MAWSON RESOURCES LIMITED

MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE SIX MONTHS ENDED NOVEMBER 30, 2010

Background

This discussion and analysis of financial position and results of operation is prepared as at January 12, 2011, and should be read in conjunction with the unaudited interim consolidated financial statements and the accompanying notes for the six months ended November 30, 2010 of Mawson Resources Limited ("Mawson" or the "Company"). Those interim consolidated financial statements have been prepared in accordance with Canadian generally accepted accounting principles ("Canadian GAAP"). Except as otherwise disclosed, all dollar figures included therein and in the following management discussion and analysis ("MD&A") are quoted in Canadian dollars. Additional information relevant to the Company's activities can be found on SEDAR at www.sedar.com and the Company's website www.mawsonresources.com.

Company Overview

The Company's common shares trade on the Toronto Stock Exchange ("TSX") under the symbol "MAW" and on the Frankfurt Stock Exchange under the trading symbol "MRY".

Mawson is a resource acquisition and development company with metal and energy interests with a focus on the recently discovered high-grade Rompas gold-uranium deposit in northern Finland and the high-grade gold-copper Alto Quemado project in southern Peru. The Company's portfolio also includes various uranium resource projects in Sweden and Finland.

Mawson has distinguished itself as the leading Scandinavian uranium exploration company, with advanced projects in Sweden and Finland. As the European Union moves to reduce its reliance on carbon-based energy sources and continues to debate energy security, Mawson is well positioned to provide Europe with the option to fuel its future.

Corporate Update

During October 2010, Mawson entered into a subscription agreement with a fund managed by The Sentient Group ("Sentient"), an independent private equity firm that manages over US $1.4 billion of investments in the global resources industry, whereby Sentient purchased, on a private placement basis, 5,000,000 units at a price of $0.79 per unit (the "Private Placement"). Each unit consisted of one common share and one half common share purchase warrant (each whole common share purchase warrant, a "Warrant"). Each Warrant entitles Sentient to purchase one additional common share for a period of two years at a price of $1.20 per share.

Upon closing of the Private Placement, Sentient became an insider of Mawson. Pursuant to the terms of the Private Placement, Sentient has the right to participate in all future equity offerings of Mawson on the same terms and conditions as may be offered to other participants of such future equity financings to maintain its pro rata ownership.

Concurrently with the Private Placement, Mawson undertook a further 2,000,000 unit financing (the "Additional Financing") at $0.79 per unit under the same unit and warrant terms as those under the Private Placement.

Also during the period the Company formed an Advisory Board to counsel the Company's CEO and corporate Board of Directors in matters related to continuing exploration and development of its Scandinavian and South American exploration projects. Three initial appointees to the Advisory Board bring considerable depth of experience in European uranium and gold exploration, business development and financial matters. The three initial appointees to the Advisory Board are:

- Dr. Claude Caillat PhD (Geology). Dr Caillat is currently the Senior Expert Geologist for Areva NC's Mining Business Unit based in Paris. He has worked with Areva or associated companies for more than 30 years. He started his career exploring for in uranium in Africa and then later focused in Canada. He was the Managing Director of COGEMA's local Swedish company from 1990 to 1997 and was involved in exploration programs for uranium and gold in Sweden, Finland and Russia. Dr Caillat was General Director of Areva's Russian subsidiary until 2009.

- Mr. Colin Maclean B.A. (First Class Honours Geology). Mr Maclean is Deputy Chairman and a founding partner of Sentient. For the past nine years he has stewarded Sentient's investments as a director of the investee companies under his direct responsibility. Prior to joining Sentient, he spent 14 years in funds management at the Private Capital division of the AMP Society, then Australia's foremost investing institution. Prior to AMP, he spent 15 years as an exploration geologist, mainly with the Exxon Minerals group, exploring for uranium and other ore deposit types in Australia, South Africa, the USA and Europe. His most senior role was Exploration Manager for Exxon Minerals Germany, where his team was successful in delineating a uranium deposit.

