

MAWSON

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NEWS RELEASE

June 10, 2024

MAWSON PROPOSED MERGER WITH SOUTHERN CROSS AND DUAL LISTING

Vancouver, Canada — Mawson Gold Limited (“Mawson” or the “Company”) (TSXV: MAW) (Frankfurt: MXR) (PINKSHEETS: MWSNF) is pleased to announce that it has entered into a non-binding term sheet (“NBTS”) with Southern Cross Gold Limited (“SXG”) (ASX: SXG) dated June 11, 2024 (AEST), contemplating the acquisition of SXG by Mawson through an Australian scheme of arrangement transaction (the “Australian Arrangement”). Pursuant to the NBTS, Mawson is expected to acquire all the ordinary shares of SXG (the “SXG Shares”) that Mawson does not already own and change its name to Southern Cross Gold Ltd (the “New Southern Cross”). The New Southern Cross will maintain its listing on the TSX Venture Exchange (“TSXV”) and seek a dual listing on the Australian Securities Exchange (“ASX”). The Australian Arrangement is not considered a related party transaction pursuant to Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions*.

Bruce Griffin, Member of the Special Committee and Independent Director, states: *“There has been widespread support both in Canada and overseas for the simplification of the Mawson and SXG corporate structures. Once completed, the simpler, dual-listed structure will allow us to achieve the following core objectives: access to broader capital markets and institutional/private investors; eliminate the perceived major shareholder overhang; and attract an expected lower cost of equity capital which will allow the Sunday Creek gold-antimony asset (the “Sunday Creek Project”) to continue its path to development. I strongly believe that our proposal is in all Mawson shareholders’ interests in the short, medium and long term.*

“Over the past two months, SXG and Mawson have been carefully reviewing strategic options to maximize value to shareholders of each of Mawson and SXG and the proposed Australian Arrangement reflects the continued commitment of the management teams and board of directors of each company to achieve our respective core objectives to benefit all shareholders, whether big or small, anywhere in the world. The single best solution, therefore, is the Australian Arrangement, the principal terms of which have been agreed in-principle by SXG and MAW in the NBTS”.

Key points of the NBTS are:

- 1. Prior to the transaction becoming effective, Mawson will affect a share consolidation of its common shares (the “Mawson Shares”) at a ratio of approximately 3.1581:1 (the “Consolidation”), resulting in the number of outstanding Mawson Shares being equal to the number of SXG Shares held by Mawson;*
- 2. Mawson to acquire all SXG Shares that it does not own by way of the Australian Arrangement, and will issue shares of New Southern Cross in Australia (either in the form of CHESS Depository Interests “CDIs” on the ASX or, if a shareholder elects, common shares of New Southern Cross on the TSXV) on a 1 for 1 (post-consolidation) basis, which would give Mawson’s existing shareholders as of the record date approximately 49.6% ownership on completion of the Australian Arrangement;*
- 3. Mawson to maintain its listing on the TSXV and to seek to dual list on the ASX. The parties’ intention is that trading of the SXG Shares and the new CDIs of New Southern Cross will be seamless, with minimal interruption in trading. Australian shareholders should benefit from tax rollover relief rules;*
- 4. The current Australian Board and management team of SXG to lead and manage New Southern Cross;*

5. *Proposed spin-off of Mawson's Swedish uranium assets, subject to Swedish regulatory changes, prior to the closing of the Australian Arrangement to benefit Mawson shareholders;*
6. *SXG to delist from ASX concurrently with the closing of the Australian Arrangement;*
7. *SXG shareholders to vote on the Australian Arrangement. Mawson shareholders to also vote on certain aspects of the Australian Arrangement; and*
8. *The process is expected to take approximately three to four months during and after which time SXG shares will trade normally with minimal to no interruptions.*

The Australian Arrangement, aimed at consolidating ownership and establishing a single dual-listed company to hold the Sunday Creek Project, has been chosen for its expected operational, corporate and international tax efficiency and the benefits it offers to all shareholders of both SXG and Mawson. To achieve the goal of building the Sunday Creek Project, SXG will need to continue to lower the cost of equity capital. The Australian Arrangement is a foundational step in this direction as it results in a simplified ownership structure, a dual listing that allows access to Australian and North American capital markets, and a structure that is both investable by institutional shareholders and places all shareholders on the same level.

