 m as of January 11, 2023), and is subject to an ASX escrow until May 2024.
- **Completed a 5,000 ha magnetic survey of Rompas-Rajapalot**, and announced the results which highlighted over 30 exploration targets in a 4 km x 4 km area lying between 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 targets are structurally dominant, similar to those responsible for ~5 Moz Au in recent Finnish discoveries.
- **Commenced a series of exploration programs, which will undertake geochemical sampling and base of till ("BOT") drilling** to develop regional exploration targets for incremental resource growth.
- **Mawson's subsidiary Southern Cross' continued exploration success at Sunday Creek.** Highlight holes from the project include 119.2 metres @ 3.9 g/t AuEq (3.2 g/t Au and 0.4% Sb), 305.8 m @ 2.4 g/t AuEq (1.6 g/t Au, 0.5% Sb), and 42.0 m @ 4.8 g/t AuEq (3.5 g/t Au and 0.8% Sb). Step-out and infill drilling continues across multiple prospects which along a >800m drill-defined strike, with 3 rigs active on site, and plans to move to 5 rigs during 2023.
- **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.
- **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.

Board of Directors

During the Company's Annual General Meeting of Shareholders held on November 8, 2022 the shareholders of the Company re-elected Mr. Ivan Fairhall, Mr. Michael Hudson, Ms. Noora Ahola, Mr. Colin Maclean and Mr. Philip Williams as directors for the ensuing year and also elected Mr. John Jentz as director. Mr David Henstridge did not stand for re-election.

Following the meeting, the Board of Directors re-appointed Mr. Hudson as Executive Chairman, Mr. Fairhall as CEO, Mr. DeMare as CFO and Ms. Bermudez as Corporate Secretary. The Board of Directors also appointed Messrs. Jentz, Maclean and Williams as members of the Company's Audit Committee.

Property Assets and Exploration Activities

Finland

Mawson's flagship is the 100%-owned Rajapalot gold-cobalt project, located 30 km by car from Rovaniemi, the capital of Finnish Lapland. At Rajapalot, the Company has made a significant greenfield discovery and on November 29, 2022 published a maiden PEA on the asset. Highlights of the PEA are as follows:

- **Robust economics which underscore significant value of current resource base**
 - \$211 M post-tax NPV₅ using \$1,700/oz gold ("Au") and \$60,000/t cobalt ("Co")
 - AISC¹ \$824/oz Au life of mine ("LoM")
 - >92 koz gold equivalent "AuEq²" steady state average production rate.
 - 9 year LoM producing ~700 koz Au and ~2800 t Co
- **A significant European mine**
 - If in production today, Rajapalot could be the EU's third largest cobalt mine and sixth largest gold mine
 - Ethical metals sourcing with majority local support and 100% renewable power
- **27% post tax IRR, \$191 M initial capex**
 - Strong cashflows, with \$338 M free cash flow in years 1 to 5, and \$101 M in LoM cobalt by-product revenues

Table 1: PEA key production and financial metrics

Production Input		Life of Mine	
Mill Feed (underground)	Mt ROM	10.1	
Annual Throughput	Mt/a	1.2	
Life of Mine	years	9	
Gold Head Grade	g/t Au	2.26	
Gold Content	koz	736	
Feed to Co Processing ¹	Mt	6.1	
Cobalt Head Grade	ppm	529	
Sulphur Head Grade	%	2.07%	
Cobalt Content	t Co	3,203	
Gold Recovery	%	95%	
Cobalt Recovery	%	88%	
Sulphur Recovery	%	88%	

Production Output		Y 2-8	LoM
Gold Production	koz Au	82	699
Cobalt Production	kt Co	306	2,806
AuEq Production	koz AuEq	92	798
Cobalt Concentrate	kt (dry)	34	314
Cobalt Con grade	% Co	0.89%	

