MAWSON RESOURCES LIMITED

INTERIM CONSOLIDATED FINANCIAL STATEMENTS FOR THE THREE MONTHS ENDED AUGUST 31, 2007

(Unaudited - Prepared by Management)

MANAGEMENT'S COMMENTS ON	UNAUDITED
INTERIM CONSOLIDATED FINANCIA	
The accompanying unaudited interim consolidated financial statement months ended August 31, 2007, have been prepared by and are the responstatements have not been reviewed by the Company's external auditors	nsibility of the Company's management. These

MAWSON RESOURCES LIMITED INTERIM CONSOLIDATED BALANCE SHEETS

(Unaudited - Prepared by Management)

August 31, 2007	May 31, 2007
\$	\$
15,673,486 199,805 75,285	16,357,415 256,431 15,558
15,948,576	16,629,404
182,622	127,733
4,413,039	3,910,171
20,544,237	20,667,308
253,935	287,042
22,472,273	22,428,835
3,124,917	3,081,492
(5,306,888)	(5,130,061)
20,290,302	20,380,266
20,544,237	20,667,308
	2007 \$ 15,673,486 199,805 75,285 15,948,576 182,622 4,413,039 20,544,237 253,935 22,472,273 3,124,917 (5,306,888) 20,290,302

APPROVED BY THE DIRECTORS

Director

MAWSON RESOURCES LIMITED INTERIM CONSOLIDATED STATEMENTS OF LOSS AND DEFICIT FOR THE THREE MONTHS ENDED AUGUST 31

(Unaudited - Prepared by Management)

	2007 \$	2006 \$
EXPENSES		
Accounting and administrative Corporate development Depreciation General exploration Investor relations Legal Management fees Office and sundry Professional fees Regulatory fees Shareholder costs Stock-based compensation (Note 5)	7,000 8,857 8,599 119,278 17,000 21,662 32,923 9,453 35,340 3,150 11,316 43,425	4,700 8,765 1,098 50,466 41,471 1,552 19,593 4,042 27,427 2,385 1,252 416,900
Transfer agent Travel LOSS BEFORE OTHER ITEMS	1,589 20,067 339,659 (339,659)	2,460 9,020 591,131 (591,131)
OTHER ITEMS		
Interest income Foreign exchange	169,859 (7,027) 162,832	55,129 (10,821) 44,308
NET COMPREHENSIVE LOSS FOR THE REPLOR		
NET COMPREHENSIVE LOSS FOR THE PERIOD	(176,827)	(546,823)
DEFICIT - BEGINNING OF PERIOD	(5,130,061)	(2,070,320)
DEFICIT - END OF PERIOD	(5,306,888)	(2,617,143)
LOSS PER SHARE - BASIC AND DILUTED	\$(0.00)	\$(0.02)
WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING - BASIC AND DILUTED	36,178,951	28,227,722

MAWSON RESOURCES LIMITED INTERIM CONSOLIDATED STATEMENTS OF CASH FLOWS FOR THE THREE MONTHS ENDED AUGUST 31

(Unaudited - Prepared by Management)

	2007 \$	2006 \$
CASH PROVIDED FROM (USED FOR)		
OPERATING ACTIVITIES		
Net loss for the period Adjustment for items not involving cash	(176,827)	(546,823)
Depreciation Stock-based compensation	8,599 43,425	1,098 416,900
Decrease (increase) in amounts receivable Increase in prepaid expense Increase (decrease) in accounts payable and accrued liabilities	(124,803) 56,626 (59,727) (30,352) (158,256)	(128,825) (38,644) (3,843) 106,816 (64,496)
INVESTING ACTIVITIES	(138,230)	(04,490)
Purchase of capital assets Expenditures on unproven mineral interests	(63,488) (505,623)	(4,354) (351,373)
	(569,111)	(355,727)
FINANCING ACTIVITY		
Issuance of common shares	43,438	47,500
DECREASE IN CASH AND CASH EQUIVALENTS DURING THE PERIOD	(683,929)	(372,723)
CASH AND CASH EQUIVALENTS - BEGINNING OF PERIOD	16,357,415	8,978,072
CASH AND CASH EQUIVALENTS - END OF PERIOD	15,673,486	8,605,349
CASH AND CASH EQUIVALENTS COMPRISE:		
Cash Short-term deposits	763,296 14,910,190	8,605,349
	15,673,486	8,605,349