New Southern Cross' overarching objective will be to maximize value per share with an aim to develop one of the highest cashflow margin gold mines globally, while prioritizing environmental sustainability and stakeholder interests in all our communities. To realize this vision, New Southern Cross will concentrate on three key areas:

- **Grade:** Enhancing drill density in existing high-grade zones to demonstrate continuity and increase high-grade volumes.
- **Volume:** Expanding mineralization along the core 1.2 km strike from Christina to Apollo down to and below 1km depth.
- **District Scale:** Intensifying exploration efforts across the region, focusing on strike extensions and parallel trends within the 10km strike featuring historical workings, early-stage drill discoveries, and highly anomalous soil sampling data.

Specifically, Mawson believes that the immediate benefits to its shareholders include:

- **Simplification of Structure:** Mawson anticipates immediate benefits for its shareholders through a more transparent and institutional-investible structure. The Company believes this will lead to a potential revaluation of the asset, reducing the cost of capital to advance the Sunday Creek Project to become one of the highest margin gold assets globally.
- **Direct Exposure to Sunday Creek:** The Australian Arrangement and the listing of New Southern Cross' shares on both the ASX and TSXV offers new and existing shareholders of New Southern Cross direct exposure to the globally leading Sunday Creek Project. The North American market has greatly benefited from the wealth generated from the rebirth of the Victorian goldfields in Australia over the last 8 years.
- **Institutional Support:** The Australian Arrangement will transition the combined entity's shareholder base to a more institutionally dominated and supportive register. SXG brings both a high-quality register with a significant overlap of current Mawson shareholders and access to further high quality global and supportive Australian and European institutional shareholders. Notably, major shareholders of both SXG and Mawson, such as Pierre Lassonde, Darren Morcombe, and Konwave AG, are supportive of the Australian Arrangement.
- **Cost Reduction and Share Fungibility:** Consolidating separate companies will lead to cost savings, while allowing for the fungibility of shares between the North American and Australian stock exchanges, benefiting all shareholders.
- **Management and Board Continuity:** New Southern Cross is expected to be led by the current successful Australian management team and Board of SXG, ensuring continuity and leveraging their expertise. It is anticipated that New Southern Cross will be led by Mr. Tom Eadie as Non-Executive Chairman and Mr. Michael Hudson as President & CEO.

Mawson's Chairman and Interim CEO, Michael Hudson, states, *"Given my fiduciary responsibilities across both Mawson and SXG, I have relied on the highly competent independent directors and independent special committees to finalize the Australian Arrangement terms to achieve a long-desired aim to simply consolidate the ownership of the Sunday Creek Project in a dual listed structure.*

"Now with the NBTS signed, we can move forward with a tax-effective and clear plan that is in the best interests of all shareholders. The Special Committees have taken logical and clear steps for a mutually beneficial transaction aimed at reducing the cost of capital for future development of the globally significant Sunday Creek Project.

"The strategic Australian Arrangement will unlock value with the consolidation of ownership and direct exposure to the Sunday Creek Project, with the benefits of a dual listing in North American and Australia. I am very excited to have the opportunity to lead as President & CEO the New Southern Cross, which will become further recognized as a growth and high-grade gold story across both the Australian and North American markets."

Term of the NBTS

In conjunction with mutual due diligence, Mawson and SXG will in good faith negotiate a Scheme Implementation Agreement ("SIA") over the coming weeks, to implement the Australian Arrangement containing terms and conditions, including representations and warranties, customary non-solicitation covenants, break fees, board support and fiduciary-out provisions, all customary for transactions of this nature. Following that, SXG will prepare a Scheme Booklet for its shareholders, comprising the Notice of Meeting, Explanatory Statement, and Independent Expert's Report ("IER"). Special independent committees have been formed for both Mawson and SXG to negotiate the terms of the Australian Arrangement.

Capital Structure

Under the terms of the NBTS, should the Australian Arrangement be implemented, and prior to the transaction becoming effective, Mawson will affect a share consolidation of its number of shares on issue (305,045,320) (the "Mawson Shares") at a ratio of approximately 3.1581:1 (the "Consolidation"), resulting in the number of outstanding Mawson Shares being equal to the number of SXG Shares (96,590,910) held by Mawson (subject to rounding).