- Mr. Phillip Williams B.Comm., CFA (Commerce). Mr Williams has 10 years financial market experience with a focus on junior resource companies. Mr. Williams' expertise includes evaluating new opportunities and raising funds. He is currently Vice-President of Business Development with Pinetree Capital Ltd ("Pinetree"). Previously he spent many years working for several institutional brokerage firms in the equity research department. Most recently, he was a uranium analyst focused on companies with advanced development projects worldwide. Mr. Williams is a chartered financial analyst.

Areva, Sentient and Pinetree hold, respectively, 4,700,000, 5,000,000 and 4,200,000 common shares, and rights to acquire an additional 4,200,000, 2,500,000 and 1,100,000 common shares respectively of Mawson upon exercise of certain convertible securities. Mawson currently has 50,555,753 shares outstanding.

Additionally the Company has entered into option agreements with the shareholders of Altynor Peru S.A.C. ("Altynor Peru"), whereby the Company has been granted the option to purchase a 100% ownership interest in Altynor Peru. Altynor Peru holds an option to purchase 100% of the Alto Quemado gold-copper project from Alto Quemado Mining Company SAC ("AQMC"). The 100% acquisition terms from arms length parties are based on making staged payments of US $50,000 on signing, US $550,000 on receipt of permits to drill and US $900,000 should the option with AQMC be triggered.

SCANDINAVIAN PROJECTS

Mawson's exploration focus in Scandinavia is on the Rompas gold-uranium project in Finland and the Hotagen uranium project in Sweden.

Finland

As part of the Areva transaction in April 2010, an active exploration program at Rompas was initiated during the last half 2010, which consisted of airborne geophysics, geochemical sampling and geological mapping. Subsequently, Mawson has significantly increased its tenure at the 100% owned Rompas property. New Claim Reservations have been granted for 38,510 Ha providing Mawson with a contiguous block of 134,429 Ha in the Rompas project area which consists of 132,890 Ha of Claim Reservations and 2,539 Ha of Claim Applications.

Other areas acquired from Areva are the *Riutta* granted claims in south eastern Finland which comprise 10 claims for approximately 790 hectares, and the *Asento* claims, located near to the Rompas area, which consist of 37 claim applications for approximately 3,556 hectares.

In other areas the Company holds two granted claims for 196 hectares.

Rompas Gold - Uranium Project

Rompas is a new gold and uranium discovery made by Areva in 2008 which was acquired as part of the purchase of Areva's Finnish exploration portfolio announced on April 30, 2010.

Bonanza grade gold and uranium mineralization has been discovered at surface over an area exceeding 6km in strike and 200m in width.

On November 19, 2010 Mawson announced the first channel sample results from the Rompas gold-uranium project. Highlights from 39 surface channel samples included 0.3m @ 1,866 g/t Au and 8.0 % U, and 0.26m @ 1,510 g/t Au and 3.95 % U. The diamond saw-cut channel samples are considered the first representative samples collected at Rompas. Included in this batch were 10 mineralized grab samples that averaged 672 g/t Au and 2.06 % U and ranged

from 0.2 g/t to 3,230 g/t Au and 14.6 ppm to >15% U. Grab samples are selective by nature and are unlikely to represent average grades on the property.

On December 15, 2010, Mawson announced results from the second batch of channel samples received from Rompas. Results included 49 diamond saw cut channel samples that are comprised of 448 individual samples. Highlights include 0.95m @ 1,424 g/t Au and 1.3 % U, and 2.05m @ 191.3 g/t Au and 0.44 % U (Table 1). The average width and weighted average of 49 of 71 channel samples assayed is 0.43m @ 222.7 g/t Au and 0.6 % U. Channel samples are considered to be representative of the in-situ mineralization sampled. Also included in this batch were 254 mineralized grab samples that averaged 406 g/t Au and 0.74 % U and ranged from 0.001 g/t to 22,723 g/t Au and 0.1 ppm to >15% U. Grab samples are selective by nature and are unlikely to represent average grades on the property.

