

MAWSON FINLAND LIMITED

MANAGEMENT'S DISCUSSION AND ANALYSIS FOR THE THREE MONTHS ENDED AUGUST 31, 2024

This discussion and analysis of financial position and results of operation is prepared as at October 28, 2024 and should be read in conjunction with the unaudited condensed consolidated interim financial statements for the three months ended August 31, 2024 of Mawson Finland Limited (the "Company" or "Mawson Finland"). The following disclosure and associated financial statements are presented in accordance with IFRS Accounting Standards. Except as otherwise disclosed, all dollar figures included therein and in the following management discussion and analysis ("MD&A") are quoted in Canadian dollars.

Forward Looking Statements

This MD&A may contain forward-looking statements based on assumptions and judgments of management regarding events or results that may prove to be inaccurate as a result of exploration or other risk factors beyond its control. Actual results may differ materially from the expected results.

Except for statements of historical fact, this MD&A contains certain "forward-looking information" within the meaning of applicable securities law. Forward-looking information is frequently characterized by words such as "plan", "expect", "project", "intend", "believe", "anticipate", "estimate" and other similar words, or statements that certain events or conditions "may" or "will" occur. In particular, forward-looking information in this MD&A includes, but is not limited to, statements with respect to future events and is subject to certain risks, uncertainties and assumptions. Although we believe that the expectations reflected in the forward-looking information are reasonable, there can be no assurance that such expectations will prove to be correct. We cannot guarantee future results, performance or achievements. Consequently, there is no representation that the actual results achieved will be the same, in whole or in part, as those set out in the forward-looking information.

Forward-looking information is based on the opinions and estimates of management at the date the statements are made, which are subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ materially from those anticipated in the forward-looking information. Some of the risks and other factors that could cause results to differ materially from those expressed in the forward-looking statements include, but are not limited to: general economic conditions in Canada, the United States and globally; industry conditions, including fluctuations in commodity prices; governmental regulation of the mining industry, including environmental regulation; geological, technical and drilling problems; unanticipated operating events; competition for and/or inability to retain drilling rigs and other services; the availability of capital on acceptable terms; the need to obtain required approvals from regulatory authorities; stock market volatility; volatility in market prices for commodities; liabilities inherent in mining operations; changes in tax laws and incentive programs relating to the mining industry; and the other factors described herein under "Risks and Uncertainties". Readers are cautioned that this list of risk factors should not be construed as exhaustive.

The forward-looking information contained in this MD&A is expressly qualified by this cautionary statement. The Company undertakes no duty to update any of the forward-looking information to conform such information to actual results or to changes in our expectations except as otherwise required by applicable securities legislation. Readers are cautioned not to place undue reliance on forward-looking information.

Company Overview

The Company was incorporated on August 9, 2023 as Springtide Capital Acquisitions 7 Inc. ("Springtide") under the provisions of the *Business Corporations Act* (Ontario). On January 16, 2024 the Company changed its name to Mawson Finland Limited. The Company's registered office is located at 110 Yonge Street, Suite 1601, Toronto, Ontario, M5C 1T4, and its head office at Alatie 2B, 96100, Rovaniemi, Finland.

On October 30, 2023, the Company concluded a share purchase agreement with Mawson Gold Limited ("Mawson Gold"), an arm's length publicly traded company, whereby Mawson agreed to sell all of the issued share capital and intercompany debt of its wholly-owned Finnish subsidiary, Mawson Oy, to the Company for \$6,500,000 cash (the

“Springtide Transaction”). The Company also agreed to undertake a private placement financing of special warrants to raise a minimum of \$14,745,541 (the “Transaction Financing”). During the period ended May 31, 2024 the Company completed the non-brokered portion of the Transaction Financing (the “Non-Brokered Financing”) for \$15,424,735 and issued 15,424,735 special warrants (the “Special Warrants”). Each Special Warrant is exercisable into one common share in the capital of the Company (each a “Springtide Share”) at any time at the option of the holder thereof (the “Special Warrantholder”) and will be deemed to be exercised (without any further action or additional consideration on the part of the Special Warrantholders) at 5:00 p.m. (Toronto time) on the earlier of: (i) the date of a go public event (a “Go Public Event”), pursuant to which the Company will become a reporting issuer and the Springtide Shares will be listed and posted for trading on a stock exchange in Canada or the United States; or (ii) the second anniversary of the closing of the Non-Brokered Financing.

On December 19, 2023 the Company completed the Springtide Transaction and:

- (i) The Company acquired all of the issued shares and inter-company debt of Mawson Oy, which holds the Rajapalot Project, for total consideration of \$6,500,000; and
- (ii) Ms. Noora Ahola was appointed CEO of the Company, and Mr. Neil MacRae was appointed as the Company’s Executive Chairman. Concurrently with such appointment, Mr. MacRae stepped down as a director of Mawson Gold. Ms. Ahola continues to serve on Mawson Gold’s Board.

On July 19, 2024 the Company submitted a prospectus for an initial public offering (the “IPO”) to conduct an issuance of a minimum of 2,000,000 common shares of the Company and maximum of 2,500,000 common shares at a price of \$1.00 per share. On July 23, 2024 the Company obtained a receipt for the prospectus and, on August 15, 2024, closed the IPO under which it issued 2,875,000 common shares at a price of \$1.00 per share, including 375,000 common shares following the exercise by the agent of its over-allotment option, for aggregate proceeds of \$2,875,000. Additionally the previously issued and outstanding 15,424,735 Special Warrants were deemed to be exercised and the Company issued 15,424,735 common shares without further consideration.