Under the Australian Arrangement, Mawson will then offer to purchase the SXG shares Mawson does not already own on the basis of a 1:1 exchange ratio for new Mawson shares, so that existing holders of SXG (other than Mawson) will own approximately 50.4% of issued New Southern Cross shares following completion of the Australian Arrangement.

SXG shareholders, via the Australian Arrangement, may exchange one fully paid ordinary SXG share for one post consolidation Mawson common share (either in the form of CDIs or, if a shareholder elects, Mawson common shares) such that at the completion of the Australian Arrangement existing Mawson shareholders will hold approximately 49.6% of the issued capital of Mawson. As a result of the Australian Arrangement, it is expected that SXG will become a wholly owned subsidiary of Mawson.

The issued capital of New Southern Cross at the completion of the Australian Arrangement will be approximately 194.9 million shares, mirroring the same capital structure of SXG as at today's date.

Dual Listing

It is expected that Mawson will change its name to Southern Cross Gold Ltd and will seek dual list on the ASX through the admission to quotation of the CDIs (which will be subject to the ASX listing and admission process). Once the Australian Arrangement is complete, it is anticipated that Mawson (to be renamed Southern Cross Gold Ltd) will trade on both the TSXV and the ASX.

Promptly after execution of SIA to implement the Australian Arrangement, Mawson and SXG will prepare and submit an ASX listing application for Mawson on an assumed post-completion basis, together with ancillary documents and applications (such as an application for in-principle advice on suitability for listing, details of the terms of Mawson Shares and CDIs, pro forma combined financial statements, and other materials required by

ASX). SXG and its advisers will take the lead in assisting Mawson in preparing the content of the in-principle advice application to ASX, the formal listing application, and ancillary submissions and applications.

Experienced Australian Team

Following completion of the Australian Arrangement, it is expected that the Board of New Southern Cross will be reconstituted so that it comprises the current members of the SXG board of directors led by Mr. Tom Eadie as Non-Executive Chairman. An additional director may be drawn from the current Mawson board of directors. Management of New Southern Cross is expected to mimic the current management of SXG led by Michael Hudson as President & CEO, Lisa Gibbons as General Manager and Kenneth Bush as Exploration Manager.

Mawson Spin-Off

Immediately prior to, or concurrently with the completion of the Australian Arrangement, Mawson intends to, subject to Swedish regulatory change, and considering all corporate and tax matters, either:

- distribute Euro Canna Holdings Ltd. ("Euro Canna") common shares to the Mawson shareholders (the "Spinout Transaction"); or
- sell Euro Canna or its assets to an arm's length third party and distribute the net proceeds to the holders of Mawson shares as at the Record Date of the Mawson Special Meeting (the "Sale Transaction" and together with the Spinout Transaction, the "Euro Canna Transaction").

The Euro Canna Projects (hereinafter defined) host the majority of Sweden's conventional hard rock historic uranium resources (combined 22.7Mlb U₃O₈ (see below)).

During March 2023, Euro Canna, acquired six exploration licenses: Björklund nr 1 & 2, Björkråmyran nr 3, Kvarnån nr 5, Nöjd fjället nr 1, and Skuppesavon nr 2 for 16,138 hectares. All these exploration licenses are granted and are located through central and northern Sweden to explore for zirconium, scandium, yttrium and lanthanum and other lanthanides (rare earths) ("Euro Canna Projects").

Although Sweden benefits from having 40% of its electricity supply generated by nuclear energy, a uranium exploration and mining moratorium has been in place in the country since May 2018. The Swedish Government has indicated a positive stance on re-evaluating and lifting the moratorium. Exploration, development and mining of the Euro Canna Projects is still possible under the current Swedish Minerals Act; however, recovery of uranium in a mining scenario would not be permitted under the current mineral legislation. The Swedish Government announced an inquiry into the ban on mining uranium. The inquiry concluded on 15 May 2024 and Mawson believes a public announcement by the Swedish government will be made shortly.

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

The Euro Canna Projects are considered a valuable option on the potential for Sweden regulation changes regarding uranium exploration and development.

