

# MAWSON

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NEWS RELEASE

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## MAWSON ANNOUNCES SIGNING OF ARRANGEMENT AGREEMENT FOR THE SPIN OUT OF URANIUM ASSETS IN SWEDEN AND ANNOUNCES SHAREHOLDER MEETING DATE

**Vancouver, Canada — Mawson Gold Limited** (“Mawson” or the “Company”) (TSXV: MAW) (Frankfurt: MXR) (PINKSHEETS: MWSNF) is pleased to announce that further to its news releases dated June 10, 2024 and July 30, 2024, Mawson has entered into an arrangement agreement (the “Arrangement Agreement”) with SUA Holdings Ltd. (“SUA”), a newly formed wholly-owned subsidiary of Mawson, pursuant to which the Company proposes to spin-out its uranium assets in Sweden (the “Uranium Assets”) to SUA in consideration for common shares of SUA (“SUA Common Shares”) and distribute 100% of the SUA Common Shares it then holds to the Mawson shareholders on a pro rata basis. As a result, following completion of the Arrangement, the Mawson shareholders (other than any dissenting shareholders) will also become shareholders of SUA and SUA will no longer be a subsidiary of Mawson.

In connection with the Arrangement, Mawson has subscribed for additional SUA Common Shares for aggregate consideration of \$600,000 to provide working capital to SUA. Such additional SUA Common Shares will also be distributed to the Mawson shareholders under the Arrangement.

Pursuant to the Arrangement and subject to the terms and conditions contained in the Arrangement Agreement, each Mawson shareholder as of the closing date of the Arrangement (the “Effective Time”) will receive one SUA Common Share for each common share of the Company (post-Consolidation (as hereinafter defined)) (the “New Mawson Shares”).

To be effective, the Arrangement must be approved by a special resolution passed by at least 66 <sup>2</sup>/<sub>3</sub>% of the votes cast by Mawson shareholders present in person or represented by proxy at the annual and special meeting of shareholders (the “Meeting”) to be held on Thursday, November 7, 2024, in Vancouver, British Columbia. It is anticipated that the record date for the Meeting (the “Record Date”) will be October 1, 2024.

The Arrangement is subject to, among other matters, TSX Venture Exchange (“TSXV”) and court approval in British Columbia. Additional information regarding the Arrangement will be provided in the management information circular of the Company (the “Circular”) that will be mailed to Mawson shareholders prior to the Meeting.

Only Mawson shareholders at the Effective Time of the Arrangement will be entitled to SUA Common Shares upon the closing of the Arrangement. Any Mawson shareholder who sells their Mawson Shares prior to the Effective Time, and who does not re-acquire Mawson Shares before the effective Time, will not be entitled to SUA Common Shares upon the closing of the Arrangement.

At closing of the Arrangement, SUA will become a private reporting issuer in British Columbia, Alberta and Ontario but will not seek listing on a stock exchange at this time.

The Arrangement forms part of a series of transactions under the terms of the scheme implementation agreement (“SIA”) with Southern Cross Gold Ltd (“SXG”) (ASX: SXG) dated July 30, 2024, pursuant to which 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. Mawson currently owns 96,590,910 or 48.70% of the issued SXG Shares. Following completion of the SIA, SXG will become a wholly owned subsidiary of Mawson.

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

1. Mawson will effect a share consolidation of its common shares (the "Mawson Shares") at a ratio of approximately 3.1694:1, resulting in the number of outstanding Mawson Shares being equal to the number of SXG Shares currently held by Mawson (the "Consolidation");
2. Mawson will acquire the SXG Shares in consideration of 1 New Mawson Share (post Consolidation) for each 1 SXG Share;
3. Mawson has made an application with the Australian Securities Exchange ("ASX") to dual list through the admission to quotation of the *CHESS Depository Interests "CDIs"*; and
4. Mawson will change its name to Southern Cross Gold Consolidated Ltd. and maintain its current listing on the TSXV under a new ticker symbol "SXGC".

At the Meeting, Mawson will also seek disinterested approval from Mawson shareholders as of the Record Date to, subject to completion of the scheme of arrangement pursuant to the SIA, replace the current Mawson board of directors (the "Change of Board") 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 Non-Executive Chairman and each of Mr. Michael Hudson, President and CEO, Mr. Nick DeMare, CFO, and Ms. Mariana Bermudez, Corporate Secretary, will continue to serve as officers of the Company.

