

# MAWSON FINLAND LIMITED

## MANAGEMENT'S DISCUSSION AND ANALYSIS FOR THE NINE MONTHS ENDED FEBRUARY 28, 2025

This discussion and analysis of financial position and results of operation is prepared as at April 16, 2025 and should be read in conjunction with the unaudited condensed consolidated interim financial statements for the nine months ended February 28, 2025 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 Southern Cross Gold Consolidated Ltd. ("SXGC") (formerly *Mawson Gold Limited*), an arm's length publicly traded company, whereby SXGC agreed to sell all of the issued share capital and intercompany debt of its wholly-owned Finnish subsidiary, Mawson Oy, to

the Company. On December 19, 2023 the Company completed the Springtide Transaction and issued \$15,424,735 under a private placement financing.

On July 19, 2024 the Company submitted a prospectus for an initial public offering (the “IPO”) and raised a further \$2,875,000 on the sale of its common shares and 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.

On February 12, 2025 the Company announced that it had entered into an agreement with Stifel Nicolaus Canada Inc. to act as lead agent and sole bookrunner in connection with a “best efforts” private placement financing of common shares of the Company for aggregate gross proceeds of up to \$5,000,000. On February 12, 2025 the financing was upsize to gross proceeds of \$6,000,000. On March 5, 2025 the Company closed the \$6,000,000 brokered private placement financing and issued 3,157,895 common shares of the Company.

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. 38 holes, for a total of 11,376 m, was drilled and reported on the Rajapalot Project during the 2024 drilling season. Further 33 holes for a total of 11,397 m was drilled during the 2025 winter drill program, of which the results for 6 of these 2025 drillholes have been published so-far. The Company completed the first phase of the Environmental Impact Assessment procedure (“EIA Program”) for the Rajapalot gold-cobalt Project and continues into the EIA Report phase. The EIA procedure is a requirement for finalizing the land use plans and obtaining the environmental and mining permits.

## **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***

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 SXGC’s prior work programs. A preliminary economic assessment (“PEA”) prepared and published by, SXGC, reported a significant greenfield discovery. The PEA, published November 29, 2022, outlined an after-tax net present value discounted at a rate of 5% (“NPV<sub>5</sub>”) 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.

<b>Zone</b>	<b>Cut-off (AuEq<sup>1</sup>)</b>	<b>Tonnes (kt)</b>	<b>Au (g/t)</b>	<b>Co (ppm)</b>	<b>Au (koz)</b>	<b>Co (tonnes)</b>
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
<b>Total Inferred Resources</b>		<b>9,780</b>	<b>2.8</b>	<b>441</b>	<b>867</b>	<b>4,311</b>

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 (AuEq<sup>1</sup> 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.

#### *Winter Drilling Program 2024*

A 11,376 m drill program commenced in January 2024 with three drilling rigs. 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. All results from this program were published in 2024.

#### *Winter Drilling Program 2025*

Four diamond drill rigs were mobilized and initiated drilling at Rajapalot. Drilling began on January 3, 2025 and was finalized on April 1, 2025. Owing to a short winter/early spring, the aim of 12,000 meters was not reached and the drill program was finalized at 11,397 meters due to sub-optimal ground conditions from the early thaw. The program concluded with 33 drillholes, of which five were continuations/tails on existing drillholes, three were wedge collared at depth from existing drillholes, and a further three drillholes were abandoned before target depth due to excessive deviations. Primary focus for drilling at Rajapalot for the 2025 winter season was to extend the drilling footprint

outside of the existing inferred resource base at Rajapalot in the attempt to define additional gold-cobalt mineralized material. In total, 30 of the 33 drillholes were drilled with resource-expansion objectives. Three drillholes were drilled on our secondary 'target-test' objectives.

Results for the first six logged and assayed drill holes at Rajapalot demonstrated gold-cobalt mineralized extensions are present in the deeper portions of the Palokas and South Palokas zones of mineralization, as well as in the shallower portions of the Raja zone of mineralization.