SUPPLEMENTAL CASH FLOW INFORMATION (Note 10)

(Unaudited - Prepared by Management)

1. NATURE OF OPERATIONS

The Company is a junior resource company engaged in the acquisition and exploration of unproven mineral interests and is considered a development stage company as defined by Accounting Guidelines No. 11 of the Canadian Institute of Chartered Accountants ("CICA") Handbook. As at August 31, 2007, the Company has not earned any production revenue, nor found proved reserves on any of its unproven mineral interests.

The Company is in the process of exploring and evaluating its mineral properties. On the basis of information to date, it has not yet determined whether these properties contain economically recoverable ore reserves. The underlying value of the mineral properties and related deferred costs is entirely dependent on the existence of economically recoverable reserves, the ability of the Company to obtain the necessary financing to complete development and upon future profitable production. The amounts shown as unproven mineral interests represent net costs to date, less amounts written off, and do not necessarily represent present or future values.

Management considers that the Company has adequate resources to maintain its core operations and planned exploration programs for the 2008 fiscal year. However, the Company recognizes that exploration expenditures may change with ongoing results and, as a result, it may be required to obtain additional financing. 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.

2. SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

These interim consolidated financial statements of the Company have been prepared by management in accordance with Canadian generally accepted accounting principles ("Canadian GAAP"). The preparation of financial statements in conformity with Canadian GAAP requires management to make estimates and assumptions that affect the amounts reported in the interim consolidated financial statements and accompanying notes. Actual results could differ from those estimates. The interim consolidated financial statements have, in management's opinion, been properly prepared using careful judgement with reasonable limits of materiality. These interim consolidated financial statements should be read in conjunction with the most recent annual consolidated financial statements. The significant accounting policies follow that of the most recently reported annual financial statements.

Recent Accounting Pronouncements

Effective June 1, 2007 the Company has adopted two new accounting standards related to financial instruments that were issued by the Canadian Institute of Chartered Accountants. These accounting policy changes were adopted on a prospective basis with no restatement of prior period financial statements. The new standards and accounting policy changes are as follows:

Financial Instruments - Recognition and Measurement (Section 3855)

In accordance with this new standard, the Company now classifies all financial instruments as either held-to-maturity, available-for-sale, held-for-trading, loans and receivables, or other financial liabilities. Financial assets held-to-maturity, loans and receivables and financial liabilities other than those held-for-trading are measured at amortized cost. Available-for-sale instruments are measured at fair value with unrealized gains and losses recognized in other comprehensive income. Instruments classified as held-for-trading are measured at fair value with unrealized gains and losses recognized on the statement of loss.

(Unaudited - Prepared by Management)

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

Upon adoption of this new standard, the Company has designated its cash and cash equivalents as held-for-trading, which are measured at fair value. Exploration advances and other receivables are classified as loans and receivables, which are measured at amortized cost. Accounts payable and accrued liabilities are classified as other financial liabilities, which are measured at amortized cost. As at August 31, 2007 the Company did not have any financial assets classified as available-for-sale and therefore the adoption of the standards noted above had no effect on the presentation of the Company 's financial statements.

Comprehensive Income (Section 1530)

Comprehensive income is the change in shareholders' equity during a period from transactions and other events and circumstances from non-owner sources. In accordance with this new standard, the Company now reports a statement of comprehensive income and a new category, accumulated other comprehensive income, in the shareholders' equity section of the balance sheet. The components of this new category will include unrealized gains and losses on financial assets classified as available-for-sale.