The historic uranium resources within the six exploration licences staked by Euro Canna consist of:

- **Pleutajokk¹: 5.3 Mlb U₃O₈** (1.93 Mt @ 0.120% U₃O₈)
 - A vein type uranium prospect related to sodic-metasomatism and high-grade metamorphism hosted by metavolcanic rocks.
- **Lilljuthatten¹: 4.2 Mlb U₃O₈** (0.78 Mt @ 0.240 % U₃O₈)
 - A vein and breccia uranium type prospect related brittle deformation in leucogranite.
- **Kvarnån¹: 3.7 Mlb U₃O₈** (1.94 Mt @ 0.086% U₃O₈)
 - A vein and dissemination uranium type prospect related to sodic-metasomatism and high-grade metamorphism hosted by metavolcanic rocks.

- **Kläppibäcken²: 3.3 Mlb U₃O₈ (1.94 Mt @ 0.080 % U₃O₈)**
 - A vein and breccia uranium type prospect related brittle deformation in leucogranite.
 - **Björkråmyran¹: 3.3 Mlb U₃O₈ (1.33 Mt @ 0.1% U₃O₈)**
 - A vein type uranium prospect hosted by shear zones in albitized granitic rocks.
 - **Skuppesavon¹ 1.8 Mlb U₃O₈ (0.98 Mt @ 0.08% U₃O₈)**
 - A vein type uranium prospect related to sodic-metasomatism and high-grade metamorphism hosted by metavolcanic rocks.
 - **Nöjdfället¹: 1.1 Mlb U₃O₈ (0.76 Mt @ 0.068 % U₃O₈)**
 - A vein and breccia uranium type prospect related brittle deformation in leucogranite.
1. The resource estimates quoted are based on a report, "Introductory Technical Report on Eight Uranium Properties In Northern Sweden" by Andrew Phillips from Telluride & Associates dated 15th July 2005. The resource was calculated using a polygonal method and is roughly analogous to the CIM definitions "Indicated" and "Inferred". These data are historical in nature and Mawson has not completed sufficient exploration to verify the estimates and is not treating them as National Instrument defined resources or reserves verified by a qualified person and the historical estimate should not be relied upon. The Company believes this historical resource and the data used to compile the estimate – which represent the most recent estimates and data available – are generally reliable and relevant.
 2. The resource estimate quoted is based on a report, "Kläppibäcken Resource Report 2007" by Goeff Reed dated 14 October 2007. The resource was estimated within a geologically constrained mineralized envelope; with a lower cut-off of 0.025% uranium applied to resource blocks populated using the inverse distance squared method within Maptek Vulcan software. The model utilized a total of 56 holes for 8,943 metres and is roughly analogous to the CIM definitions "Indicated" and "Inferred". These data are historical in nature and Mawson has not completed sufficient exploration to verify the estimates and is not treating them as National Instrument defined resources or reserves verified by a qualified person and the historical estimate should not be relied upon. The Company believes this historical resource and the data used to compile the estimate – which represent the most recent estimates and data available – are generally reliable and relevant.

A qualified person has not done sufficient work to classify the historical estimate as current mineral resources or mineral reserves and the issuer is not treating the historical estimate as current mineral resources or mineral reserves.

Approvals and Timing

The Australian Arrangement is subject to a range of conditions, including, but not limited to, approval by SXG shareholders, court approval and regulatory approvals, as well as SXG and Mawson entering into a SIA relating to the Australian Arrangement containing terms and conditions, including representations and warranties, customary non-solicitation covenants, board support and fiduciary-out provisions all customary for transactions of this nature.

Closing of the Australian Transaction is expected to take three to four months following the execution of the SIA by the parties and assuming that the scheme of arrangement is successful, that there are no rival bidders and that there are no regulatory actions that will affect timing.

SXG will require the usual shareholder approvals to implement the Australian Arrangement as required by the Corporations Act, being both:

- a 75% vote by number of SXG shares voted, and
- a majority in number of the SXG shareholders who vote.

Mawson and its associates will not be entitled to vote on the Australian Arrangement.

Mawson will require:

- shareholder and TSXV approval to implement the changes to the Mawson Board of the resulting entity, as required by the policies of the TSXV being a simple majority in the number of Mawson shares voted;
- TSXV approval on the Consolidation; and

- shareholder and TSXV approval to implement the Spinout Transaction, if applicable, as required under the *Business Corporations Act* (British Columbia) being a 66⅔% vote by the number of Mawson Shares voted. The Euro Canna Transaction is also expected to be subject to certain conditions customary for this type of transaction including, but not limited to, regulatory and court approvals in British Columbia.