C1	US\$/oz Au	670
AISC	US\$/oz Au	824

Financial Metric		Life of Mine	
Au Price	US\$/oz	1,700	
Co Price	US\$/t	60,000	
EUR:USD	-	1.1	
Discount rate	%	5%	
Corp tax rate	%	20%	
Depreciation rate	%	25%	
Capex (initial / sustaining)	US\$ M	191 / 100	
Opex	US\$ M	566	
Revenue	US\$ M	1,286	
Gold	US\$ M	1,185	
Cobalt	US\$ M	101	
Ave EBITDA (years 2-8)	US\$ M	84	
After tax FCF (years 1-5)	US\$ M	338	
Pre-tax NPV₅	US\$ M	271	
Pre-tax IRR	%	30%	
Post-tax NPV	US\$ M	211	
Post-tax IRR	%	27%	
Post-tax payback	years	2.9	

1. Proportion of mined material campaign processed through flotation

The PEA highlights a number of fundamental efficiencies that the Rajapalot project enjoys, including:

- Robust resource, with 85% of ounces delineated extracted through conventional and efficient mechanized underground mining techniques.
- Underground only mining operation, utilising predominately long hole open stoping, which is cost effective and widely used in the region.
- High 95% gold recovery to dore through a conventional and energy efficient gravity + CIL extraction circuit.

- Cobalt concentrate production via a single low cost increment flotation processing circuit that follows CIL
- Access to low cost renewable power, with the powerline connecting 28km direct to an existing hydropower substation.
- Low infrastructure burden, located just 30km from the capital of Lapland. Power line and ~15 km water discharge line are the only new connections necessary.
- Access to a relatively inexpensive and highly skilled and productive labour force.

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. At the scale proposed in the PEA, Rajapalot would be the EU’s 3rd largest cobalt producing mine if it were in production based on 2021 metrics.

Finland refines half the world’s cobalt outside China at the world’s largest cobalt refinery, which is located 400 kilometres south of Rajapalot, which is less than 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 has benefited from numerous grants, predominately in support of leveraging its cobalt potential. [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 BATCircle 1.0, with that program completed in April 2021. In May 2021 Mawson Oy was granted a further €795k (~C\$1.1m) in funding under the BATCircle 2.0 program to further study cobalt extraction, marketing and residues management. Further grants and cooperations have been in place regarding exploration, environmental and social work programs.

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.

Mineral Resources

The PEA restates Mawson’s Inferred Mineral Resource Estimate (“MRE”). In line with the PEA development strategy, the MRE is based on an ‘underground only’ scenario, totalling 9.8 million tonnes @ 2.8 g/t gold (“Au”) and 441 ppm Co, equating to 958 koz gold equivalent (“AuEq”).

Table 2: 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 z(AuEq ¹)	Tonnes (kt)	Au (g/t)	Co (ppm)	AuEq ² (g/t)	Au (koz)	Co (tonnes)	AuEq ² (koz)
Palokas	1.1	5,612	2.8	475	3.1	501	2,664	562
Raja	1.1	2,702	3.1	385	3.3	271	1,040	288
East Joki	1.1	299	4.5	363	4.6	43	109	44
Hut	1.1	831	1.3	428	1.6	36	355	44
Rumajärvi	1.1	336	1.4	424	1.7	15	142	19
Total Inferred Resources		9,780	2.8	441	3.0	867	4,311	958

- The independent geologist and Qualified Person as defined in NI 43-101 for the mineral resource estimates is Mr. Ove Klavér (EurGeol).
- The mineral estimate is reported for a potential underground only scenario. Inferred resources were reported at a cut-off grade of 1.1 g/t (AuEq¹ Au g/t + Co ppm /1005) with a depth of 20 meters below the base of solid rock regarded as the near-surface limit of potential mining.
- Resource gold equivalent grades (AuEq²) and ounces stated here are based on the updated PEA metal prices of USD1,700/oz Au and USD60,000/t Co and PEA recovery assumptions of 95% Au and 87.6% Co. (AuEq² = Au g/t x 95% + Co ppm x 87.6% / 911).
- Wireframe models were generated using gold and cobalt shells separately. Forty-eight separate gold and cobalt wireframes were constructed in Leapfrog Geo and grade distributions independently estimated using Ordinary Kriging in Leapfrog Edge. A gold top cut of 50 g/t Au was used for the gold domains. A cobalt top cut was not applied.