The Company also received final approval to list its common shares on the TSX Venture Exchange (“TSXV”). The Company’s common shares commenced trading on the TSXV under the symbol “MFL” on August 19, 2024.

Since the acquisition of the Rajapalot Project in December 2023 the Company has been implementing the work program recommended in the revised PEA (dated December 2023) to increase the mineral resources at the Rajapalot Project. As of the date of this MD&A, 38 holes, for a total of 11,376 m, have been drilled and reported on the Rajapalot Project.

Officers and Directors

As of the date of this MD&A the directors and officers of the Company are as follows:

Noora Ahola - Director and Chief Executive Officer (“CEO”)
Neil MacRae - Director and Executive Chairman (“Chairman”)
Patrick Soares - Director
Bouke van’t Riet - Director
Nick DeMare - Chief Financial Officer (“CFO”) and Corporate Secretary

Property Assets and Exploration Activities

Finland

Finland

Mawson Oy’s flagship is the 100% owned Rajapalot gold-cobalt project (the “Rajapalot Project”), located 30 km by car from Rovaniemi, the capital of Finnish Lapland. The Company has received all the benefit of the former owner Mawson Gold’s prior work programs. A preliminary economic assessment (“PEA”) prepared and published by, Mawson Gold, reported a significant greenfield discovery. The PEA, published November 29, 2022, outlined an after-tax net present value discounted at a rate of 5% (“NPV₅”) of US \$211 million at 27% internal rate of return (“IRR”). The Rajapalot Project is envisaged as a nine-year mine life for total production of around 700 koz of gold and 2,800 t cobalt at an attractive all in sustaining costs of US \$824/oz Au.

The PEA highlights a number of fundamental efficiencies that the Rajapalot Project enjoys, including:

- Robust resource, with 85% of ounces delineated extracted through conventional and efficient mechanized underground mining techniques.
- Underground only mining operation, utilising predominately long hole open stoping, which is cost effective and widely used in the region.
- High 95% gold recovery to dore through a conventional and energy efficient gravity + carbon in leach (“CIL”) extraction circuit.
- Cobalt concentrate production via a single low-cost increment flotation processing circuit that follows CIL.
- Access to low-cost renewable power, with the powerline connecting 28km direct to an existing hydropower substation.
- Low infrastructure burden, located just 30km from the capital of Lapland. Power line and ~15 km water discharge line are the only new connections necessary.
- Access to a relatively inexpensive and highly skilled and productive labour force.

Mineral Resources

The mineral resource estimate (“MRE”) is based on an ‘underground only’ scenario, totaling 9.8 million tonnes @ 2.8 g/t gold (“Au”) and 441 ppm Co, equating to 867 thousand ounces (“koz”) gold.

Zone	Cut-off (AuEq ¹)	Tonnes (kt)	Au (g/t)	Co (ppm)	Au (koz)	Co (tonnes)
Palokas	1.1	5,612	2.8	475	501	2,664
Raja	1.1	2,702	3.1	385	271	1,040
East Joki	1.1	299	4.5	363	43	109
Hut	1.1	831	1.3	428	36	355
Rumajärvi	1.1	336	1.4	424	15	142
Total Inferred Resources		9,780	2.8	441	867	4,311

Table 1: Rajapalot Inferred Mineral Resource Effective August 26, 2021

- The independent geologist and Qualified Person as defined in NI 43-101 for the mineral resource estimates is Mr. Ove Klavér (EurGeol). The effective date of the MRE remains unchanged to the Previous MRE (August 26, 2021, available on SEDAR as filed by the previous owner, Mawson), and will be restated in the PEA technical report when it is filed.
- The mineral estimate is reported for a potential underground only scenario. Inferred resources were reported at a cut-off grade of 1.1 g/t (AuEq¹ Au g/t + Co ppm /1005) with a depth of 20 meters below the base of solid rock regarded as the near-surface limit of potential mining.
- Wireframe models were generated using gold and cobalt shells separately. Forty-eight separate gold and cobalt wireframes were constructed in Leapfrog Geo and grade distributions independently estimated using Ordinary Kriging in Leapfrog Edge. A gold top cut of 50 g/t Au was used for the gold domains. A cobalt top cut was not applied.
- A parent block size of 12 m x 12 m x 4 m (>20% of the drillhole spacing) was determined as suitable. Sub-blocking down to 4 m x 4 m x 0.5 m was used for geologic control on volumes, thinner and moderately dipping wireframes.
- Rounding of grades and tonnes may introduce apparent errors in averages and contained metals.
- Drilling results to 20 June 2021.
- Mineral Resources are not Mineral Reserves and do not have demonstrated economic viability.

Exploration Work

The PEA underpins the project discovery, and also provides a basis for any further resource growth potential on the property. Significant potential exists to expand the MRE, both in the local and regional extent of the Rajapalot Project area. The presently defined resource bodies remain open for further possible mineralisation in their respective down-plunge directions. The wider property extents remain relatively underexplored, of which further exploration efforts are required in order to present continued opportunities for future minerals discovery.

A 10,000 - 12,000 m drill program commenced in the first week of January 2024 with three drilling rigs. Drilling was carried out by three different contractors: Arctic Drilling Company, Comadev Oy and MK Core Drilling Oy. The program was completed by the second week of April 2024. The drilled meters totaled 11,376 consisting of 38 drill holes which were drilled from 27 different locations. Geophysical electromagnetic (“EM”) measurements and preliminary hydrological measurements from boreholes have been carried out in the resource area during March and April 2024. The methods were borehole magnetic resonance (“BMR”) and acoustic borehole imaging (“ABI”). Geophysical measurements were implemented by Geovisor.

