

MAWSON

1305 – 1090 West Georgia Street, Vancouver, BC, V6E 3V7
Phone: +1 604 685 9316 / Fax: +1 604 683 1585

NEWS RELEASE

February 07, 2018

NOT FOR DISTRIBUTION TO U.S. NEWSWIRE SERVICES OR FOR RELEASE, PUBLICATION, DISTRIBUTION OR DISSEMINATION DIRECTLY, OR INDIRECTLY, IN WHOLE OR IN PART, IN OR INTO THE UNITED STATES.

MAWSON ANNOUNCES C\$8.1 MILLION STRATEGIC INVESTMENT BY GOLDCORP INC.

Vancouver, Canada – **Mawson Resources Limited** (“Mawson”) or (the “Company”) (TSX:MAW) (Frankfurt:MXR) (PINKSHEETS:MWSNF) is pleased to announce a private placement financing pursuant to which Goldcorp Inc. (TSX:G; NYSE:GG) (“Goldcorp”) will subscribe for 18,000,000 units (the “Units”) at a price of C\$0.45 per Unit (“the **Issue Price**”) for gross proceeds of C\$8,100,000 (the “**Placement**”). Each Unit will be comprised of one common share and one half of one common share purchase warrant, with each whole warrant (a “**Warrant**”) exercisable to acquire one additional common share at a price of \$0.65 per common share for a period of two years from closing of the Placement.

Pursuant to the exercise of pre-existing participation rights by certain existing shareholders of Mawson, it is anticipated that up to an additional 1,000,000 Units will be issued at the Issue Price for additional gross proceeds of up to C\$450,000.

Michael Hudson, Chairman & CEO of Mawson commented, *“We are very pleased to welcome Goldcorp as a strategic shareholder. With the support of both Goldcorp and our existing shareholders we will continue to aggressively explore our district-scale Rajapalot-Rompas gold project which represents one of Finland’s most significant gold discoveries.”*

Upon closing of the Placement, Goldcorp will become an insider of Mawson holding 18,000,000 common shares of Mawson and 9,000,000 warrants (the “**Goldcorp Warrants**”) representing approximately 12.7% of the issued and outstanding shares of Mawson on a non-diluted basis and 17.9% on a partially diluted basis, assuming full exercise of the Goldcorp Warrants.

On completion of the Placement, the Company and Goldcorp will enter into an investor rights agreement where, for as long as Goldcorp holds 7.5% or greater of the Company’s outstanding shares, Goldcorp will have certain rights, including:

- the right to participate in any future equity financings undertaken by Mawson in order to allow Goldcorp to maintain its then percentage ownership interest in Mawson;
- the right to acquire such additional number of common shares of Mawson in future financings undertaken by Mawson such that Goldcorp’s ownership percentage on closing of such financing would equal up to 19.9% (on a partially-diluted basis);
- the right to request that Mawson form a Technical Committee and the right to appoint 50% of the members of such Technical Committee; and

Macquarie Capital Markets Canada Ltd. is acting as financial advisor to Mawson and will receive an advisory fee in connection with Goldcorp’s participation in the Placement.

The Company plans to use the net proceeds of the Placement to explore its mineral properties located in Finland (the “**Finland Properties**”) and for corporate general and administrative expenses.

The securities issued under the Placement will be subject to a four-month hold period from the date of closing. The closing of the Placement is subject to, among other things, acceptance from the Toronto Stock Exchange. Closing of the Placement is expected to occur on or about February 14, 2018.

This news release does not constitute an offer to sell or a solicitation of an offer to buy any of the securities in the United States. The securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the “**U.S. Securities Act**”) or any state securities laws and may not be offered or sold within the United States or to U.S. Persons unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available.

Early Warning Disclosure

Mawson has been advised that Goldcorp will acquire ownership of 18,000,000 Units at a subscription price of C\$0.45 per Unit for a total purchase price of C\$8,100,000. Accordingly, Goldcorp will acquire ownership of (i) 18,000,000 Common Shares, representing 12.7% of the issued and outstanding Common Shares, and (ii) 9,000,000 Warrants, representing approximately 35.6% of the issued and outstanding Warrants. Following the acquisition, Goldcorp will own 18,000,000 Common Shares, representing approximately 12.7% of the issued and outstanding Common Shares and 9,000,000 Warrants, representing approximately 35.6% of the issued and outstanding Warrants. Should Goldcorp exercise all of the Warrants, Goldcorp would hold 27,000,000 Common Shares representing approximately 17.9% of the issued and outstanding Common Shares (on a partially diluted basis). Prior to this acquisition, Goldcorp does not own any securities of Mawson. Goldcorp will acquire the securities for investment purposes. Goldcorp will evaluate its investment in Mawson from time to time and may, based on such evaluation, market conditions and other circumstances, increase or decrease shareholdings as circumstances require. The exemption relied on for the acquisition of the Units is Section 2.3 of National Instrument 45-106 – Prospectus and Registration Exemptions. A copy of the Early Warning report filed by Goldcorp in connection with the acquisition is available on Mawson's SEDAR profile. Goldcorp's head office is located at Suite 3400 – 666 Burrard St. Vancouver, BC, V6C 2X8.

About Mawson Resources Limited (TSX:MAW, FRANKFURT:MXR, PINKSHEETS:MWSNF)

[Mawson Resources Limited](#) is an exploration and development company. Mawson has distinguished itself as a leading Nordic Arctic exploration company with a focus on the flagship Rompas and Rajapalot gold projects in Finland.

On behalf of the Board,

"Michael Hudson"

Michael Hudson, Chairman & CEO

Further Information

www.mawsonresources.com

1305 – 1090 West Georgia St., Vancouver, BC, V6E 3V7
Mariana Bermudez (Canada), Corporate Secretary, +1 (604)
685 9316, info@mawsonresources.com

Forward-Looking Statement

This news release contains forward-looking statements or forward-looking information within the meaning of applicable securities laws (collectively, "forward-looking statements"). All statements herein, other than statements of historical fact, are forward-looking statements. Although Mawson believes that such statements are reasonable, it can give no assurance that such expectations will prove to be correct. Forward-looking statements are typically identified by words such as: believe, expect, anticipate, intend, estimate, postulate, and similar expressions, or are those, which, by their nature, refer to future events. Mawson cautions investors that any forward-looking statements are not guarantees of future results or performance, and that actual results may differ materially from those in forward-looking statements as a result of various factors, including, but not limited to, negotiation of definitive agreements with Goldcorp, closing of the Placement, proposed use of the net proceeds of the Placement, capital and other costs varying significantly from estimates, changes in world metal markets, changes in equity markets, planned drill programs and results varying from expectations, delays in obtaining results, equipment failure, unexpected geological conditions, local community relations, dealings with non-governmental organizations, delays in operations due to permit grants, environmental and safety risks, and other risks and uncertainties disclosed under the heading "Risk Factors" in Mawson's most recent Annual Information Form filed on www.sedar.com. Any forward-looking statement speaks only as of the date on which it is made and, except as may be required by applicable securities laws, Mawson disclaims any intent or obligation to update any forward-looking statement, whether as a result of new information, future events or results or otherwise.