- A parent block size of 12 m x 12 m x 4 m (>20% of the drillhole spacing) was determined as suitable. Sub-blocking down to 4 m x 4 m x 0.5 m was used for geologic control on volumes, thinner and moderately dipping wireframes
- Rounding of grades and tonnes may introduce apparent errors in averages and contained metals.
- Drilling results to 20 June 2021.
- Mineral Resources are not Mineral Reserves and do not have demonstrated economic viability.

Exploration Potential

The PEA underpins the project discovery, but also provides a lever for the substantial resource growth potential on the property.

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 m. This hole singly constrains the edge of the resource wire frame at this depth and given demonstrated down plunge continuity there is excellent potential for extension at depth at Palokas, as well as all other Rajapalot deposits.

In January-April 2022 Mawson completed a 26-hole, 5,317 m program targeting near surface mineralization 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 17,500 ha Rompas-Rajapalot Finnish project area owned 100% by Mawson. Exploration prospectivity remains high across the length and width of the property, as evidenced by the discoveries at Rompas (including 6 m at 617 g/t Au from 7 m (refer news release May 31, 2012), and 0.4 m at 395 g/t Au from 41 m (refer news release February 28, 2013) 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 Rajapalot inferred MRE, and the ~10 km long sub-cropping Rompas system. On September 6, 2022, the Company announced that over 30 gold targets in a 4 km by 4 km area were identified following a detailed interpretation of the data. Targets, identified in secondary structures, dated the same age as the property wide mineralizing event, and importantly, a key gold mineralizing age in Lapland (1.8 billion years). The targets were also coincident with a 3 km x 2 km C-horizon till anomaly. Target testing by partial leach and/or base of till (BOT) geochemical sampling based on priority and permit status is under way.

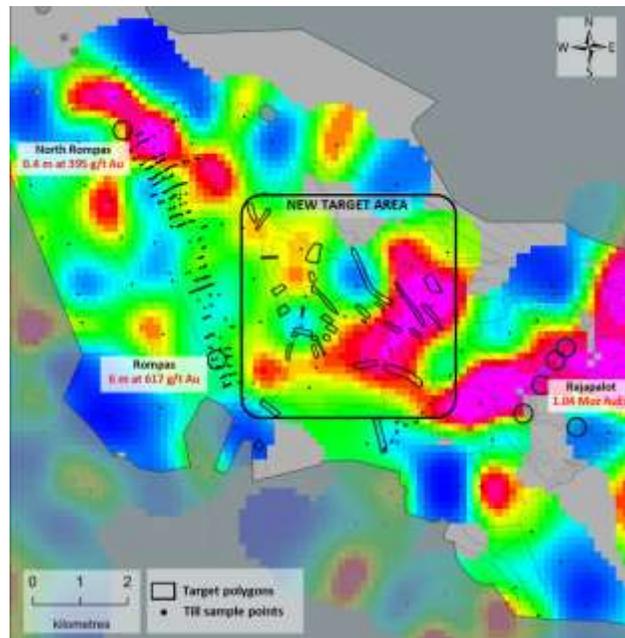


Figure 2: Central zone gold targets overlaying a C-horizon till anomaly (gold-tungsten)