*South Palokas:* To date, a single 1,004 metre drillhole PAL0373 - the deepest ever drilled at Rajapalot - has been completed at South Palokas, where it successfully penetrated the modelled deep, southern conductive anomaly returning a significant intercept of 5 m @ 0.58 g/t Au from 785.65 metres downhole. Drilling deviation resulted in the drillhole passing through the modelled conductor deeper than anticipated, piercing the conductive body in its lower margin. This intercept demonstrates the steeply-dipping, depth-continuation of South Palokas, representing an approximate 120m step-out in the plane of mineralization. Further drilling will be carried out in order to define geometry and test for high-grade mineralization in the core-portions of the modelled conductive zone.

*Palokas:* To date, 3 drillholes have been completed at Palokas zone of gold-cobalt mineralization, of which PAL0380 has returned a dispersed mineralized zone consisting of 5 separated intercepts recording a best of 6 m @ 1.03 g/t gold, and 7 m @ 0.57 g/t gold. Drillhole PAL0377 did not record any significant intercept, and drillhole PAL0382 awaits logging, sampling and assay.

*Raja:* To date, 4 drillholes have been completed at Raja, with significant intercepts recorded in holes PAL0374 (0.5 m @ 0.85 g/t gold), PAL0376 (6.2 m @ 2.42 g/t gold) and PAL0378 (best intercept of 8 m @ 1.22 g/t gold). Importantly, drillhole PAL0378 intercepted the modelled downhole-EM conductor situated in the footwall-zone below the main Raja lens of mineralisation, confirming gold-mineralisation in this conductive anomaly, returning a 2.05 metre thick gold-bearing interval of 1.29 g/t gold (refer to Figure 3).

Results for the remaining drillholes will be published in due course as sampling is completed and assay results returned.

### ***Other Exploration Activities***

During the winter periods of 2024 and 2025, extensive downhole EM ("DHEM") geophysical surveys were completed around the larger periphery of the Rajapalot mineralized zones in order to search for further conductive anomalies that may be a sign of further gold-cobalt mineralized systems. Additionally, a planned 600 holes of base-of-till ("BOT") geochemical survey have been initiated in January 2025 with approximately 380 holes completed by the end of February 2025.

### ***Geophysics***

In December 2024 to January 2025, a series of downhole-EM surveys were carried out in the lower portions of the Raja zone in order to search for any conductive bodies in and around the historical deeper drilling. Downhole probes were sent down drillholes PAL0180, PAL0230 and PAL169, where each detected a series of off-hole conductive anomalies. Most notably, a conductive anomaly was detected below and to the immediate south of drillhole PAL0180, with the modelled EM-plate measuring 150 x 75 meters, dipping shallowly to the north-west, with the center of the modelled plate located approximately 640 meters below surface in the down-plunge projection of the Raja mineralized system.

A further three areas of interest located in the south-western periphery of Rajapalot (immediately to the west and south-west of Rumajärvi prospect) were investigated for sub-surface EM anomalies concurrently with the Raja areas of interest. Processing and modelling of this dataset is ongoing, with result to be reported as they come to hand.

### *Base-of-Till Geochemistry*

A BOT drilling program began on January 10, 2025 targeting the bed-rock source of multiple B-horizon geochemical anomalies as defined in our 2024 geochemical sampling program. In addition to these geochemically derived targets, some BOT drilling lines are located over the top of sub-surface structural/litho-structural features in which gold mineralization and mineralizing system may be hosted. Due to unforeseen industrial action at the ALS laboratory facilities in Finland, assay results for the BOT program has been delayed, and in combination with the early thaw observed at Rajaplot, no diamond drilling follow-up of any generated BOT anomalies has taken place. Results from this years BOT program will be published as they come to hand.

BOT drillholes are typically short vertical holes (0.5 - 10 m depth) that are drilled by a percussion drill-rig to collect a sample from the bedrock-regolith interface. These samples are thought to represent regolith material that is derived from either (i) the bedrock it lies upon, or (ii) eroded or plucked rock material that has minimal transport distance (usually assumed to be less than 20 m of horizontal movement). BOT samples that return assay results above normal background readings of their desired metals (in this case gold and cobalt) are considered anomalous and present exploration targets for further assessment and follow-up.

### *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 Oy 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). The verification process was finalized with excellent results in December 2024.
- 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”) provided their statement of the program in late November 2024. The Company will now continue with further environmental and technical studies to provide information for the second phase of the EIA process where the actual impacts of mining operations will be assessed and reported.

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 and early 2025. 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. The Company received a lot of useful feedback and information from these events and meetings. Feedback received can and will be utilized in the further planning and development of the project.