Highlight of the 2024 Drill Program

Results from the entire 38 hole, 11,376 meter drilling program have now been received and reported from the Rajapalot project. At South Palokas, drillholes PAL0335, PAL0340, PAL0344, PAL0348, PAL0356, PAL0361 and PAL0364 all penetrated significant mineralized intercepts beyond the furthest known southern margins of South Palokas, extending gold-cobalt mineralization here by between 45 and 90 metres to the south. Hole PAL0335 drilled a 21.75m wide mineralized intercept from a new lens of mineralization (Figure 1.) located in the footwall below the South Palokas mineralization returning 5.25 g/t gold and 515 ppm cobalt (21.75 m @ 5.25 g/t Au & 515 ppm Co from 295.05 m, including: 3.2 m @ 21.61 g/t Au and 373 ppm Co from 311.3 m). Hole PAL0335 went on to drill 3 further intervals of mineralization immediately below the footwall contact of the new lens, returning: 2 m @ 1.86 g/t Au and 164 ppm Co from 322.4 m; 4 m @ 2.99 g/t Au and 94 ppm Co from 335 m and, 6.6 m @ 2.37 g/t Au and 279 ppm Co from 350.25 m. Drillhole PAL0364, located in the footwall of South Palokas, approximately 100 metres directly below the main mineralized body was drilled to follow up on the ‘New Lens’ discovery made in PAL0335. Drillhole PAL0364 intercepted a thick, 17 metre drilled interval grading 1.05 g/t Au and 224 ppm Co from 263.9 m, located approximately 50 metres up-dip of the high-grade intercept of PAL0335. This confirms both geological and grade continuity of ‘New Lens’, meaning that geometry of this gold-cobalt-bearing structure is now better understood, and further step-out drilling will be planned in 2025 down-plunge of the ‘New Lens’. Drillhole PAL0367 was drilled on the deepest northern margins of South Palokas where it intercepted a thin, weakly mineralized interval. Drillholes PAL0352 (northern margin) and PAL00365 (southern margin) intercepted no significant mineralization, while drillhole PAL0359 was abandoned after only 47.3 metres due to drilling difficulties and failed to reach projected depth of mineralization.

[Figure 1 on following page]