Environmental, Social, Governance

Mawson acknowledges that Environmental, Social and Governance (“ESG”) forms a comprehensive framework for the 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 on-going 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. The Regional Council of Lapland (“Lapin Liitto”) has also initiated regional land use Participation and Evaluation Plan for Rajapalot. 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	883
Exploration Permit	Männistö	ML2016:0046	2,141
Exploration Permit	Kairamaat 2/3 ¹	ML2013:0041	1,462
Exploration Permit	Hirvimaa	ML2014:0033	1,007
Exploration Permit	Rompas ²	ML2014:0060	265
Exploration Permit	Kultamaat ²	ML2015:0005	1,718
Exploration Permit	Uusi Rumavuoma ³	ML2015:0042	1,283
Sub-Total	7		8,759
Exploration Permit Application	Karsimaat	MI2014:0075	1,618
Exploration Permit	Korkiakoivikko ⁴	ML2012:0168	232
Exploration Permit Application	Kaitajärvi E-M-W	MI2014:0100	809
Exploration Permit Application	Mäntylaenokka N -S	ML2015:0054	398
Exploration Permit Application	Kuusivaara	ML2014:0077	4,565
Exploration Permit Application	Petäjävaara	ML2014:0074	1,645
Exploration Permit Application	Takanenvuoma		660
Total	14		18,685

1: See below detail on permit status

2. Under appeal

3. Granted, appeal window is still open

4. Extension process under way

The Rompas-Rajapalot property consists of 7 granted exploration permits for 9,138 hectares and 8 exploration permit applications for a combined total of 17,403 hectares. The Rajapalot resource reported here occurs within two granted tenements (Kairamaat 2/3 and Hirvimaa).

Under the Finnish Mining Act, after an initial 4 year period 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 has been informed by the court that a new decision is under preparation. Mawson has also provided its reply to the Renewal 2 appeal, and a final decision is expected in early 2023. 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. 7 Moz of gold has been produced from with 22km of Skelleftea North.

The Skelleftea Project area contains outcropping gold mineralization across the 3 km x 6 km land package. At the the most advanced prospect, Dalbacka, Gold-mineralization is found to be contained within arsenopyrite-bearing, sheeted-quartz-vein system that is confined to within the limits of the steep, south-westerly dipping mafic-dyke system. Mawson completed an initial 6 hole, 700m scout drilling program (final four holes released post reporting period)

- Drilling has defined gold mineralization, which can develop at extremely high grades (up to 132g/t Au), along 300 m of explored strike-length which remains open in all directions. The remaining four diamond drillholes of the six hole program (DB2203-6) targeted the western strike-extension.
 - All holes reported here intercepted the mafic-dyke host unit with highly-elevated arsenic values (> 400 ppm As) drillholes.
- Program highlights include visible gold observed in three of six holes drilled at the Dalbacka Prospect, with best results including:
 - 1.8 m at 28.4 g/t Au from 82.8m in DB2202, including 0.35 m at 132 g/t Au
 - 4.4 m at 4.8 g/t Au from 40m in DB2201, including 0.38 m at 24.3 g/t

The next steps to define targets for the Stage 2 drill program include 3D-modelling of the system to define high-grade controls on gold mineralization, high resolution ground magnetics and surface geochemical sampling.

Skelleftea Option Agreement Terms

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

- (i) An option to earn an initial 75% interest, exercisable by Mawson subject to incurring aggregate expenditures of \$3,000,000 over four years, provided that a minimum \$220,000 is spent in year one (inclusive of \$20,000 already paid) and \$280,000 in year two.
- (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.

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 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.

Southern Cross has raised a total of AU\$ 27.8 million over three separate capital raises, which has diluted Mawson's interest in Southern Cross to 51.0%. The most recent raise was announced on November 22, 2022, in which Southern Cross raised AU\$ 16.0 million at AU\$ 0.58 per share. 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.
- 53,361,046 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 and subsequent to the reporting period. The highlight result was SDDSC050, the Company's deepest hole to date (923.7 m) and the widest intersection of gold-antimony mineralisation (520.8 m @ 1.7 g/t AuEq with no lower cut). As the deepest hole on the Sunday Creek project by 278 m, SDDSC050 demonstrated the changing nature of mineralisation with thick quartz carbonate veins up to 1 m wide with gold and arsenic, but no antimony mineralisation. This is a typical change in epizonal deposits in Victoria which transition from gold-antimony to gold only zones at depth.