A detailed map showing the location and distribution of these and earlier channel and grab samples can be downloaded from the Company's website at http://www.mawsonresources.com/i/maps/Rompas_PLANDEC15.pdf.

Samples reported to date come from the entire Rompas trend. The channel samples were taken at Rompas South over a strike distance of 400 m by 100 m width and at Rompas North over 260 m strike by 120 m width. The distance between the most southerly and northerly channel sample was 5.4 km. Grab samples were taken over a strike of 1.9 km at Rompas South and 420 m in Rompas North. A total of 286 rock chip samples (including 47 highly radioactive samples) remain to be reported by the laboratory from the field program conducted this summer at Rompas.

The grab and channel samples were taken from mineralized structures, including shears, jogs and boudins that generally averaged 10-30cm wide that were excavated below 10-30cm of soil cover. In places a number of structures appear to be en echelon within the overall mineralized envelope. A strong correlation exists between gold grades greater than 1g/t and uranium greater than 40ppm. It appears therefore that radiation spectrometry will prove an effective exploration and potential grade delineation tool for future work at Rompas, in areas with shallow cover. A majority of the area is below glacial till and soil cover which, at up to 5m thick, is too thick for the discovery of near-surface radiometric occurrences. Techniques other than radiation spectrometry will need to be used in these areas, and there appears no reason why mineralisation should not extend into areas of till and soil cover.

Mineralization appears to be hydrothermal in nature and shear/fracture-controlled, hosted mainly by metavolcanics which may in part be skarnified and/or hornfelsed. Uranium is found in the form of uraninite. Native gold and uraninite are generally identified at surface in limonitic fractures within metavolcanic host rocks. It would appear that the target would be of a large, bulk-tonnage, shear or fracture-controlled nature that is probably related to a buried intrusive that may be an apophyse or down-dip extension of the granitoid complex that occurs just a few kilometers to the north of the property. The possibility of finding potentially economic high grade vein structures must also be considered. Rompas can be classified as a U-Au skarn or metasomatic vein deposit in metasedimentary and igneous bedrock.

Being a new discovery the Rompas project is secured by claim applications. Drilling and trenching will be permitted on the granting of exploration claims. The granting of claims in Finland is currently slow and Mawson is working with the Finnish authorities to facilitate this process in the shortest possible time. A 256 hectare Natura 2000 area ("Romppaat") is also contained within the Rompas project area and correlates in part, but not exclusively, with known mineralized areas due to the presence of carbonate-favoring plants over the mineralized/altered rocks. Natura 2000 sites cover about 15% of Finland and approximately 30% of Northern Finland. Mawson has engaged consultants who have completed a report examining the need for a Natura assessment on the planned exploration program and its possible effects. The report concluded a Natura assessment, as laid down in section 65(1-2) of the Nature Conservation Act, is not needed for exploration for the Romppaat area.

A NI43-101 technical report on the Rompas property has been filed on www.sedar.com.

Mawson has completed a $700,000 program for the 2010 work program at the Rompas Au-U discovery in Finland and the Company recently applied for a winter ground access permit for the Rompas property to the Finnish authorities. Should this permit be approved, it will allow Mawson to undertake a winter program of shallow grid diamond drilling at Rompas. Further information will be made available as it becomes available (see "Future Developments" below).

Mustamaa Uranium Project

Uranium mineralization was first discovered at Mustamaa in 1978 by Rautaruukki Oy, during the ground follow up of a regional airborne radiometric survey. Rautaruukki Oy completed detailed outcrop and boulder mapping, applied various geophysical methodologies and assayed 26 radiometric boulders ranging from 0.01% uranium oxide ("U3O8") to 0.26% U3O8 and 0.7% phosphate ("P2O5") and 22.6% P2O5 and averaging 0.065 % U3O8 and 7.0% P2O5.