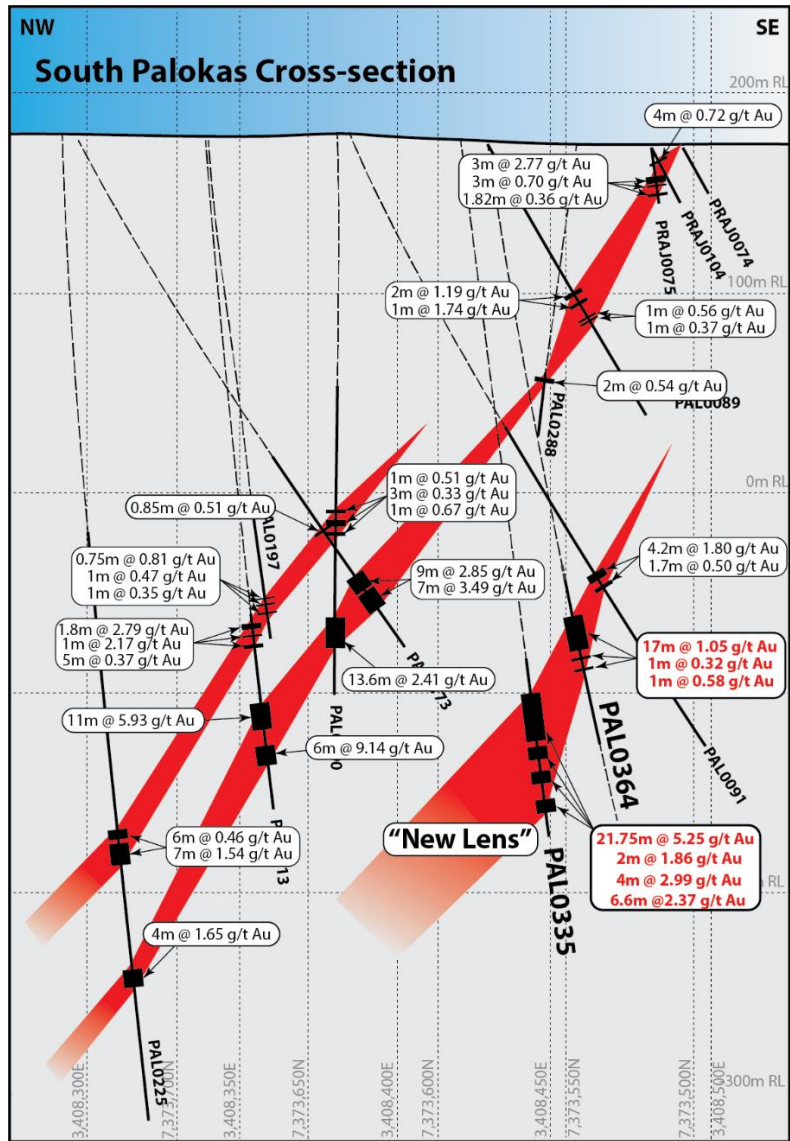


Figure 1 - New lens of mineralization

At Palokas, drillholes PAL0346, PAL0351, PAL0354 and PAL0362 are all located along the depth extent of the southern margin of the Palokas zone of gold-cobalt mineralization, with intercept depths ranging from around 40 m to 300 m below surface. Drillhole PAL0346 intercepted 7 m @ 9.1 g/t gold and 706 ppm cobalt from 88.75 m demonstrating that thicker and higher-grade mineralization exists in the southern margin of the Palokas gold-cobalt system. Hole PAL0354 intercepted 12 m @ 1.7 g/t gold from 416 m (cobalt to be announced) demonstrating the Palokas system remains open at depth; opens new vector for further exploration and holes PAL0351 and PAL0362 intercepted mineralized extensions to the south of the previous known extents of the Palokas system including: PAL0351: 6 m @ 0.43 g/t gold from 254 m (cobalt to be announced); PAL0351: 1.25 m @ 2.42 g/t gold from 261.64 m (cobalt to be announced); PAL0351: 1 m @ 0.31 g/t gold from 287.9 m (cobalt to be announced) and, PAL0362: 1 m @ 4.71 g/t gold from 56.55 m (cobalt to be announced).

At Raja, drillholes PAL0355, PAL0353 and PAL0358 were drilled on the north-eastern margin of the Raja zone of gold-cobalt mineralization where they all intercepted multiple significant intercepts of mineralization between 40 meters (PAL0358) and 90 meters (PAL0355) to the north-east of their closest historical intercepts. Drillholes PAL0347, PAL0349 and PAL0360 were drilled on the south-west margin of the Raja zone of mineralization with multiple significant intercepts found between 30 meters (PAL0347) and 50 meters (PAL0349) to the south-west from their nearest historical intercepts, while PAL0360 did not intercept any significant mineralisation in an attempted 90 metre step-out to the south-west of Raja. While the host shear-structure was intercepted in hole PAL0360 from

between 145 to 162 meters downhole, the host-succession was found to consist of sulfate-rich lithologies which are often found to inhibit gold-cobalt mineralisation at the Rajapalot property. Similarly, drillholes PAL0336, PAL0337 and PAL0372 intercepted unfavourable host lithologies in the projected up-dip position of mineralization at Joki and as such, failed to return significant mineralized intercepts from this zone of gold-cobalt mineralisation. Only PAL0338 returned a thin interval of mineralization at Joki, extending the known mineralization here to the north-east by some 30 meters.

Drilling at The Hut and Terry's Hammer zones of gold-cobalt mineralization consisted of six drillholes in total. Drillholes PAL0663, PAL0366 and PAL0369 targeted northerly step-outs to The Hut zone of mineralization, with drillhole PAL0363 intercepting gold-cobalt mineralization in a step-out of approximately 60 metres to the north of its nearest historical intercept. Drillhole PAL0368 intercepted gold-cobalt mineralization in an approximately 35 metre step-out to the south of the next closest historical intercept at The Hut. Drillholes PAL0370 and PAL0371 were drilled to target down-dip extension of Terry's Hammer, with PAL0371 intercepting gold-cobalt mineralization approximately 35 metres below its nearest historical intercept.

To summarize, significant gold-cobalt concentrations have been discovered in holes drilled in the southern margins of both Palokas and South Palokas mineralized-zones, in addition to a discovery of a previously unknown body of mineralization in the footwall zone of South Palokas ('New Lens). Similarly, mineralized extensions have also been drilled in the northern margins of Raja and Joki, while the mineralized zone at The Hut has been extended both to the north and south of the present known extents. Future drilling for the 2025 exploration season is planned to extend Palokas, South Palokas, New Lens and The Hut to depth in order to define further gold-cobalt mineralized material below the high-grade results that presently represent the deepest portions of all of these mineralized zones. Similarly, further drilling at Raja will follow up this year's drilling results, aiming extend and expand gold-cobalt mineralization to the north-east along much of the length of this mineralized body. In combination to the successful drilling results from 2024, it is expected that defining further high-grade gold-cobalt mineralization from these areas of potential extensions will contribute to significantly increased mineral-resource inventories of future mineral resource estimation studies.

Strategic Cobalt

Cobalt has been identified by the EU as a "critical and strategic raw material", and the Rajapalot Project is already a significant sized cobalt resource in Europe, in addition to being one of Finland's larger gold resources by grade and contained ounces. Finland refines half the world's cobalt at the world's second largest cobalt refinery (China has the largest), located 400 kilometres south of the Rajapalot Project. The Rajapalot Project resource has the potential to support Finland and Europe's stated desires to source ethical and sustainable cobalt.

Proposal of the European Union's Critical Raw Material Act ("CRMA") was published on March 16, 2023 and it aims to increase production of critical battery minerals including cobalt inside the EU. The CRMA was effective commencing May 23, 2024. Strategic raw materials are crucial for the success of the green and digital transitions as well as the resilience of the defense and aerospace sectors.

The regulation contains 2030 targets, which aim to ensure security of critical raw materials supply in Europe. Goals include:

- The EU should extract at least 10% of the strategic raw materials for its own consumption.
- The EU should process at least 40% of its strategic raw materials through the supply chain.
- The EU's recycling capacity should be able to produce at least 15% of annual consumption of each strategic raw material.
- The EU should not be dependent on any single country (outside the EU) for imports greater than 65% for any strategic raw material at any relevant stage of processing.