Other significant infill and step-out holes included were from infill holes at the Sunday Creek property. Highlight holes, many of which included visible gold, include:

- 16.8 m @ 3.4 g/t AuEq (3.2 g/t Au and 0.2% Sb) from 116.0 m in SDDSC040
- 3.8 m @ 28.9 g/t AuEq (28.9 g/t Au, 0.01% Sb) from 183.0 m in SDDSC045
- 21.5 m @ 15.0 g/t AuEq (12.2 g/t Au and 1.7% Sb) from 183.6 m in SDDSC046
- 48.9 m @ 3.0 g/t AuEq (2.0 g/t Au, 0.64% Sb) from 182 m in SDDSC049
- 42.0 m @ 4.8 g/t AuEq (3.5 g/t Au and 0.8% Sb) from 166.0 m in hole SDDSC039
- 15.3 m @ 4.2 g/t AuEq (2.8 g/t Au and 0.9% Sb) from 141.0 m in hole SDDSC038

Earlier drill hole highlights at Sunday Creek include:

- 119.2 m @ 3.2 g/t Au and 0.4% Sb (3.9 g/t AuEq) from 106.8 m in hole SDDSC033
- 42.0 m @ 4.8 g/t AuEq from 166.0 m (3.5 g/t Au and 0.8% Sb) in SDDSC039
- 15.3 m @ 4.2 g/t AuEq from 141.0 m (2.8 g/t Au and 0.9% Sb) in SDDSC038
- 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

The true thickness of the mineralised intervals is interpreted to be approximately 60-70% of the sampled thickness. Drill results quoted have a lower cut of 0.3 g/t Au cut over a 3.0 m width, with higher grades reported with a 5 g/t Au cut over 1.0 m applied unless otherwise indicated.

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

Exploration Summary

In December 2021, Mawson Victoria completed two diamond holes under the Balaclava open pit. Highlight intersections include 0.6 m @ 49.6 g/t and antimony grades, including 0.2 m @ 16.5% Sb. No drilling was completed at Whroo during the reporting period.

A detailed LiDAR survey has identified 34,500 individual workings over 63 km² (~550 per km²), 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 km² area. The LiDAR data interpretation extended the mapped workings a further 4 kilometres to the east. 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.

Historical holes intersected 60 metres @ 0.35 g/t gold from 133 metres beneath the Balaclava open pit including 1.5 m @ 6.1 g/t Au from 108.0 m, 1.5 metres @ 1.8 g/t Au from 149.5 m and 1.5 m @ 5.3 g/t Au from 179.5 m.

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. The true thickness of the mineralized intervals is not known at this stage.

Property Summary

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 kilometres² of exploration tenements. 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.

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.

Redcastle Project - 70%

Exploration Summary

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 reporting period, however 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

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). Details of the drill results are set out in Southern Cross' ASX IPO prospectus. The true thickness of mineralized intervals is not known at this stage.

Property Summary

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 kilometres². Southern Cross, via its wholly owned subsidiary Mawson Victoria, can earn up to a 70% interest in the Redcastle Project.

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

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

Mt Isa Project – 100%

Southern Cross, via its wholly owned subsidiary Mawson Queensland, holds seven exploration prospecting licences for 861 kilometre² 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.
 - Ongoing metallurgical test-work and flowsheet optimization for cobalt and gold
 - Options definition and assessment to optimize project configuration from a technical and permitting perspective
 - Ongoing baseline, EIA and land use planning studies

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 51% 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 unaudited condensed consolidated interim financial statements of the Company.