3. UNPROVEN MINERAL INTERESTS

		August 31, 2007			May 31, 2007	007
	Acquisition Costs \$	Exploration Expenditures \$	Total \$	Acquisition Costs \$	Exploration Expenditures \$	Total \$
Uranium Projects						
Sweden	146,178	1,132,599	1,278,777	138,147	868,502	1,006,649
Finland	1,781	43,207	44,988	1,781	26,997	28,778
Spain	260,132	320,517	580,649	158,175	256,767	414,942
Gold Projects						
Sweden						
Vargbäcken	=	1,261,030	1,261,030	-	1,254,285	1,254,285
Stenberget	12,930	494,259	507,189	11,161	487,275	498,436
Staked Claims	304,481	316,055	620,536	274,527	313,034	587,561
Base Metals Projects						
Sweden	45,055	74,815	119,870	45,055	74,465	119,520
	770,557	3,642,482	4,413,039	628,846	3,281,325	3,910,171

(a) Uranium Projects

Sweden

The Company has staked 34 exploration permits in northern Sweden covering approximately 37,020 hectares.

On February 21, 2007, the Company entered into an agreement with Widerange Corporation Pty Ltd. ("Widerange"), whereby the Company granted Widerange an option to earn an initial 51% interest on eight mineral licences in Sweden, by paying US\$50,000 (received) and incurring a minimum US\$100,000 in year one, US\$200,000 in year two, US\$300,000 in year three and US\$400,000 in year four. Upon earning the 51% interest, Widerange can increase its interest to 75% by funding a bankable feasibility study.

(Unaudited - Prepared by Management)

3. UNPROVEN MINERAL INTERESTS (continued)

Finland

The Company has made applications for five mineral claims, covering approximately 473 hectares, and reservations for two mineral claims covering approximately 1,734 hectares.

Spain

The Company is in the process of acquiring mineral exploration permits in Spain. As at August 31, 2007, the Company has made applications for eleven exploration permits covering approximately 82,056 hectares.

(b) Gold Projects

(i) NAN Agreements

The Company has entered into various agreements with Sierra Peru Pty Ltd. ("Sierra Peru") and North Atlantic Natural Resources AB ("NAN"), whereby Sierra Peru's option interests over mineral permits held by NAN, were assigned for no consideration to the Company. The mineral permits are located in the Skellefte Mining District, Sweden. Sierra Peru is a private corporation whose principals are directors and officers of the Company. The option interests assigned are as follows:

<u>Vargbäcken Mining Permit</u> - The Company may acquire up to a 100% interest in a mining permit (the "Vargbäcken Mining Permit"), comprising 20.5 hectares

<u>Stenberget Exploration Permit</u> - The Company may acquire up to a 100% interest in an exploration permit (the "Stenberget Exploration Permit"), comprising 645.5 hectares.

On June 26, 2007, the Company entered into an agreement whereby the Company agreed to purchase all of NAN's remaining interests in the Vargbäcken Mining Permit and the Stenberget Mining Permit, subject to a 2% NSR royalty, for \$250,000. The Company is in the process of closing this acquisition. See also Note 3(d).

(ii) Staked Claims

The Company has staked 14 exploration permits in Northern Sweden covering approximately 67,459 hectares.

On April 5, 2006, the Company signed an letter of understanding with Hansa Resources Ltd. ("Hansa") (formerly first Fortune Resources Ltd.) giving Hansa the right to explore and develop certain of the Company's exploration claims portfolio in the Skellefte mining district of Northern Sweden. A definitive option and joint venture agreement (the "Hansa Option") was entered into by the Company and Hansa on August 24, 2006. The Hansa Option covered 53,197 hectares within eight individual exploration claims. Under the terms of the Hansa Option, Hansa could earn a 70% interest in the subject claims by incurring \$2.5 million in exploration expenditures over four years, with minimum expenditures of \$300,000 in both years one and two. Upon incurring the \$2.5 million, Hansa could then exercise the option for its 70% interest, for no additional consideration. See also Note 3(d).