Environmental, Social, Governance

Mawson Oy acknowledges that Environmental, Social and Governance ("ESG") forms a comprehensive framework for the Company to successfully navigate and balance the benefits of our projects to the planet, people and profit. Mawson has had an active ESG program operating for many years. Commitments include:

- Compliance with The Finnish Network for Sustainable Mining “Standard for Sustainable Exploration”, with assessment implemented annually and is externally verified every third year. The annual reports can be downloaded from: <https://kaivosvastuu.fi/yhtio/tutkimus/> (under Mawson Oy)
- Active member of Lapland Chamber of Commerce and it’s Mining Committee, which share a joint vision for businesses in Lapland: “Lapland is a focal point combining sustainable use of natural resources and responsible growth in northern Europe.”
- Active member of Finnish Mining Association (FinMin) and abides by its policies and standards, accountability framework which helps minerals companies evaluate, manage and communicate their sustainability performance.
- Mawson Oy is a member of the European Raw Material Alliance (“ERMA”). The ERMA aims to make Europe economically more resilient by diversifying its supply chains, creating jobs, attracting investments to the raw materials value chain, fostering innovation, training young talent and contributing to the best enabling framework for raw materials and the Circular Economy worldwide.

During late 2020, Mawson Oy initiated its Environmental Impact Assessment (“EIA”) process, where in the first phase called ‘Program Stage’ the mine project alternatives are presented. The EIA ‘Reporting Stage’ where the impacts of the project alternatives will be widely assessed will follow the program stage. EIA Program was completed at the end of August 2024 and the program was submitted to the regional authority for statements. Lapland Economic Development, Transport and the Environment Centre (“LAPELY”) will provide their statement of the program by the end of 2024.

In combination with the EIA process, the two municipal areas where the Rajapalot Project is located, the City of Rovaniemi and Municipality of Ylitornio, at the request of Mawson Oy, have formally initiated the sub-area Local Master land use planning processes in February 2022. The Regional Council of Lapland (“Lapin Liitto”) has also initiated regional land use planning process for Rajapalot. Legally valid Land Use Plans are a requirement for granting the mine permit.

These formal statutory processes will facilitate the planning of the mining project and further strengthen cooperation and relationships between the various stakeholder groups, authorities and the company. Land use planning processes helps reduce any licensing uncertainties in the future. A similar process in Finland has been undertaken or is going on for other pre-development stage mining projects including the Suhanko (“Arctic Platinum”) project of CD Capital Natural Resources Fund III L.P., the Sokli project of The Finnish Minerals Group, the Ikkari project of Rupert Resources and the Sakatti project of Anglo American.

Several stakeholder meetings have been organized during the year 2024. Also official, legislative meetings and negotiations with the authorities as well as with the reindeer herders were organized during April, May and June 2024. Public events for the local stakeholder groups related to the EIA Program were arranged for September 30, 2024 and October 3, 2024.

Environmental baseline studies were continued at the end of May 2024. All environmental studies and monitorings have been continued throughout the 2024 summer season.

Natura 2000

Mawson Oy carries out its exploration activities across more than 40,000 Ha of exploration tenements in Finland. Seven percent of its permit, permit application or reservation areas are within EU-defined ‘Natura 2000’ biodiversity conservation areas (Kairamaat 2/3, Uusi Rumavuoma and Rompas exploration permit areas). Natura 2000 is not a system of strict nature reserves where all human activities are excluded and forms over 18% of the EU landmass and over 30% of Lapland’s area. The aim of the Natura 2000 network is to assure the long-term survival of Europe’s most valuable and threatened species and habitats. Development in Natura is defined by clear rules and the emphasis is on ensuring that future management is sustainable, ecologically, socially, and economically. On November 12, 2021 the Regional Council of Lapland (“Lapin Liitto”) approved the Lapland Agreement, which sets out the regional development program for 2022–2025 which specifically addresses support for the exploitation of ore deposits in Natura 2000 areas.

Several mining projects have been permitted and are in production in Natura 2000 areas within Europe, including Ada Tepe (gold mine, Bulgaria), Prosper Haniel (a now defunct coal mine in Germany) and Mechelse Heide Zuid (sand mine, Belgium). Anglo American is currently permitting the Sakatti Ni-Cu-PGE project for mining in Finland.

Given the Rajapalot Project's partial location in and adjacent to Natura 2000 areas, the Company focuses on minimizing the negative impacts of our activities and provides positive outcomes in terms of land management and biodiversity. These fundamental planning and regulatory decisions demonstrate the Company is working constructively with the regional and national authorities as well as the local stakeholder groups to develop the Rajapalot Project in a responsible and sustainable way.

Permits

Permit Type	Name	Mining Registry Number	Area (hectares)
Exploration Permit	Raja	ML2014:0061	883
Exploration Permit	Männistö	ML2016:0046	2,141
Exploration Permit	Korkiakoivikko ²	ML2012:0168	232
Exploration Permit	Kairamaat 2-3	ML2013:0041	1,462
Exploration Permit	Hirvimaa	ML2014:0033	1,007
Exploration Permit	Rompas	ML2014:0060	265
Exploration Permit	Kultamaat	ML2015:0005	1,717
Exploration Permit	Uusi Rumavuoma	ML2015:0042	1,293
Exploration Permit	Karsimaat	ML2014:0075	310
Exploration Permit	Kaitajärvi E-W	ML2014:0100	298
Exploration Permit	Kuusivaara ¹	ML2014:0077	596
Sub-Total			10,204
Reservation Notification	Ristipalo	VA2023:0014	29,234
Exploration Permit Application	Mäntylaenokka N -S	ML2015:0054	398
Exploration Permit Application	Takanenvuoma	ML2022:0015	660
Total			40,496

1. Under appeal

2. Extension process under way

The Rajapalot Project consists of 11 granted exploration permits for 10,204 hectares, a reservation notification area, and 2 exploration permit applications for a combined total of 40,496 hectares. The Rajapalot Project resource reported here occurs within two granted tenements (Kairamaat 2-3 and Hirvimaa which permits are in legal force).

