



000001

Mr A Sample
Designation (if any)
Add1
Add2
add3
add4
add5
add6

Security Class
COMMON

Holder Account Number
C1234567890 IND

Fold

Form of Proxy - Annual General and Special Meeting to be held on Thursday, November 7, 2024

This Form of Proxy is solicited by and on behalf of Management.

Notes to proxy

- 1. Every holder has the right to appoint some other person or company of their choice, who need not be a holder, to attend and act on their behalf at the meeting or any adjournment or postponement thereof. If you wish to appoint a person or company other than the Management Nominees whose names are printed herein, please insert the name of your chosen proxyholder in the space provided (see reverse).
- 2. If the securities are registered in the name of more than one owner (for example, joint ownership, trustees, executors, etc.), then all those registered should sign this proxy. If you are voting on behalf of a corporation or another individual you may be required to provide documentation evidencing your power to sign this proxy with signing capacity stated.
- 3. This proxy should be signed in the exact manner as the name(s) appear(s) on the proxy.
- 4. If a date is not inserted in the space provided on the reverse of this proxy, it will be deemed to bear the date on which it was mailed to the holder by Management.
- 5. The securities represented by this proxy will be voted as directed by the holder, however, if such a direction is not made in respect of any matter, and the proxy appoints the Management Nominees listed on the reverse, this proxy will be voted as recommended by Management.
- 6. The securities represented by this proxy will be voted in favour, or withheld from voting, or voted against each of the matters described herein, as applicable, in accordance with the instructions of the holder, on any ballot that may be called for. If you have specified a choice with respect to any matter to be acted on, the securities will be voted accordingly.
- 7. This proxy confers discretionary authority in respect of amendments or variations to matters identified in the Notice of Meeting and Management Information Circular or other matters that may properly come before the meeting or any adjournment or postponement thereof, unless prohibited by law.
- 8. This proxy should be read in conjunction with the accompanying documentation provided by Management.

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Proxies submitted must be received by 10:00 a.m. (Vancouver time) on November 5, 2024.

VOTE USING THE TELEPHONE OR INTERNET 24 HOURS A DAY 7 DAYS A WEEK!



To Vote Using the Telephone

- Call the number listed BELOW from a touch tone telephone.
1-866-732-VOTE (8683) Toll Free



To Vote Using the Internet

- Go to the following web site:
www.investorvote.com
- Smartphone?
Scan the QR code to vote now.



To Receive Documents Electronically

- You can enroll to receive future securityholder communications electronically by visiting www.investorcentre.com.

If you vote by telephone or the Internet, DO NOT mail back this proxy.

Voting by mail may be the only method for securities held in the name of a corporation or securities being voted on behalf of another individual. Voting by mail or by Internet are the only methods by which a holder may appoint a person as proxyholder other than the Management Nominees named on the reverse of this proxy. Instead of mailing this proxy, you may choose one of the two voting methods outlined above to vote this proxy.

To vote by telephone or the Internet, you will need to provide your CONTROL NUMBER listed below.

CONTROL NUMBER 123456789012345



Appointment of Proxyholder

I/We being holder(s) of securities of Mawson Gold Limited (the "Company") hereby appoint: Nick DeMare, Chief Financial Officer, or failing this person, Mariana Bermudez, Corporate Secretary (in either case, a "Management Nominee")

OR Print the name of the person you are appointing if this person is someone other than the Management Nominees listed herein.

[Empty box for appointing name]

as my/our proxyholder with full power of substitution and to attend, act and to vote for and on behalf of the holder in accordance with the following direction (or if no directions have been given, as the proxyholder sees fit) and on all other matters that may properly come before the Annual General and Special Meeting (the "Meeting") of shareholders of the Company to be held at Suite 1305, 1090 West Georgia Street, Vancouver, British Columbia, Canada V6E 3V7 on Thursday, November 7, 2024 at 10:00 a.m. (Vancouver time) and at any adjournment or postponement thereof.

VOTING RECOMMENDATIONS ARE INDICATED BY HIGHLIGHTED TEXT OVER THE BOXES.

1. Number of Directors

To set the number of directors at four (4).

For Against [] []

2. Election of Directors

For Withhold

For Withhold

For Withhold

01. Michael Hudson

[] []

02. Noora Ahola

[] []

03. Philip Williams

[] []

04. Bruce Griffin

[] []

For Withhold

3. Appointment of Auditors

Appointment of D&H Group LLP, Chartered Professional Accountants, as auditors of the Company for the ensuing year and authorizing the directors to fix their remuneration.

[] []

4. Stock Option Plan

To consider and, if thought appropriate, to approve an ordinary resolution approving the Company's new stock option plan, reserving for the grant and issuance of incentive stock options, together with all of the Company's other previously established and outstanding security based compensation plans and grants or issuances of security based compensation, of up to a maximum of 10% of the outstanding shares of the Company as of the date of grant, as more particularly described in the accompanying Information Circular.

For Against [] []

5. Restricted Share Unit Plan

To consider and, if thought appropriate, to approve an ordinary resolution approving the Company's new restricted share unit plan, reserving for the grant and issuance of restricted share units, together with all of the Company's other previously established and outstanding security based compensation plans and grants or issuances of security based compensation, of up to a maximum of 10% of the outstanding shares of the Company as of the date of grant, as more particularly described in the accompanying Information Circular.

[] []

6. SUA Spinout

To consider and, if thought fit, to pass a special resolution, the full text of which is attached as Schedule "C" to the accompanying Information Circular, approving an arrangement under Section 288 of the Business Corporations Act (British Columbia) between the Company and SUA Holdings Limited ("SUA Holdings"), which involves, among other things, a reorganization of the business and capital of the Company and the distribution of common shares of SUA Holdings held by the Company to the shareholders, as more particularly described in the accompanying Information Circular.

[] []

7. Change of Management

Conditional upon approval of the proposed scheme of arrangement (the "SXG Scheme") with Southern Cross Gold Ltd. ("SXG") by the shareholders of SXG, to consider and, if thought fit, pass an ordinary resolution (the "Change of Management Resolution") approving a change of directors and officers of the Company in connection with the SXG Scheme, as more particularly described in the accompanying Information Circular.

[] []

8. Election of Directors Pursuant to the Change of Management Resolution

To elect, conditional upon shareholder approval of the Change of Management Resolution and effective as of the completion of the SXG Scheme, as directors of the Company:

For Withhold

For Withhold

For Withhold

01. Tom Eadie

[] []

02. David Henstridge

[] []

03. Georgina Carnegie

[] []

For Against

9. Other Business

To transact such further or other business, including without limitation such amendments or variations to any of the foregoing resolutions, as may properly come before the Meeting and any postponement or adjournment thereof.

[] []

Signature of Proxyholder

Signature(s)

Date

I/We authorize you to act in accordance with my/our instructions set out above. I/We hereby revoke any proxy previously given with respect to the Meeting. If no voting instructions are indicated above, and the proxy appoints the Management Nominees, this Proxy will be voted as recommended by Management.

[Empty signature box]

MM / DD / YY