(Unaudited - Prepared by Management)

3. UNPROVEN MINERAL INTERESTS (continued)

(c) Base Metals Projects

The Company has staked 19 exploration permits in northern Sweden covering approximately 16,446 hectares. See also Note 3(d).

On January 31, 2006, the Company signed a letter agreement (the "Storbodsund LA") with Independence Group NL ("Independence"). Under the terms of the Storbodsund LA, Independence may earn a 70% interest in two exploration permits covering 5,651 hectares by incurring expenditures of AUS \$2 million over four years. Upon incurring the AUS \$2 million, Independence can exercise the option by paying the Company AUS \$300,000, following which a joint venture will be formed. If either party elects not to contribute, its interest will be diluted accordingly. If a party's interest is diluted to a 5% interest, then its interest will be converted to a 1% NSR royalty.

(d) On August 1, 2007 the Company entered into a letter of understanding (the "LOU") with Hansa whereby the Company has agreed, subject to regulatory approval, to sell all of its gold exploration permits and 11 of its base metals exploration permits, including the eight exploration claims covered by the Hansa Option to Hansa for \$250,000 cash and 6,000,000 common shares of Hansa. The Company will retain a 2% NSR royalty on all properties not included in the agreement with NAN. The Company has received regulatory approval to this disposition and Hansa's approvals are pending.

4. SHARE CAPITAL

Authorized: unlimited common shares without par value

Issued:	August 31, 2007		May 31	1, 2007
	Shares	Amount \$	Shares	Amount \$
Balance, beginning of period	36,158,680	22,428,835	28,182,500	12,010,640
Issued during the period For cash				
 private placements 	-	-	4,600,000	8,690,000
- exercise of warrants	86,875	43,438	2,406,180	1,279,895
- exercise of options	-	-	970,000	627,000
Reallocation from contributed surplus				
on exercise of options				386,250
	86,875	43,438	7,976,180	10,983,145
Less: share issue costs				(564,950)
	86,875	43,438	7,976,180	10,418,195
Balance, end of period	36,245,555	22,472,273	36,158,680	22,428,835

(Unaudited - Prepared by Management)

4. SHARE CAPITAL (continued)

(a) A summary of the number of common shares reserved pursuant to the Company's outstanding warrants at August 31, 2007 and 2006 and the changes for the three months ending on those dates is as follows:

	2007		2000	6
	Warrants Outstanding	Weighted Average Exercise Price \$	Warrants Outstanding	Weighted Average Exercise Price \$
Balance, beginning of period Exercised	5,765,067 (86,875)	1.89 0.50	5,871,250 (25,000)	1.06 0.50
Balance, end of period	5,678,192	1.92	5,846,250	1.06

The following table summarizes information about the warrants outstanding and exercisable at August 31, 2007:

Exercise Price \$	Number	Expiry Date
0.50	155,000	September 29, 2007
1.50	3,223,193	April 28, 2008
1.50	299,999	December 27, 2008
2.75	2,000,000	February 6, 2008
	5,678,192	

(b) As at August 31, 2007, 1,002,000 common shares are held in escrow and will be released on October 29, 2007.

5. STOCK OPTIONS AND STOCK-BASED COMPENSATION

The Company has established a rolling stock option plan (the "Plan"), in which the maximum number of common shares which can be reserved for issuance under the Plan is 10% of the issued and outstanding shares of the Company. The exercise price of the options is set at the Company's closing share price on the day before the grant date, less allowable discounts in accordance with the policies of the TSX Venture Exchange.

During the three months ended August 31, 2007, the Company recorded compensation expense of \$43,425 (2006 - \$32,000) on stock options vested.

During the three months ended August 31, 2006, the Company granted 770,000 stock options to the Company's directors, employees and consultants and recorded compensation expense of \$384,900.

