

MAWSON

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NEWS RELEASE

July 30, 2024

MAWSON ANNOUNCES SIGNING OF SCHEME IMPLEMENTATION AGREEMENT WITH SOUTHERN CROSS GOLD

Vancouver, Canada — Mawson Gold Limited (“Mawson” or the “Company”) (TSXV: MAW) (Frankfurt: MXR) (PINKSHEETS: MWSNF) is pleased to announce that further to its news release of June 10, 2024, Mawson has entered into a definitive binding scheme implementation agreement (“SIA”) with Southern Cross Gold Ltd (“SXG”) (ASX: SXG) dated July 30, 2024. Pursuant to the SIA, Mawson proposes to acquire all of the ordinary shares of SXG (the “SXG Shares”) Mawson does not already own by way of a scheme of arrangement under the laws of Australia (the “Arrangement”). Mawson currently owns 96,590,910 or 48.85% of the issued SXG Shares. Following completion of the Arrangement, SXG will become a wholly owned subsidiary of Mawson.

Under the terms of the SIA and prior to the effective date of the Arrangement:

1. Mawson intends to affect a share consolidation of its common shares (the “Mawson Shares”) at a ratio of approximately 3.1581:1, resulting in the number of outstanding Mawson Shares being equal to the number of SXG Shares currently held by Mawson (the “Consolidation”);
2. Subject to Mawson shareholder approval, Mawson intends to spin-off its Swedish uranium assets and C\$600,000 of cash into a newly formed subsidiary company (“Spino”) in consideration of common shares of Spinco and distribute those Spinco shares to the Mawson shareholders as a return of capital (the “Spin-out”) pursuant to the *Business Corporations Act* (British Columbia). The Spin-out 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;
3. Mawson will seek to dual list on the on the Australian Securities Exchange (“ASX”) through the admission to quotation of the *CHESS Depositary Interests “CDIs”* (which will be subject to the ASX listing and admission process);
4. It is expected Mawson will change its name to Southern Cross Gold Consolidated Ltd.; and
5. Mawson will seek disinterested shareholder approval for, among other matters, to replace the current Mawson board of directors with each of Messrs. Tom Eadie and David Henstridge and Ms. Georgina Carnegie, each a current director of SXG. Michael Hudson, the Managing Director of SXG, will remain on the Mawson board. It is proposed that Mr. Eadie will serve as the Company’s Non-Executive Chairman and Mr. Michael Hudson will serve as President & CEO of the Company.

Pursuant to the Arrangement, Mawson will acquire the SXG Shares in consideration of 1 Mawson Share (post Consolidation) for each 1 SXG Share (the “Exchange Ratio”).

The 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 and corporate efficiency and the benefits it offers to all shareholders of both SXG and Mawson (refer to Mawson’s [June 10, 2024](#) news release for further details on the intended benefits).

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 Southern Cross Gold Consolidated Ltd's shares on both the ASX and TSXV offers new and existing shareholders of Southern Cross Gold Consolidated Ltd 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.
- **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:** Southern Cross Gold Consolidated Ltd 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 Southern Cross Gold Consolidated Ltd will be led by Mr. Tom Eadie as Non-Executive Chairman and Mr. Michael Hudson as President & CEO.

The Arrangement is subject to a range of conditions, including, but not limited to, approval by SXG shareholders, approval by the Mawson shareholders of the Spinout and Mawson board changes, Australian court approval and Australian and Canadian regulatory approvals, including the approval of the TSXV, the ASX and the Australian Securities and Investments Commission. The SIA contains terms and conditions, including representations and warranties, restrictive covenants and board support customary for transactions of this nature. The SIA also contains customary non-solicitation covenants and fiduciary-out provisions for both Mawson and SXG and provides both Mawson and SXG with a 5-business day right to match in the event that the other party receives a superior proposal. Under certain circumstances where the Arrangement is not completed, including due to Mawson accepting a superior proposal, Mawson is required to pay SXG a termination fee of A\$2,000,000. Under certain circumstances where the Arrangement is not completed, including due to SXG accepting a superior proposal, SXG is required to pay Mawson a termination fee of A\$1,000,000.

Each of Mawson and SXG have formed special committees of independent directors to negotiate the terms of the Arrangement and the SIA and make recommendations to their respective boards. Having received the positive recommendation of the Mawson special committee, and having considered the Arrangement and its intended benefits, and the terms and conditions of the SIA, among other matters, the Mawson board of directors unanimously approved the Arrangement and Mawson entering into the SIA. Given Michael Hudson's positions in both Mawson and SXG, he recused himself from all Mawson board meetings relating to the Arrangement and SIA.

Closing of the Arrangement is expected to complete in late October 2024.

Further details of the Arrangement and the shareholders meetings to be held by each of SXG and Mawson will be provided in the coming weeks. A copy of the SIA will be filed with the Canadian securities regulators and will be available on SEDAR+ at www.sedarplus.ca under Mawson's profile.

None of the securities to be issued pursuant to the Arrangement have been, or will be registered under the United State Securities Act of 1933, as amended (the "U.S. Securities Act"), or any applicable securities law of any state of the United States and may not be offered or sold in the United States or to, or for the account or benefit of a U.S. person, absent such registration or an exemption therefrom. It is anticipated that any securities to be issued under the Arrangement will be offered and issued in reliance upon the exemption from such registration requirements provided by Section 3(a)(10) of the U.S. Securities Act and pursuant to applicable exemptions under state securities laws. This press release does not constitute an offer to sell or the solicitation

of an offer to buy any securities. "United States" and "U.S. person" are as defined in Regulation S under the U.S. Securities Act.

About Mawson Gold Ltd

[Mawson Gold Limited](#) has distinguished itself as a leading Nordic exploration company. Over the last decades, the team behind Mawson has forged a long and successful record of discovering, financing, and advancing mineral projects in the Nordics and Australia. Mawson holds the Skellefteå North gold discovery and a portfolio of historic uranium resources in Sweden. In May 2022, Mawson spun-off its Australian assets via an IPO of SXG onto the ASX. Mawson currently holds 48.85% (96,590,910) of SXG's Shares (197,746,604) on issue.

About Southern Cross Gold Ltd

SXG holds the 100%-owned Sunday Creek project in Victoria and Mt Isa project in Queensland, the Redcastle joint venture in Victoria, Australia, and a strategic 6.7% holding in ASX-listed [Nagambie Resources Limited](#) (ASX:NAG) which grants SXG a Right of First Refusal over a 3large tenement package held by NAG in Victoria.

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 that the Arrangement, including the proposed Consolidation, proposed listing of Mawson's shares on the ASX and Spin-out of Mawson's uranium assets, will be consummated on the terms and timeline provided herein or at all, the benefits of the 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; the impact on the respective businesses, operations and financial condition of Mawson and SXG resulting from the announcement of the Arrangement and/or the failure to fulfil the terms of the SIA, or to complete the Arrangement on terms described or at all, delay or failure to receive board, shareholder regulatory or court approvals, where applicable, or any other conditions precedent to the completion of the SIA, unforeseen challenges in integrating the businesses of Mawson and SXG, failure to realize the anticipated benefits of the Arrangement or Spin-out of the uranium assets, 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.