Environmental baseline studies and surveillance for the EIA report and permitting purposes will be continued in 2025. These environmental studies and monitorings will be continued especially throughout the 2025 summer season but partly all around the year. Some new study areas, based to the possible mine site alternatives presented in the EIA Program and locating around and nearby Rajapalot, are also inventoried more detailed during the summer. Baseline inventories include for example the habitat types, species, water and hydrological studies.

#### *Natura 2000*

Mawson Oy carries out its exploration activities across more than 11,000 Ha of exploration tenements in Finland. Three permit 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. Sakatti project located in Natura 2000 area, as well as in national conservation area, applied the “Strategic Project” status from the EU Commission in 2024 and was chosen as one in March 2025. Mawson will apply for the status when the technical planning has been further advanced.

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	ML2012:0168	232
Exploration Permit	Kairamaat 2-3	ML2013:0041	1,462
Exploration Permit	Hirvima <sup>2</sup>	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 <sup>1</sup>	ML2014:0077	596
Exploration Permit	Mäntylaenokka N-S <sup>1</sup>	ML2015:0054	398
Exploration Permit	Takanenvuoma <sup>1</sup>	ML2022:0015	660
<b>Sub-Total</b>			<b>11,262</b>
<b>Reservation Notification</b>	None	-	-
<b>Total</b>			<b>11,262</b>

1. Under appeals in Northern Finland Administrative Court

2. Expired on February 20, 2025; extension process going on

The Rajapalot Project consists of 13 granted exploration permits for 11,262 hectares. The Rajapalot Project resource reported here occurs within two granted tenements (Kairamaat 2-3 and Hirvima<sup>2</sup>).

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 Hirvima<sup>2</sup> exploration permit areas. Some exploration work will be commenced also in the other permit areas such as Uusi Rumavuoma and 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.

The Company is following up on the recommendations of the report. Specifically, the Company has completed and reported results from 38 drill holes completed in 2024. Additional drill program of 11,397 meters and containing 33 holes was finalized in early April 2025. The results will be published during the spring and summer 2025.

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			
	Three Months Ended Feb 28, 2024 \$	Three Months Ended Nov 30, 2024 \$	Three Months Ended Aug 31, 2024 \$	Three Months Ended May 31, 2024 \$	Three Months Ended Feb 29, 2024 \$	Three Months Ended Nov 30, 2023 \$	Period From Aug 9, 2023 to Aug 31, 2023 \$
<b>Operations:</b>							
Expenses	(433,252)	(672,382)	(765,796)	(765,549)	(586,132)	(66,281)	Nil
Other items	6,715	38,389	38,965	63,171	37,411	Nil	Nil
Net loss	(426,537)	(633,993)	(726,831)	(702,378)	(548,721)	(66,281)	Nil
Basic loss per share	(0.02)	(0.03)	(0.00)	(1.20)	(1.65)	(0.00)	(0.00)
<b>Balance Sheet:</b>							
Working capital (deficit)	(502,999)	2,939,971	4,517,134	3,108,446	4,482,915	(173,444)	100
Total assets	18,226,861	16,079,527	16,912,715	14,907,769	15,632,639	125,890	100
Total long-term liabilities	(377,591)	(404,257)	(430,267)	(455,638)	(580,385)	Nil	Nil

## Results of Operations

The Company was incorporated on August 9, 2023 to conduct the Springtide Transaction as described in "Company Overview". Other than the initial incorporation where the Company issued 500 common shares for \$100, no other activities were conducted during the interim period from August 9, 2023 to August 31, 2023 and very limited activity during the three months ended November 30, 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 February 28, 2025 Compared to Three Months Ended November 30, 2024*

During the three months ended February 28, 2025 ("Q3") the Company reported a comprehensive loss of \$426,537 compared to a comprehensive loss of \$633,993 for the three months ended November 30, 2024 ("Q2"), a decrease in



loss of \$207,456. The decrease in loss is primarily due to a \$239,130 decrease in general and administrative expenses, from \$672,382 during Q2 to \$433,252 in Q3. During Q2 the Company incurred corporate development costs of \$237,600 compared to \$24,230 in Q3 due to several marketing campaigns conducted in Q2.