Under the Finnish Mining Act, after an initial four year period exploration permits are subject to statutory three year renewals, and in Finland all administrative decisions made by government authorities are appealable. The Company's exploration work programs will be mainly conducted in the Kairamaat 2-3 and Hirvimaa exploration permit areas. Some exploration work will be commenced also in the Rompas trend area.

Finland

The revised PEA, published December 19, 2023, recommended the completion of a minimum 12 km drilling program in order to increase the current resource base of the Rajapalot Project. Also recommended in the report was the collection of more empirical engineering data, particularly geotechnical and hydrogeological, and completion of more detailed engineering studies to increase cost estimate accuracy is recommended following any resource updates. Further gold and cobalt metallurgical test work is necessary and will be used to refine recoveries and operating assumptions. Further cobalt marketing studies are necessary to improve the accuracy of the cobalt Net Smelter Return (NSR). Environmental baseline studies should continue in support of the in-progress EIA and land use planning process, including assessing opportunities to reduce reliance on fossil fuels and the carbon footprint of the Rajapalot Project.

Mawson Finland is following up on the recommendations of the report. Specifically, the Company has completed and reported results from 38 drill holes completed in 2024.

Other PEA recommendations that are ongoing include:

- Further drilling, with an aim to provide and deliver further mineralised material into resources during our 2025 winter drill campaign.
- De-risking current and future operations.
 - Further metallurgical test-work and flowsheet optimization for cobalt and gold
 - Options definition and assessment to optimize project configuration from a technical and permitting perspective
 - Ongoing baseline, EIA and land-use planning processes and hydro- and hydrogeological studies
 - Continuation of strong stakeholder cooperation in all levels (local, regional, governmental)
- Aim to define the Rajapalot Project as one of the strategic EU projects according to EU's CRMA

Qualified Person

Dr Thomas Fromhold, an employee of Fromhold Geoconsult AB and Member of the Australian Institute of Geoscientists, is a qualified person as defined by National Instrument 43-101 - Standards of Disclosure for Mineral Projects, has reviewed and verified the scientific and technical information provided under Exploration Projects of this MD&A and is responsible for the technical information not directly related to the MRE or PEA in this MD&A.

The PEA was prepared for the Company by independent consulting firm SRK Consulting (Finland) Oy with contributions from several Qualified Persons (as the term is defined in NI 43-101) with specific subject matter expertise including local consultancy Sweco Oy for process plant and infrastructure design and cost estimating, AFRY for mineral resource estimation, Paterson & Cooke Nordic AB for backfill, and Vahanen Environment for environmental and social assessment.

Selected Financial Data

The following selected financial information is derived from the unaudited condensed consolidated interim financial statements of the Company.

	Fiscal 2025	Fiscal 2024			Period From August 9, 2023 to Aug 31, 2023
	Three Months Ended August 31, 2024	Three Months Ended May 31, 2024	Three Months Ended Feb 29, 2024	Three Months Ended Nov 30, 2023	
	\$	\$	\$	\$	\$
Operations:					
Expenses	(765,796)	(765,549)	(586,132)	(66,281)	Nil
Other items	38,965	63,171	37,411	Nil	Nil
Net loss	(726,831)	(702,378)	(548,721)	(66,281)	Nil
Basic loss per share	(0.00)	(1.20)	(1.65)	(0.00)	(0.00)
Balance Sheet:					
Working capital (deficit)	4,517,134	3,108,446	4,482,915	(173,444)	100
Total assets	16,912,715	14,907,769	15,632,639	125,890	100
Total long-term liabilities	(430,267)	(455,638)	(580,385)	Nil	Nil

Results of Operations

The Company was incorporated on August 9, 2023 to conduct the Springtide Transaction. Other than the initial incorporation where the Company issued 500 common shares for \$100, no other activities were conducted during the comparative interim period from August 9, 2023 to August 31, 2023. On December 19, 2023 the Company completed the Springtide Transaction and Mawson Oy became a wholly-owned Finnish subsidiary of the Company and Mawson Oy's operations have been included in the consolidated accounts of the Company from the acquisition date.

Three Months Ended August 31, 2024 Compared to Three Months Ended May 31, 2024

During the three months ended August 31, 2024 (“Q1/2025”) the Company reported net loss of \$726,831 compared to a net loss of \$702,378 for the three months ended May 31, 2024 (“Q4/2024”), an increase in loss of \$24,453. The increase in loss is primarily due to a \$20,492 fluctuation in foreign exchange from a gain of \$16,655 in Q4/2024 to a loss of \$3,837 in Q1/2025.

Three Months Ended August 31, 2024 Compared to the Period Ended August 31, 2023

As the Company was incorporated on August 9, 2023 there are no meaningful comparative figures for the three months ended August 31, 2023.