In 1979, Rautaruukki Oy identified a uranium mineralized horizon, which was drill tested with 13 diamond drill holes. Holes were spaced along a 500 metre strike and intersected a uranium horizon which remains open both along strike and at depth. Mawson has access to all previous publically available exploration data and drill core from the Geological Survey of Finland and Outokumpu Oy. Better drill intersections included:

- R13: 55.4m @ 0.03% U3O8 from 104m, including 4.1m @ 0.08% U3O8 from 120m
- R10: 18.1m @ 0.03% U3O8 from 65m, including 8.4m @ 0.04% U3O8 from 73m

Uranium at Mustamaa is mainly hosted by a breccia unit. The breccia is contained within greater than 500 metre long and up to 40 metre wide apatite bearing dolomite horizon. Mineralization is developed both within dolomite, and intercalated chlorite schist. The uranium mineralization at Mustamaa is similar to Mawson's 100% owned Nuottijärvi 1 claim application, located 260 kilometres to the south east.

During the current reporting period from historic drill holes R-003 to R-013 were examined and approximately 280m of sampling was conducted. Results are pending. Uranium is mostly hosted by apatite-rich, carbonatized and brecciated rocks, but sometimes by a black shale unit. Alteration and mineralisation are interpreted to be hydrothermal in origin; it appears most uranium is remobilized into structural sites. It is important that the hydrothermal alteration (silicification, carbonatization, sericitization, chlotitization) with locally intense pyritic alteration, is in close contact to the apatite rocks, and in places with the black shales. The alteration appears not to be radioactive, but for the first time will be assayed for gold.

Further boulder studies are also recommended, as the source area for the boulders discovered at surface over the project area is not yet thought to be intercepted by historic drilling.

Nuottijärvi Uranium Project

During the last period Mawson announced a Canadian National Instrument NI43-101 inferred mineral resource estimate of 2.0 million tonnes averaging 0.074% U3O8, using a 0.03% uranium lower cut-off, for 3.27 million lbs. U3O8 for the 100% owned Nuottijärvi uranium project in central Finland. Mineralization at Nuottijarvi remains open along strike and at depth.

The NI43-101 resource and accompanying technical report were completed by qualified and independent geologists Mr. John Nebocat of PGS Pacific Geological Services and Mr. Geoffrey Reed of Reed Leyton Consultants. The technical report is available on SEDAR and www.mawsonresources.com.

The Nuottijärvi uranium deposit is located in north-central Finland about 35km northeast of the town of Kajaani. Nuottijärvi was discovered by Outokumpu Oy ("Outokumpu") in 1959 who explored it intermittently until 1969 and maintained the property until the late 1970's. During that time surface radiometric and magnetic surveys, airborne radiometric, magnetic and electromagnetic surveys and geological mapping were undertaken. A total of 43 diamond drill holes, representing about 6,287m, were drilled. Of these, 38 were located in the central mineralized zone over a distance roughly 475m north-south by 150m east-west. Outokumpo also extracted an 867 tonne bulk sample that yielded an average grade of 1.10% P, 0.050% U308, 8.60% CO2 and 1.41% S.

Uranium at Nuottijärvi occurs as uraninite associated with fluorapatite breccia, hosted by a carbonate-apatite horizon at the contact between quartzite and graphite-bearing phyllite. The mineralized body is approximately 40m thick, extends from surface to a vertical depth of 80m, trends over a strike length of more than 400m and remains open along strike and at depth.