	Fiscal 2023		Fiscal 2022				Fiscal 2021	
	Nov 30 2022 \$	Aug 31 2022 \$	May 31 2022 \$	Feb 28 2022 \$	Nov 30 2021 \$	Aug 31 2021 \$	May 31 2021 \$	Feb 28 2021 \$
Operations:								
Revenues	Nil							
Expenses	(1,232,165)	(875,704)	(1,245,126)	(549,494)	(824,082)	(647,535)	(538,338)	(702,621)
Other items	150,000	816,112	(296,060)	(598,631)	(729,498)	745,039	217,457	499,531
Net (loss) income	(1,082,165)	(59,592)	(1,541,186)	(1,148,125)	(1,553,580)	97,504	(320,881)	(203,090)
Other comprehensive (loss) income	588,698	(526,837)	27,353	Nil	Nil	Nil	Nil	Nil
Comprehensive (loss) income	(493,467)	(586,429)	(1,513,833)	(1,148,125)	(1,553,580)	97,504	(320,881)	(203,090)
Basic and diluted (loss) income per share	(0.00)	(0.00)	(0.01)	(0.00)	(0.01)	0.00	(0.00)	(0.00)
Dividends per share	Nil							
Comprehensive (loss) income attributed to:								
Shareholders of the Company	(486,019)	(210,298)	(1,265,765)	(1,145,643)	(1,553,580)	97,504	(320,881)	(203,090)
Non-controlling interest	(7,448)	(376,131)	(248,068)	(2,482)	Nil	Nil	Nil	Nil
Balance Sheet:								
Working capital	19,536,222	9,280,533	11,387,450	6,231,761	2,866,972	5,018,115	6,694,302	10,018,006
Total assets	80,042,362	65,735,945	66,539,631	61,808,688	53,683,436	54,748,628	54,962,290	56,436,571
Total long-term liabilities	Nil							

Results of Operations

As at the date of this MD&A the Company has not earned any production revenue, nor found proved reserves on any of its unproven mineral interests; therefore, the expenses are not subject to seasonal fluctuations or general trends. The Company's expenses and cash requirements will fluctuate from period to period depending on the level of activity and, therefore, lack some degree of comparability. The Company's quarterly results may be affected by many factors such as timing of exploration activity, share-based payment costs, marketing activities and other factors that affect Company's exploration and financing activities. Furthermore, the Company's net loss/income may also be affected by the current fair value of its investments held. In addition, although Southern Cross has raised additional funding in the quarter, reducing the Company's ownership interest in Southern Cross from 60% to 51%, the Company still has control and continues to fully consolidate Southern Cross.

Three Months Ended November 30, 2022 Compared to Three Months Ended August 31, 2022

During the three months ended November 30, 2022 ("Q2") the Company reported a net loss of \$1,082,165 compared to a net loss of \$59,592 for the three months ended August 31, 2022 ("Q1"), an increase in loss of \$1,022,573. The increase in loss was due to a number of factor:

- (i) \$356,461 increase in expenses, from \$875,704 in Q1 to \$1,232,165 in Q2, primarily due to the increase in expenses incurred by Southern Cross;
- (ii) During Q1 the Company recorded a \$753,689 unrealized holding gain in investments in the Nagambie shares compared to \$381,387 in Q2, a difference of \$372,302; and
- (iii) Through its subsidiaries, the Company has a significant portion of its cash deposited and working capital balances maintained in foreign currencies, resulting in potential significant foreign exchange fluctuations. The Company experienced a foreign exchange gain of \$36,278 in Q1 and a foreign exchange loss of \$257,745 in Q2, a change of \$294,023.

Six Months Ended November 30, 2022 Compared to Six Months Ended November 30, 2021

During the six months ended November 30, 2022 (the "2022 period") the Company reported a net loss of \$1,141,757 compared to a net loss of \$1,456,076 for the six months ended November 30, 2021 (the "2021 period") a decrease in

loss of \$314,319. The decrease in loss was mainly attributed to a \$1,113,469 increase on the unrealized gain in investments in Nagambie shares, from an unrealized gain of \$21,607 in the 2021 period compared to an unrealized gain of \$1,135,076 in the 2022 period. This was partially offset by a \$636,252 increase in general and administrative expenses, from \$1,471,617 during the 2021 period to \$2,107,869 during the 2022 period.