During the three months ended August 31, 2024 the Company incurred a comprehensive loss of \$726,831. Significant general and administrative expenses of note are as follows:

- (i) \$28,799 for ongoing accounting and administration services of which \$15,800 was charged by Chase Management Ltd. (“Chase”), a private corporation owned by Mr. DeMare, the CFO and corporate secretary of the Company and \$12,999 was charged by a third party accounting firm for ongoing accounting for its subsidiary in Finland;
- (ii) \$31,255 for audit fees for the audit of the Company’s year-end consolidated financial statements;
- (iii) \$209,336 expensed for general legal services and costs associated with the filing and completion of the IPO;
- (iv) \$116,728 for share-based compensation on the vesting of share options and DSUs;
- (v) incurred director and office compensation of \$63,500. See “Related Parties Disclosures”;
- (vi) \$77,313 for corporate development expenses as the Company engaged various firms to provide corporate information through marketing campaigns;
- (vii) \$46,365 for regulatory fees mainly for the filing of the IPO;
- (viii) \$29,358 for professional fees, of which \$27,252 was for professional services incurred with the Company’s Finnish general manager; and
- (ix) \$44,918 for office and sundry expenses mainly for maintaining an office in Finland.

Financing Activities

Three Months Ended August 31, 2024

On July 23, 2024 the Company obtained a receipt for its final prospectus for its IPO and, on August 15, 2024, closed the IPO and issued 2,875,000 common shares at a price of \$1.00 per share, including 375,000 common shares following the exercise in full by the agent of its over-allotment option, for aggregate gross proceeds to the Company of \$2,875,000. In addition, on completion of the IPO, the 15,424,735 Special Warrants were deemed to be exercised and the Company issued 15,424,735 common shares without further consideration.

Period Ended May 31, 2024

During the period ended May 31, 2024 the Company issued 750,500 common shares, at \$0.20 per share, for \$150,100 cash, to Nuvolari Capital Limited (“Nuvolari”), a private company owned by the former President of the Company. The Company also completed the Non-Brokered Financing for \$15,424,735 and issued 15,424,735 Special Warrants. The Company paid a total of \$874,830 for finder’s fees and financial and legal services associated with the Non-Brokered Financing, of which \$394,627 was paid to Nuvolari.

Exploration and Evaluation Assets

The carrying costs of the Company’s exploration and evaluation assets are as follows:

	<u>As at August 31, 2024</u>			<u>As at May 31, 2024</u>		
	<u>Acquisition Costs \$</u>	<u>Deferred Exploration Costs \$</u>	<u>Total \$</u>	<u>Acquisition Costs \$</u>	<u>Deferred Exploration Costs \$</u>	<u>Total \$</u>
Finland						
Rajapalot Project	<u>6,802,865</u>	<u>4,084,773</u>	<u>10,887,638</u>	<u>6,764,557</u>	<u>3,468,460</u>	<u>10,233,017</u>

Exploration and evaluation activities incurred during the three months ended August 31, 2024 are as follows:

	Total \$
Balance at May 31, 2024	<u>10,233,017</u>
Exploration costs	
Assays	251,636
Consulting	60,930
Drilling	42,431
Exploration site	4,654
Field equipment	2,506
Field workers	13,018
Fuel	2,849
Geochemical	13,967
Geophysics	58,995
Salaries and benefits	161,304
Vehicle rental	<u>4,023</u>
	<u>616,313</u>
Acquisition costs	
Mining rights	<u>38,308</u>
Balance at August 31, 2024	<u>10,887,638</u>

During the three months ended August 31, 2024 the Company capitalized a total of \$654,621 to the Rajapalot Project, primarily for assaying and related costs on follow-up of the spring 2024 drilling campaign. See also “Property Assets and Exploration Activities - Exploration Works” in this MD&A for details.

Financial Condition / Capital Resources

As at August 31, 2024 the Company had working capital in the amount of \$4,517,134. To date the Company has not earned any revenue and is considered to be in the exploration stage. The Company’s operations are funded from equity financings which are dependent upon many external factors and may be difficult to impossible to secure or raise when required. Although management considers that the Company has adequate resources to maintain its core operations and planned exploration programs on its existing exploration and evaluation assets for the next twelve months, the Company also 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.

Off-Balance Sheet Arrangements

The Company has no off-balance sheet arrangements.

Proposed Transaction

The Company has no proposed transactions.

Critical Accounting Estimates

The preparation of financial statements in conformity with IFRS Accounting Standards requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenditures during the reporting period. Examples of significant estimates made by management include estimating the fair values of financial instruments and assumptions used for share-based compensation. Actual results may differ from those estimates.

A detailed summary of the Company’s critical accounting estimates and sources of estimation is included in Note 3 to the May 31, 2024 audited consolidated financial statements.

Changes in Accounting Policies

A detailed summary of all the Company’s significant accounting policies and accounting standards and interpretations issued but not yet effective, is included in Note 3 to the May 31, 2024 audited annual consolidated financial statements.

Financial Instruments and Risk Management

Categories of Financial Assets and Financial Liabilities

Financial instruments are classified into one of the following categories: fair value through profit or loss (“FVTPL”); amortized cost; and fair value through other comprehensive income (“FVOCI”). The carrying values of the Company’s financial instruments are classified into the following categories:

Financial Instrument	Category	August 31, 2024	May 31, 2024
		\$	\$
Cash	FVTPL	5,012,060	3,772,382
Bonds	Amortized cost	206,656	205,877
Accounts payable and accrued liabilities	Amortized cost	(667,536)	(702,669)
Lease liability	Amortized cost	(528,068)	(551,034)

The Company’s financial instruments recorded at fair value require disclosure about how the fair value was determined based on significant levels of inputs described in the following hierarchy:

- Level 1 - Quoted prices are available in active markets for identical assets or liabilities as of the reporting date. Active markets are those in which transactions occur in sufficient frequency and value to provide pricing information on an ongoing basis.
- Level 2 - Pricing inputs are other than quoted prices in active markets included in Level 1. Prices in Level 2 are either directly or indirectly observable as of the reporting date. Level 2 valuations are based on inputs including quoted forward prices for commodities and time value and volatility factors, which can be substantially observed or corroborated in the market place.
- Level 3 - Valuations in this level are those with inputs for the asset or liability that are not based on observable market data.