The mineral resource estimate was calculated using Maptek's Vulcan software based on the following geological and resource modeling parameters:

- Outokumpu drilled 43 diamond drill holes for 6,679m in the Nuottijärvi area up to 1969. Thirty-eight diamond drill holes were included in the current mineral resource estimation. Hole spacing was completed on a 50m by 50m drill pattern.
- The resource describes three separate bodies of mineralization with 40m true thickness, a strike of 400 metres and an average down dip extent of 80 metres. Due to the amount of drilling and orientation, the true thickness is generally considered to be 70% of drilled thickness.
- Sections of core drilled by Outokumpu were resampled by the Issuer and analysed by ICP method at ALS Chemex Laboratories, Vancouver, Canada. A total of 377 Outokumpu samples from 20 drill holes were incorporated with the current resource estimation. The analytical method applied by Outokumpu was the standard for the industry of the day, and although no QA/QC data is available, it is considered to be of a high quality.
- Specific gravity was calculated in the model based on density test work performed by the Mawson.
- Grade interpolation was undertaken using inverse distance defined by the domain wireframes. The allocations of composites were calculated using a hard boundary at the domain wireframes.

A program of metallurgical studies is recommended to determine if the uranium is separable from the phosphorous and to determine what proportion of the uranium is contained in uraninite versus that found within the apatite (a phosphorous-bearing mineral). In addition, a 1,500m diamond drilling program has been proposed to test the lateral and depth extensions to the deposit.

Sweden

In Sweden, as at the date of this MD&A, the Company has staked 29 claims with potential for uranium totalling 23,165 hectares, one claim application for 1,524 hectares and staked or joint ventured into 5 base metal exploration permits (nickel) totalling 6,298 hectares.

Hotagen Mineralized District

The Hotagen district uranium deposits are located in the north eastern portion of a geological province known as the Olden window. The Olden Window is so called as it is an isolated area of Proterozoic basement exposed as a window within younger late Precambrian - early Paleozoic sequences that form the Caledonide mountains that separate Sweden and Norway. Uranium mineralization occurs in the form of veins and breccias developed in an uranium rich granite host rock controlled principally by subvertical N-S to NNW-SSW brittle or brittle-ductile structures, which themselves are associated with or intruded by intermediate "diabase" dykes.

The Hotagen district is secured by Mawson's 8,360 hectares of exploration claims and includes the Company's Kläppibäcken project with a NI43-101 compliant indicated resource of 3.3 million pounds at 0.08% uranium oxide ("U_3O_8"). Recent results include discovery of sixty-six uranium mineralized outcrops within Mawson's exploration claims over an area of 8 kilometres by 7 kilometres surrounding the Kläppibäcken project. Sampling results from these outcrops included forty assays above 0.05% U_3O_8, which ranged from 0.05% U_3O_8 to 8.04% U_3O_8 and averaged 0.79% U_3O_8. The discovery of these uranium mineralized outcrops is significant considering that outcropping rock accounts for less than 10% of the surface area in the Hotagen district, with the remainder of the area blanketed under a thin 1-2 metre soil veneer.

During the previous period the Company completed a near-surface diamond drilling program at three uranium prospects (Ravinen, Kläppibäcken North and Urban Hill) at the Hotagen uranium project. The program consisted of 155 shallow diamond drill holes for 863.7 metres and tested bedrock for strike extensions of uranium mineralization beneath thin soil cover. New targets up to 1km along strike from Kläppibäcken were defined and will be drill tested at the appropriate time.

SOUTH AMERICAN PROJECTS

In Peru, as at the date of this MD&A, the Company has joint ventured into nine exploration permits totalling 5,400 hectares. The Company has also staked four claim applications for 3,000 hectares.

Alto Quemado Gold-Copper Project

Mawson has completed option agreements to purchase 100% of Altynor Peru which holds the option to acquire 100% of the Alto Quemado gold-copper project in the mineral-rich Southern Peru Mineral Belt. The Alto Quemado Property is located in the Province of Caylloma, Department of Arequipa, 56km north of the Panamerican Highway from the town of Pedregal and 98km northwest of Arequipa. The licence area comprises of 3,800 ha with elevations between 2,900-3,300m.