#### *Nine Months Ended February 28, 2025 Compared to the Period Ended February 29, 2024*

As the Company was incorporated on August 9, 2023, the comparative figures for the period ended February 29, 2024 are only for approximately six months of operations.

During the nine months ended February 28, 2025 (“2025 period”) the Company reported a comprehensive loss of \$1,787,361 compared to a comprehensive loss of \$615,002 during the period ended February 29, 2024 (“2024 period”), an increase of \$1,172,359. The increase is primarily due to a \$1,219,017 increase in general and administrative expenses, from \$652,413 during 2024 period to \$1,871,430 during 2025 period. Significant general and administrative expenses of note are as follows:

- (i) \$84,430 (2024 - \$44,245) for accounting and administration services of which \$47,800 (2024 - \$36,500) was charged by Chase Management Ltd. (“Chase”), a private corporation controlled by Mr. DeMare, the CFO and corporate secretary of the Company and \$36,630 (2024 - \$7,845) was charged by a third-party accounting firm for services provided to its subsidiary in Finland;
- (ii) incurred \$339,143 (2024 - \$14,576) for corporate development expenses. During the 2025 period the Company engaged various firms to provide corporate information through marketing campaigns;
- (iii) incurred director and officer compensation of \$190,500 (2024 - \$61,853). See “Related Parties Disclosures”;
- (iv) incurred legal fees of \$222,742 (2024 - \$47,533) for legal costs associated with the filing and completion of the IPO;
- (v) incurred \$183,841 (2024 - \$60,633) for office expenses of which \$142,700 (2024 - \$48,049) was incurred for maintaining an office in Finland;
- (vi) \$54,202 (2024 - \$15,721) for regulatory fees mainly for the filing of the IPO;
- (vii) recognized \$212,288 (2024 - \$91,012) for share-based compensation on the granting and vesting of share options and DSUs; and
- (viii) incurred travel costs of \$150,035 (2024 - \$14,828).

The Company is in the exploration stage of exploring and evaluating its unproven mineral interests, it has no source of operating revenue. Interest income is generated from cash on deposit and short-term money market instruments issued by major financial institutions. During the 2025 period the Company reported interest income of \$107,440 compared to \$41,833 during the 2024 period due to higher interest rates received during the 2025 period.

#### **Financing Activities**

##### *Nine Months Ended February 28, 2025*

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:

Update from F/S	As at February 28, 2025			As at May 31, 2024		
	Acquisition Costs \$	Deferred Exploration Costs \$	Total \$	Acquisition Costs \$	Deferred Exploration Costs \$	Total \$
Finland						
Rajapalot Project	<u>7,100,841</u>	<u>7,779,971</u>	<u>14,880,812</u>	<u>6,764,557</u>	<u>3,468,460</u>	<u>10,233,017</u>

Exploration and evaluation activities incurred during the nine months ended February 28, 2025 are as follows:

	Total \$
<b>Balance at May 31, 2024</b>	<u>10,233,017</u>
<b>Exploration costs</b>	
Assays	617,781
Consulting	243,020
Drilling	2,315,856
Exploration site	1,059
Field equipment	16,771
Field workers	55,425
Fuel	14,130
Geochemical	22,836
Geological	10,268
Geophysics	407,443
Salaries and benefits	626,970
Travel	4,010
Vehicle rental	12,085
Government assistance	<u>(36,143)</u>
	<u>4,311,511</u>
<b>Acquisition costs</b>	
Mining rights	<u>336,284</u>
<b>Balance at February 28, 2025</b>	<u>14,880,812</u>

During the nine months ended February 28, 2025 the Company capitalized a total of \$4,647,795 to the Rajapalot Project, primarily for assaying and related costs on follow-up of the spring 2024 drilling campaign and completion of the EIA Program. See also "Property Assets and Exploration Activities - Exploration Work" in this MD&A for details.

## Financial Condition / Capital Resources

The Company was recently established and has not commenced operations and to date has incurred losses. At February 28, 2025 the Company had a working capital deficit of \$502,999. On March 5, 2025 the Company completed a private placement financing of \$6,000,000. With the recent equity financing management considers that the Company has adequate resources to maintain its core operations, conduct planned exploration programs on its existing exploration and evaluation assets and discharge its obligations as they become due in 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	February 28, 2025 \$	May 31, 2024 \$
Cash	FVTPL	1,646,697	3,772,382
Bonds	Amortized cost	213,850	205,877
Accounts payable and accrued liabilities	Amortized cost	(2,994,335)	(702,669)
Lease liability	Amortized cost	(480,385)	(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.