The recorded amounts for accounts payable and accrued liabilities approximate their fair value due to their short-term nature. The recorded amounts for lease liability approximate their fair value and they have interest at market rates for similar debt. The recorded amounts for cash and bonds approximate their fair value. The Company’s fair value of cash under the fair value hierarchy are measured using Level 1 inputs.

The Company’s risk exposures and the impact on the Company’s financial instruments are summarized below:

Credit Risk

Credit risk is the risk of loss associated with a counterparty’s inability to fulfill its payment obligations. The Company’s credit risk is primarily attributable to cash. Management believes that the potential loss related to the credit risk included in cash is remote.

Liquidity Risk

Liquidity risk is the risk that the Company will not have the resources to meet its obligations as they fall due. The Company manages this risk by closely monitoring cash forecasts and managing resources to ensure that it will have sufficient liquidity to meet its obligations. All of the Company’s financial liabilities are classified as current and are

anticipated to mature within the next fiscal period. The following table is based on the contractual maturity dates of financial assets and the earliest date on which the Company can be required to settle financial liabilities.

Contractual Maturity Analysis at August 31, 2024					
	Less than 3 Months \$	3 - 12 Months \$	1 - 5 Years \$	Over 5 Years \$	Total \$
Cash	5,012,060	-	-	-	5,012,060
Bonds	-	-	206,656	-	206,656
Accounts payable and accrued liabilities	(667,536)	-	-	-	(667,536)
Lease liability	(24,450)	(73,351)	(430,267)	-	(528,068)

Market Risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and commodity and equity prices. These fluctuations may be significant.

(a) Interest Rate Risk

The Company is exposed to interest rate risk to the extent that the cash bears floating rates of interest. The interest rate risk on cash and on the Company's obligations are not considered significant.

(b) Foreign Currency Risk

The Company's functional currency is the Canadian dollar. The Company maintains foreign currency bank accounts to support the cash needs of its foreign operations. Management believes the foreign exchange risk related to currency conversions is minimal and therefore does not hedge its foreign exchange risk. At August 31, 2024, 1 Canadian Dollar was equal to 0.67 Euro and 0.74 US Dollar.

	Euros	US Dollars	CDN \$ Equivalent
Cash	59,446	50,056	156,369
VAT receivable	36,762	-	54,869
Bonds	138,500	-	206,656
Accounts payable and accrued liabilities	(296,273)	-	(442,199)
	<u>(61,565)</u>	<u>50,056</u>	<u>(24,305)</u>

Based on the net exposures as of August 31, 2024 and assuming that all other variables remain constant, a 10% fluctuation on the Canadian Dollar against the Euro and US Dollar would result in the Company's net income or loss being approximately \$2,500 higher (or lower).

Capital Management

The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support the acquisition and exploration of mineral properties. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business. The Company defines capital that it manages as share capital, cash and cash equivalents and short-term investments. The Company will continue to assess new properties and seek to acquire an interest in additional properties if it feels there is sufficient geologic or economic potential and if it has adequate financial resources to do so. Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable.

Related Parties Disclosures

Key management personnel include those persons having authority and responsibility for planning, directing and controlling the activities of the Company as a whole. The Company has determined that key management personnel consists of members of the Company's Board of Directors and its executive officers.

(a) *Transactions with Key Management Personnel*

The following fees were incurred to current key management personnel during the three months ended August 31, 2024:

	\$
Professional fees - Ms. Noora Ahola - CEO and director	53,395
Professional fees - Mr. Neil MacRae - Executive Chairman and director	35,000
Professional fees - Mr. Patrick Soares - director	4,500
Professional fees - Mr. Bouke van't Riet - director	18,000
Professional fees - Mr. Nick DeMare - CFO and Corporate Secretary	6,000
	<u>116,895</u>

During the three months ended August 31, 2024 the Company incurred a total of \$116,895 to key management personnel for salaries and fees which have been allocated based on the nature of the services provided: expensed \$63,500 to directors and officers compensation; and capitalized \$53,395 to exploration and evaluation assets. As at August 31, 2024 \$15,000 (May 31, 2024 - \$13,500) remained unpaid.

In addition the Company recorded share-based compensation of \$54,793 on the vesting of share options and DSUs to its key management personnel as follows:

	\$
Mr. MacRae - share based compensation for DSUs	3,185
Ms. Soares - share based compensation for share options	20,363
Mr. van't Riet - share based compensation for share options	20,363
Mr. DeMare - share based compensation for share options	10,882
	<u>54,793</u>

- (b) During the three months ended August 31, 2024 the Company incurred a total of \$15,800 with Chase Management Ltd. ("Chase"), a private corporation owned by the CFO of the Company, for accounting and administration services provided by Chase personnel, excluding the CFO, and \$1,005 for rent. As at August 31, 2024 \$4,970 (May 31, 2024 - \$10,170) remained unpaid and has been included in accounts payable and accrued liabilities.

Outstanding Share Data

The Company's authorized share capital is unlimited common shares without par value. As at October 28, 2024 there were 19,050,235 common shares issued and outstanding. In addition, there were 1,190,000 share options outstanding, at an exercise price of \$1.15 per share, and 35,000 DSU outstanding.