(Unaudited - Prepared by Management)

5. STOCK OPTIONS AND STOCK-BASED COMPENSATION (continued)

The fair value of stock options granted to directors, employees and consultants and the vesting of certain of the stock options is estimated on the date of grant or vesting using the Black-Scholes option pricing model with the following assumptions used for the grants and vesting made during the three months ended August 31, 2007 and 2006:

	2007	2006
Risk-free interest rate	4.52% - 4.62%	4.15%
Estimated volatility	96%	120%
Expected life	2 years - 2.5 years	1.5 years
Expected dividend yield	0%	0%

The weighted average fair value of all stock options granted during the period to the Company's directors, employees and consultants was \$nil (2006 - \$0.56) per share.

Option-pricing models require the use of estimates and assumptions including the expected volatility. Changes in the underlying assumptions can materially affect the fair value estimates and, therefore, existing models do not necessarily provide reliable measure of the fair value of the Company's stock options.

A summary of the Company's stock options at August 31, 2007 and 2006, and the changes for the three months ending on those dates, is presented below:

	2007		2000	6
	Options Outstanding	Weighted Average Exercise Price \$	Options Outstanding	Weighted Average Exercise Price \$
Balance, beginning of period Granted Exercised	3,548,250 - -	1.38	2,078,250 770,000 (70,000)	0.80 0.81 0.50
Balance, end of period	3,548,250	1.38	2,778,250	0.81

The following table summarizes information about the stock options outstanding and exercisable at August 31, 2007:

Number Outstanding	Number Exercisable	Exercise Price \$	Expiry Date
40,000	40,000	0.40	September 29, 2008
200,000	200,000	0.50	November 9, 2008
173,250	173,250	0.40	July 15, 2009
800,000	800,000	1.15	February 2, 2009
615,000	615,000	0.80	June 22, 2009
50,000	50,000	0.88	July 12, 2009
65,000	65,000	1.15	December 2, 2009
225,000	225,000	1.30	December 15, 2009
1,380,000	1,305,000	2.10	April 16, 2010
3,548,250	3,473,250		

(Unaudited - Prepared by Management)

6. CONTRIBUTED SURPLUS

The Company's contributed surplus at August 31, 2007 and 2006, and the changes for the three months ending on those dates is presented below:

	2007 \$	2006 \$
Balance, beginning of period	3,081,492	912,467
Stock-based compensation on stock options (Note 5)	43,425	416,900
Stock options exercised		(18,900)
Balance, end of period	3,124,917	1,310,467

7. RELATED PARTY TRANSACTIONS

During the three months ended August 31, 2007, the Company:

- i) incurred a total of \$18,000 (2006 \$7,700) for accounting and administration and professional fees provided by certain directors of the Company;
- ii) incurred \$60,000 (2006 \$48,000) for management and professional fees provided by Sierra Peru, of which \$27,077 (2006 \$28,407) was capitalized to unproven mineral interests and \$32,923 (2006 \$19,593) charged to management fees; and
- iii) incurred \$3,000 (2006 \$3,000) for shared administration and other costs with Tumi Resources Limited, a public company with common directors and a common officer.

As at August 31, 2007, \$31,000 (2006 - \$39,286) was outstanding to the related parties and was included in accounts payable and accrued liabilities.

These transactions are in the normal course of operations and are measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

See also Note 3(b)(i).

8. SEGMENTED INFORMATION

The Company is involved in mineral exploration and development activities in Europe. The Company is in the exploration stage and accordingly, has no reportable segment revenues or operating results.

The Company's total assets are segmented geographically as follows:

	August 31, 2007													
	Corporate	1	Total											
	Canada \$	Sweden \$	Spain \$	Finland \$	\$									
Current assets	15,369,209	579,367	_	_	15,948,576									
Capital assets	14,944	167,678	-	-	182,622									
Unproven mineral interests		3,787,402	580,649	44,988	4,413,039									
	15,384,153	4,534,447	580,649	44,988	20,544,237									

(Unaudited - Prepared by Management)

8. SEGMENTED INFORMATION (continued)

	May 31, 2007													
	Corporate	N	Total											
	Canada \$	Sweden \$	Spain \$	Finland \$	\$									
Current assets	15,971,222	658,182	-	-	16,629,404									
Capital assets	15,747	111,986	-	-	127,733									
Unproven mineral interests		3,466,451	414,942	28,778	3,910,171									
	15,986,969	4,236,619	414,942	28,778	20,667,308									