The SIA is also subject to a range of conditions, including, but not limited to, approval of SXG shareholders, Australian court approval and Australian and Canadian regulatory approvals, including the approval of the TSXV, the ASX and the Australian Securities and Investments Commission. See Mawson's news release date [July 30, 2024](#), for more information regarding the terms and conditions of the SIA. A copy of the SIA will have also been filed with the Canadian securities regulators and is available on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca) under Mawson's profile.

The closings of each of the Arrangement and SIA is expected in November 2024.

Mawson's board of directors, on the recommendation of its Special Committee, has unanimously determined that each of the Arrangement and SIA are in the best interests of Mawson and is fair to shareholders, **and is recommending that shareholders vote in favour of the Arrangement and the Change of Board.** Readers are encouraged to read the Circular for the Meeting in its entirety.

### **The Uranium Assets**

The Uranium Assets held by Euro Canna host the majority of Sweden's conventional hard rock historic uranium resources (combined 22.7Mlb U3O8) and comprise six exploration licenses: Björklund nr 1 & 2, Björkråmyran nr 3, Kvarnån nr 5, Nöjdfjället 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).

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 Uranium Assets 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.

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 Uranium Assets 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:

- **Pleutajokk<sup>1</sup>: 5.3 Mlb U<sub>3</sub>O<sub>8</sub>** (1.93 Mt @ 0.120% U<sub>3</sub>O<sub>8</sub>)
  - A vein type uranium prospect related to sodic-metasomatism and high-grade metamorphism hosted by metavolcanic rocks.
- **Lilljuthatten<sup>1</sup>: 4.2 Mlb U<sub>3</sub>O<sub>8</sub>** (0.78 Mt @ 0.240 % U<sub>3</sub>O<sub>8</sub>)
  - A vein and breccia uranium type prospect related brittle deformation in leucogranite.
- **Kvarnån<sup>1</sup>: 3.7 Mlb U<sub>3</sub>O<sub>8</sub>** (1.94 Mt @ 0.086% U<sub>3</sub>O<sub>8</sub>)
  - A vein and dissemination uranium type prospect related to sodic-metasomatism and high-grade metamorphism hosted by metavolcanic rocks.
- **Kläppibäcken<sup>2</sup>: 3.3 Mlb U<sub>3</sub>O<sub>8</sub>** (1.94 Mt @ 0.080 % U<sub>3</sub>O<sub>8</sub>)
  - A vein and breccia uranium type prospect related brittle deformation in leucogranite.
- **Björkråmyran<sup>1</sup>: 3.3 Mlb U<sub>3</sub>O<sub>8</sub>** (1.33 Mt @ 0.1% U<sub>3</sub>O<sub>8</sub>)
  - A vein type uranium prospect hosted by shear zones in albitized granitic rocks.
- **Skuppesavon<sup>1</sup> 1.8 Mlb U<sub>3</sub>O<sub>8</sub>** (0.98 Mt @ 0.08% U<sub>3</sub>O<sub>8</sub>)
  - A vein type uranium prospect related to sodic-metasomatism and high-grade metamorphism hosted by metavolcanic rocks.
- **Nöjdfället<sup>1</sup>: 1.1 Mlb U<sub>3</sub>O<sub>8</sub>** (0.76 Mt @ 0.068 % U<sub>3</sub>O<sub>8</sub>)
  - A vein and breccia uranium type prospect related brittle deformation in leucogranite.

1. The historical estimates quoted are based on a report, "Introductory Technical Report on Eight Uranium Properties In Northern Sweden" by Andrew Phillips from Telluride & Associates dated 15<sup>th</sup> 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 current mineral resources or reserves under National Instrument 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 historical 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 current mineral resources or reserves under National Instrument 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.

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.

### **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**

[Mawson Gold Limited](#) has distinguished itself as a leading Nordic exploration company. 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 48.70% (96,590,910) of SXG's Shares (198,446,604) on issue.

### **About Southern Cross Gold Ltd**

SXG holds the flagship 100%-owned Sunday Creek project and the Redcastle joint venture in Victoria, Australia.

### **Further Information**

Further discussion and analysis of the Sunday Creek project is available through the interactive Vriify 3D animations, presentations and videos all available at [www.southerncrossgold.com.au](http://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 and the SIA will be consummated on the terms and timeline provided herein or at all, the benefits of the Arrangement and the SIA 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 SIA, 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](http://www.sedarplus.ca). Mawson's documents are also available at [www.mawsongold.com](http://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.