The terms of the final agreements allow Mawson to acquire 100% of the stock of the optionor, Altynor Peru by making staged payments of US $50,000 on signing and US $550,000 on receipt of permits to drill. Altynor Peru holds an option to purchase 100% of the Alto Quemado gold-copper project from Alto Quemado Mining Company S.A.C. ("AQMC"). Mawson will also be required to make a further payment of US $900,000 should the underlying option with AQMC be triggered.

The underlying agreement between Altynor Peru and AQMC requires Altynor Peru to make a payment of €2.56M in 20 months from receipt of drill permits to acquire 100% of the mining rights from AQMC. The owners of AQMC retain a 3% net smelter return which Altynor Peru may purchase. If production is not achieved within four years another payment of €2.56M is due. Mawson remains in discussion with the owners of AQMC to modify specific terms of the agreement.Alto Quemado is a significant new discovery in Peru. It was not until informal miners from 2001-2007 exposed a network of high-grade gold structures beneath a gold-depleted weathered veneer that the true potential of the area was recognized and documented by Altynor's geologists. Two styles of mineralization have been identified at the Property:

- **High-grade near-term production gold target**. Low sulphidation gold-copper mineralization present as multiple high grade (25g/t Au in oxide and +40g/t Au in sulphide) mineralized structures, typically 0.5m to 1.5m wide (locally up to 15m), and traceable for greater than 3km. Structures may contain significant copper.
- **Large tonnage copper-gold porphyry target**. The high-grade gold structures are hosted within an extensive argillic alteration system and lie adjacent to a leached porphyry exposed in outcrop that displays a strong IP response over 1.8km by 500m (and remains open). Based on the IP signature, porphyry textures at surface, geochemically anomalous copper and molybdenum at surface and proximity to large porphyry copper mines, potential for the discovery of an underlying porphyry at the project is strong.

Small scale mining took place for six years at Alto Quemado during 2001 to 2007. The average mining depth was 30 to 40m, except for one section which went to 80m depth. The Company has been advised that monthly production from small scale mining was 100t-150t of oxide ore with an average grade between 30g/t-40g/t Au. The project has only been tested by a small amount of modern exploration and never a drill hole. Exploration has included an IP survey in 1997 which defined a strong chargeability/low resistivity target over an area of 1.8km by 500m, which remains open.

The known strike of the high grade structural system is over 3km with a vertical extent over 200m, giving further confidence to the third dimension continuity of mineralization. The thickness of the structures ranges from 0.5m up to 2.5m and show a pinch-and-swell type behaviour with thicknesses up to 16m at La Union where the structures anastomose. Mineralization at Alto Quemado is comprised of pyrite, chalcopyrite, chalcocite, bornite, covellite, malachite, azurite, gold and with accessory gangue minerals which include quartz, sericite, chlorite, epidote, K-feldspar, micas, kaoline, carbonate, barite, hematite and limonite.

More than ten mineralized structures have been mapped at the property, however reconnaissance sampling by the underlying optionor, Altynor Peru (117 samples), and Mawson (21 samples) has focused to date on three main high grade mineralized structures (Ximena, Fiorella and La Banda) and one linear stockwork zone (Lomada) which have been exposed by previous artisanal mining activities. Sampling also has taken place over leached outcropping porphyry (Santa Maria) that extends over an area of approximately 850m by 400m. The gold bearing structures lie within a large argillic alteration system, fault bound to north and south and estimated to be at least 4km long and 1.3km wide, which remains open along strike to the east and west. As outcrop of mineralized structures is poor Mawson believes good opportunities exist to make further discoveries. Ninety-five rockchip samples taken across the three high grade veins structures from both the Altynor Peru and Mawson sampling programs averaged 19.9g/t Au and 2.0% Cu and ranged from 0.01-709g/t Au and 0.0-32.5% Cu.