9. FAIR VALUE OF FINANCIAL INSTRUMENTS

The fair values of financial instruments at August 31, 2007, were estimated based on relevant market information and the nature and terms of financial instruments. Management is not aware of any factors which would significantly affect the estimated fair market amounts, however, such amounts have not been comprehensively revalued for purposes of these financial statements. Disclosure subsequent to the balance sheet dates and estimates of fair value at dates subsequent to August 31, 2007, may differ significantly from that presented.

Fair value approximates the amounts reflected in the financial statements for cash, amounts receivable and accounts payable and accrued liabilities.

The Company may be subject to currency risk due to the fluctuations of exchange rates between the Canadian dollar and other foreign currencies. However, the Company is not subject to significant interest and credit risks arising from these instruments.

10. SUPPLEMENTAL CASH FLOW INFORMATION

During the three months ended August 31, 2007 and 2006 non-cash activities were conducted by the Company as follows:

	2007 \$	2006 \$
Operating activity		
Increase in accounts payable and accrued liabilities	118,380	
Investing activity		
Expenditures on unproven mineral interests	(118,380)	
Financing activities		
Common shares issued for non-cash consideration	-	18,900
Contributed surplus		(18,900)
	<u> </u>	

(Unaudited - Prepared by Management)

10. SUPPLEMENTAL CASH FLOW INFORMATION (continued)

Other supplemental cash flow information:	2007 \$	2006 \$
Interest paid in cash		
Income taxes paid in cash	-	

Schedule I

MAWSON RESOURCES LIMITED INTERIM CONSOLIDATED SCHEDULE OF UNPROVEN MINERAL INTERESTS

BALANCE - END OF PERIOD			Option payment received	Permits	ACQUISITION COSTS		Vehicle rental	Travel	Supplies	Salaries	Maps	Logging	Geological	Geochemical	Fuel	Freight	Exploration site	Equipment rental	Drilling	Database	Consulting	Camp costs	Assays	EXPENDITURES	BALANCE - BEGINNING OF PERIOD					
1,261,030	6,745		ı	1		6,745	ı	ı		1	1	1,363	762	1,637			2,983	1		ı		1	ı		1,254,285	Vargbäcken \$				
507,189	8,753	1,769	ı	1,769		6,984						ı	1,143	ı		ı	3,038				2,803		ı		498,436	Stenberget \$	Projects	Gold		
620,536	32,975	29,954	ı	29,954		3,021	ı	1	1	1	2,747	ı	•				75	1		199		1	ı		587,561	Staked Claims \$			Sweden	Th
1,278,777	272,128	8,031		8,031		264,097	1,501	25,185	4,815	50,626	4,420	164	59,177	13,651	3,216		19,065	5,718		ı	76,559	•	1		1,006,649	€	Projects	Uranium		Three Months Ended August 31, 2007
119,870	350	ı		ı		350				ı	350							ı		1		ı	ı		119,520	€6	Projects	Base Metals		d August 31, 2007
580,649	165,707	101,957		101,957		63,750	ı	5,558			•	1	13,424		ı		3,914				40,854		1		414,942	€	Projects	Uranium	Spain	
44,988	16,210		ı	ı		16,210	1	ı			1		13,113	1,099			1			1,886	112		ı		28,778	€	Projects	Uranium	Finland	
4,413,039	502,868	141,711		141,711		361,157	1,501	30,743	4,815	50,626	7,517	1,527	87,619	16,387	3,216		29,075	5,718		2,085	120,328		1		3,910,171	Total \$				
3,910,171	2,002,386	174,932	(57,190)	232,122		1,827,454	21,512	63,322	22,704	19,571	3,718	35,643	448,022	147,560	21,322	10,702	49,149	14,512	614,683	6,916	301,993	29,199	16,926		1,907,785	Total \$				Year Ended May 31, 2007