Significant variances in general and administrative expenses are as follows:

- (i) incurred director and office compensation of \$425,659 during the 2022 period compared to \$281,314 during the 2021 period. The increase is primarily due to the restructuring of the Australian assets resulting in compensation to certain key management personnel of Southern Cross;
- (ii) incurred significant increases to accounting and administrative, salaries and benefits and professional fees during the 2022 period due to the restructuring of the Australian assets and spin-out of Southern Cross;
- (iii) recognition of share-based compensation of \$256,731 in the 2022 period compared to \$239,500 in the 2021 period on the granting and vesting of share options. Recognition of share-based compensation fluctuates based on the granting and vesting of share options.

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 2022 period the Company reported interest income of \$52,503 compared to \$17,218 during the 2021 period.

Investments

	As at November 30, 2022			
	Number	Cost \$	Unrealized Gain (Loss) \$	Carrying Value \$
Common shares				
Nagambie	51,321,377	1,637,585	1,834,632	3,472,217
Other	37,500	45,000	(41,625)	3,375
		<u>1,682,585</u>	<u>1,793,007</u>	<u>3,475,592</u>

Financings

Six Months Ended November 30, 2022

No financings were completed by the Company during the 2022 period. In November 2022 Southern Cross completed a private placement of AUD\$9,093,300, diluting the Company's ownership interest from 50% to 51%.

Fiscal 2022

During fiscal 2022 the Company completed a public offering totalling 36,667,000 common shares of the Company at \$0.15 per share for net proceeds of \$4,915,336 (net of agents fees of \$330,003 and expenses of \$254,711). The following table provides details as to the estimated use of the net proceeds of offering:

	Approximate \$
Rompas-Rajapalot Project	
Tenement holding costs	300,000
Drilling	2,100,000
Economic and permitting process in Finland ⁽¹⁾	700,000
Finland labour and running costs	<u>1,000,000</u>
Total exploration and costs	4,100,000
General corporate purposes	<u>800,000</u>
Total	<u>4,900,000</u>

(1) Progress through this objective will be dictated by exploration success and its potential impact on corporate strategy.

As at the date of this MD&A, no material variances from the proposed use of proceeds have been identified by the Company.

Exploration and Evaluation Assets

	As at November 30, 2022			Total \$
	Acquisition Costs \$	Deferred Exploration Costs \$	Foreign Exchange Movement \$	
Finland				
Rompas-Rajapalot	3,837,249	40,278,399	-	44,115,648
Sweden				
Skelleftea North	70,357	191,970	-	262,327
Australia				
Sunday Creek	779,298	4,968,062	(29,224)	5,718,136
Redcastle	39,656	1,511,578	(19,818)	1,531,416
Whroo JV	104,513	535,943	(8,376)	632,080
Mount Isa SE	334,972	579,896	(11,217)	903,651
	<u>5,166,045</u>	<u>48,065,848</u>	<u>(68,635)</u>	<u>53,163,258</u>
	As at May 31, 2022			
	Acquisition Costs \$	Deferred Exploration Costs \$	Foreign Exchange Movement \$	Total \$
Finland				
Rompas-Rajapalot	3,684,068	39,331,424	-	43,015,492
Sweden				
Skelleftea North	70,357	-	-	70,357
Australia				
Sunday Creek	764,061	2,902,816	(81,183)	3,585,694
Redcastle	38,271	1,485,413	(33,734)	1,489,950
Whroo JV	103,266	505,442	(13,477)	595,231
Mount Isa SE	331,773	574,772	(20,071)	886,474
	<u>4,991,796</u>	<u>44,799,867</u>	<u>(148,465)</u>	<u>49,643,198</u>

During the 2022 period the Company incurred a total of \$3,440,230 (2021 - \$2,418,634) on the acquisition, exploration and evaluation of its unproven resource assets of which \$1,100,156 (2021 - \$1,316,828) was incurred on its Finnish properties, \$191,970 (2021 - \$nil) on its Swedish property and \$2,148,104 (2021 - \$1,101,806) on its Australian properties net of foreign exchange movement. See “Exploration Projects” in this MD&A for details.

