

## **MAWSON RESOURCES LIMITED**

#1305 - 1090 West Georgia Street  
Vancouver, BC, V6E 3V7

### **NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS**

NOTICE IS HEREBY GIVEN that the annual general meeting (the "Meeting") of shareholders of Mawson Resources Limited (hereinafter called the "Corporation") will be held at Suite 1305, 1090 West Georgia Street, Vancouver, British Columbia, Canada, on Friday, the 18<sup>th</sup> day of November, 2016, at 10:00 AM (Pacific), for the following purposes:

1. To receive the President's Report to the Shareholders of the Corporation;
2. To receive the audited consolidated financial statements of the Corporation for its financial year ended May 31, 2016 together with the related management's discussion and analysis and report of the auditors thereon;
3. To determine the number of directors at six (6);
4. To elect directors for the ensuing year;
5. To appoint D&H Group LLP, Chartered Accountants, as the auditor of the Corporation for the ensuing year and to authorize the directors to fix the auditor's remuneration; and
6. To consider and, if thought fit, to pass with or without variation, an ordinary resolution to approve the extension of the terms of certain share purchase warrants of the Corporation held by insiders of the Corporation, as more particularly described in the accompanying information circular of the Corporation.

Accompanying this Notice of Meeting is the President's Report, as well as an Information Circular, a form of Proxy and an annual request form for Annual and Interim Financial Statements. The Information Circular provides information relating to the matters to be addressed at the Meeting and is incorporated into this Notice.

To be valid, the accompanying form of Proxy, duly completed, dated and signed, must arrive at the office of the registrar and transfer agent of the Corporation, Computershare Investor Services Inc., not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time for holding the Meeting or delivered to the Chairman of the Meeting on the day of the Meeting prior to the commencement of the Meeting.

If you are a non-registered shareholder of the Corporation and received this Notice of Meeting and accompanying materials through a broker, a financial institution, a participant, a trustee or administrator of a self-administered retirement savings plan, retirement income fund, education savings plan or other similar self-administered savings or investment plan registered under the Income Tax Act (Canada), or a nominee of any of the foregoing that holds your security on your behalf (the "Intermediary"), please complete and return the materials in accordance with the instructions provided to you by your Intermediary.

DATED at Vancouver, British Columbia, this 14<sup>th</sup> day of October, 2016.

BY ORDER OF THE BOARD

***"Michael Hudson"***

Michael Hudson,  
President & Chief Executive Officer