	<b>Contractual Maturity Analysis at February 28, 2025</b>				
	<b>Less than 3 Months \$</b>	<b>3 - 12 Months \$</b>	<b>1 - 5 Years \$</b>	<b>Over 5 Years \$</b>	<b>Total \$</b>
Cash	1,646,697	-	-	-	1,646,697
Bonds	-	-	213,850	-	213,850
Accounts payable and accrued liabilities	(2,994,335)	-	-	-	(2,994,335)
Lease liability	(25,698)	(88,055)	(377,591)	-	(480,385)

### *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 February 28, 2025, 1 Canadian Dollar was equal to 0.67 Euro and 0.69 US Dollar.

	<b>Euros</b>	<b>US Dollars</b>	<b>CDN \$ Equivalent</b>
Cash	339,513	11,672	523,607
VAT receivable	340,703	-	508,511
Bonds	142,500	-	213,850
Accounts payable and accrued liabilities	<u>(1,942,716)</u>	<u>-</u>	<u>(2,899,576)</u>
	<u>(1,120,000)</u>	<u>11,672</u>	<u>(1,653,608)</u>

Based on the net exposures as of February 28, 2025 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 \$177,000 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 nine months ended February 28, 2025 and the period ended February 29, 2024:

	2025 \$	2024 \$
Professional fees - Ms. Noora Ahola - CEO and director	145,670	46,727
Professional fees - Mr. Neil MacRae - Executive Chairman and director	105,000	49,853
Professional fees - Mr. Patrick Soares - director	13,500	3,000
Professional fees - Mr. Bouke van't Riet - director	54,000	10,309
Professional fees - Mr. Nick DeMare - CFO and Corporate Secretary	18,000	6,000
	<u>336,170</u>	<u>115,889</u>

During the nine months ended February 28, 2025 the Company incurred a total of \$336,170 (2024 - \$115,889) to key management personnel for salaries and fees which have been allocated based on the nature of the services provided: expensed \$190,500 (2024 - \$61,853) to directors and officers compensation; and capitalized \$145,670 (2024 - \$54,036) to exploration and evaluation assets. As at February 28, 2025 \$6,000 (May 31, 2024 - \$13,500) remained unpaid.

In addition the Company recorded share-based compensation of \$107,570 (2024 - \$74,197) on the vesting of share options and DSUs to its key management personnel as follows:

	2025 \$	2024 \$
Ms. Ahola - share based compensation for share options	-	10,862
Mr. MacRae - share based compensation for share options	-	14,483
Mr. MacRae - share based compensation for DSUs	3,219	23,650
Ms. Soares - share based compensation for share options	43,855	9,603
Mr. van't Riet - share based compensation for share options	43,855	9,603
Mr. DeMare - share based compensation for share options	16,641	5,996
	<u>107,570</u>	<u>74,197</u>

(b) During the nine months ended February 28, 2025 the Company incurred a total of \$47,800 (2024 - \$36,500) with Chase, a private corporation owned by Mr. DeMare, the CFO of the Company, for accounting and administration services provided by Chase personnel, excluding the CFO, and \$3,015 (2024 - \$670) for rent. As at February 28, 2025 \$335 (May 31, 2024 - \$10,170) remained unpaid and has been included in accounts payable and accrued liabilities.

(c) Peterson McVicar LLP ("Peterson"), of which Mr. Dennis Peterson, a former director of the Company, is a partner of Peterson, provided legal services to the Company. During the period ended February 29, 2024 the

Company incurred \$222,091 for services provided by Peterson, of which \$185,827 was rendered while Mr. Peterson was a director of the Company.

- (d) During the period ended February 29, 2024 the Company issued 750,500 common shares of the Company to Nuvolari for \$150,100 cash and also paid Nuvolari \$394,627 for financial services provided on the Special Warrants Financing.
- (e) During the period ended February 29, 2024, current and former officers and directors of the Company purchased a total of 1,417,500 Special Warrants from the Non-Brokered Financing.

#### **Outstanding Share Data**

The Company's authorized share capital is unlimited common shares without par value. As at April 16, 2025 there were 22,208,130 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 DSUs outstanding.