Financial Condition / Capital Resources

As at November 30, 2022 the Company has working capital of \$19,536,222 of which \$17,547,885 is working capital of Southern Cross. At November 30, 2022 the cash position of \$20,794,949 includes \$18,166,267 in Southern Cross. The Southern Cross funds are dedicated to fund exploration programs on properties in Australia and not Finland or Sweden. 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.

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 the 2022 and 2021 periods the following fees were incurred:

	2022 \$	2021 \$
Professional fees - Mr. Hudson - Chairman, former CEO and director ⁽¹⁾	61,500	84,000
Other compensation - Mr. Hudson	-	20,000
Professional fees - Mr. Fairhall - CEO and director ⁽²⁾	125,717	64,454
Professional fees - Mr. Cook - Chief Geologist, former President ⁽³⁾	-	91,593
Other compensation - Mr. Cook	-	20,000
Professional fees - Mr. DeMare - CFO and director	12,000	12,000
Other compensation - Mr. DeMare	-	10,000
Professional fees - Mr. Henstridge – director ⁽⁷⁾	7,500	9,000
Professional fees - Mr. Maclean - director	9,000	9,000
Professional fees - Mr. Williams - director ⁽⁴⁾	9,000	13,000
Professional fees - Ms. Ahola - director ⁽⁵⁾	70,210	71,470
Other compensation - Ms. Ahola	13,685	30,769
Professional fees - Mr. John Jentz - director ⁽⁶⁾	10,500	-
Professional fees - Ms. Bermudez - Corporate Secretary	21,000	20,860
Other compensation - Ms. Bermudez	-	10,000
	<u>340,112</u>	<u>466,146</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 \$9,000 (2021 - \$9,00) for director fees and \$nil (2021 - \$4,000) for being a member of the Advisory Committee.

(5) Ms. Ahola received \$9,900 (2021 - \$9,000) for director fees and \$61,210 (2021 - \$62,470) for being a member of the Environmental Health and Safety Committee.

(6) Mr. Jentz was appointed as a director of the Company on September 8, 2022.

(7) Mr Henstridge did not stand for re-election at the Company's Annual General Meeting on November 8, 2022.

During the 2022 period the Company incurred a total of \$340,112 (2021 - \$466,146) to key management personnel for salaries and fees which have been allocated based on the nature of the services provided: expensed \$278,902 (2021 - \$281,314) to directors and officers compensation and capitalized \$61,210 (2021 - \$184,832) to exploration and evaluation assets. As at November 30, 2022 \$33,019 (May 31, 2022 - \$93,592) remained unpaid.

During the 2022 period the Company also recorded \$49,800 (2021 -\$179,000) share-based compensation for share options and RSUs granted to key management personnel as follows:

	2022 \$	2021 \$
Mr. Jentz - share based compensation for share options	49,800	-
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
Mr. Cook - share based compensation for RSUs	-	44,000
	<u>49,800</u>	<u>179,000</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, a termination payment of two years of compensation is payable. If the termination had occurred on November 30, 2022 the amount payable under the agreement would be \$120,000.

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 8, 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 the 2022 period the Company incurred a total of \$48,600 (2021 - \$32,150) 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 \$2,010 (2021 - \$2,010) for rent. As at November 30, 2022 \$9,270 (May 31, 2022 - \$3,835) remained unpaid.
- (c) During the 2021 period the Company purchased a vehicle for \$56,179 from a private corporation controlled by Mr. Hudson.
- (d) During the 2022 period Southern Cross paid a total of \$146,757 for fees to certain of its key management personnel who are also directors or officers of the Company. The amounts which have been expensed to directors and officers compensation. As at November 30, 2022 \$45,285 (May 31, 2022 - \$nil) remained unpaid. The Company also recorded \$93,430 share-based compensation for the vesting of Southern Cross share options granted in fiscal 2022 to these 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 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 January 12, 2023 there were 293,590,800 issued and outstanding common shares. In addition, there were 12,650,000 share options outstanding, at exercise prices ranging from \$0.15 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 November 30, 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 September 1, 2022 and ending on November 30, 2022 that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.