About Sunday Creek

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

Gold and antimony form in a relay of vein sets that cut across a steeply dipping zone of intensely altered rocks (the "host"). When observed from above, the host resembles the side rails of a ladder, where the sub-vertical mineralised vein sets are the rungs that extend from surface to depth. At Apollo and Rising Sun these individual 'rungs' have been defined over 600 m depth extent from surface to 1000 m below surface, are 2 m to 30 m wide, and are 20 m to 100 m in strike.

Our systematic drill program is strategically targeting these significant vein formations. Initially these have been defined over 1,350 m strike of the host from Christina to Apollo prospects, of which approximately 620 m has been more intensively drill tested (Rising Sun to Apollo). At least 47 'rungs' have been discovered to date, defined by high-grade intercepts to >7,000 g/t Au) along with lower grade edges. Ongoing step-out drilling is aiming to uncover the potential extent of this mineralised system.

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

Qualified Person

The Qualified Person, Michael Hudson, Executive Chairman and a director of Mawson Gold, and a Fellow of the Australasian Institute of Mining and Metallurgy, has reviewed, verified and approved the technical contents of this release.

About Mawson Gold Ltd

In May 2022, Mawson spun-off its Australian assets via an IPO of SXG onto the ASX. Mawson currently holds 49.57% (96,590,910) of SXG's shares (194,863,187) on issue.

Further Information

Further discussion and analysis of the Sunday Creek project is available through the interactive Vrify 3D animations, presentations and videos all available at www.southerncrossgold.com.au.

On behalf of the Board,

"Bruce Griffin"

Bruce Griffin, Member of the Special Committee and Independent Director

Further Information

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Forward-Looking Statement

This news release contains forward-looking statements. Forward-looking statements involve known and unknown risks, uncertainties and assumptions and accordingly, actual results and future events could differ materially from those expressed or implied in such statements. You are hence cautioned not to place undue reliance on forward-looking statements. All statements other than statements of present or historical fact are forward-looking statements, including statements with respect to the NBTS and the likelihood that the SIA will be entered into and that the Australian Arrangement, including the proposed consolidation of Mawson's shares, proposed listing of Mawson's shares on the ASX and Euro Canna Transaction, will be consummated on the terms and timeline provided herein or at all, the benefits of the Australian Arrangement to Mawson and SXG and the receipt of all required approvals including without limitation by shareholders and applicable court, regulatory authorities and applicable stock exchanges. Forward-looking statements include words or expressions

such as "proposed", "will", "subject to", "near future", "in the event", "would", "expect", "prepared to" and other similar words or expressions. Factors that could cause future results or events to differ materially from current expectations expressed or implied by the forward-looking statements include general business, economic, competitive, political, anticipated Swedish legislative changes on the current ban on uranium mining and social uncertainties; the state of capital markets; risks relating to (i) the preliminary and non-binding nature of the NBTS, (ii) the ability of the parties to satisfy the conditions precedent to the execution of the SIA or to ultimately agree on definitive terms, (iii) the impact on the respective businesses, operations and financial condition of Mawson and SXG resulting from the announcement of the Australian Arrangement and/or the failure to enter into definitive agreement(s), including the SIA, or to complete the Australian Arrangement on terms described or at all, (iv) delay or failure to receive board, shareholder regulatory or court approvals, where applicable, or any other conditions precedent to the completion of the SIA, (v) unforeseen challenges in integrating the businesses of Mawson and SXG, (vi) failure to realize the anticipated benefits of the Australian Arrangement or Euro Canna Transaction, (vii) other unforeseen events, developments, or factors causing any of the aforesaid expectations, assumptions, and other factors ultimately being inaccurate or irrelevant; and other risks described in Mawson's and SXG's documents filed with Canadian or Australian securities regulatory authorities. You can find further information with respect to these and other risks in filings made by Mawson or SXG with the securities regulatory authorities in Canada or Australia, as applicable, and available in Canada at www.sedarplus.ca. Mawson's documents are also available at www.mawsongold.com We disclaim any obligation to update or revise these forward-looking statements, except as required by applicable law. Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this news release.