Future Developments

Mawson completed a $700,000 program for the summer work program at the Rompas Au-U discovery in Finland and this program is ongoing. The work program was focussed on the 6km Au-U mineralization discovery trend to outline the extent and controls on mineralization and define the highest priority drill targets as well as searching for additional mineralization elsewhere within the Company's extensive land holding and consisted of :

- A 1,300 soil and bedrock channel sample program over an area of 8km by 500m;
- A 1,000 sample regional geochemical and prospecting survey. Geochemical samples were collected at sample sites located on 1km by 1km grid over the entire 95,000 hectare land holding;
- A 3,279 line km heliborne magnetic and radiometric geophysical survey over an area of approximately 21km by 8km;
- Detailed lithological, alteration and geomorphological mapping and prospecting, with the aim to map the key structural, geological and alteration signatures associated with gold and uranium mineralization.

Many hundreds of gold and uranium showings were identified beneath soil cover within a 6km trend during this program. Mawson recently applied for a winter ground access permit for the Rompas property to the Finnish authorities. Should this permit be approved, it will allow Mawson to undertake a winter program of shallow grid diamond drilling at Rompas. Further information will be made available as it comes available

At Riutta in Finland a total of 19 samples over a distance of 14.30m were collected for assay from drill core, while at Mustamaa 290.05 m of drill core was collected for assay from drill core. Assay results are pending.

In Peru the Company's field team has been exploring the Alto Quemado site for 8 months and has conducted extensive mapping and sampling which has significantly increased the understanding of the property. The project has now been mapped in detail at 1:5000 over the porphyry target area and 1:1000 over the high grade structure area. The surface porphyry area was grid pitted for geochemical analysis and regular samples were taken over the high grade structures. The old underground workings over many several hundred metres were rehabilitated and were mapped and sampled in detail. Work at the project is now concluding and is currently being documented. The Company has contracted a legal team to discuss and advance environmental permitting with the relevant authorities to permit drilling in 2011.

Joint Ventures

In February 2010 the Company announced it had signed an Option Agreement to explore the Orrbäcken nickel project, which won the annual Swedish "Mineral Hunt" Competition for 2009. Subsequent to this Option Agreement, Mawson entered a Joint Venture Agreement with Independence Group ("IGO") (www.igo.com.au), a nickel mining and exploration company listed on the Australian Stock Exchange, that provides IGO with the right to explore and advance the project.

The Orrbäcken Ni-Cu-Co Joint Venture is located 10km from the regional centre of Skellefteå in north eastern Sweden. Orrbäcken is a nickel occurrence discovered by local prospectors who identified approximately 80 gabbroic boulders that form a 1.5km long glacial boulder train, 25 of which are mineralised and are interpreted to be close to their source. Four boulder samples were taken by the Swedish Geological Survey from the Orrbäcken discovery. Nickel content ranged from 1.9% to 0.6% and averaged 1.0%, cobalt ranged from 0.21% to 0.05% and averaged 0.1% and copper ranged from 0.7% to 0.1% and averaged 0.3%. The boulder train is associated with a magnetic feature that is of a similar scale to other mafic intrusives that have eventually been found to host economic deposits.

IGO completed airborne EM and magnetics during the period and mobilized a ground based EM crew in January 2011 with the aim to define drill targets to be tested in February 2011.

Separately in Sweden, Mawson granted a third party, ASX-listed Hodges Resources Ltd. ("Hodges"), the right to earn up to 51% in four of Mawson's earlier stage uranium projects by funding work program expenditures of US $500,000 over four years from April 2007 on (including the Norr Döttern and Harrejokk projects in the Arvidsjaur-Areplog area) and to earn up to 75% by fully funding any project to successful bankable feasibility. Other projects joint ventured to Hodges are Sjaule in Hotagen Åsnebogruvan in Southern Sweden. Hodges has been undertaking work programs including drilling, however the results of much of this work are yet to be made public. The permits are kept in good standing by Hodges.

In the Arjeplog - Arvidsjaur uranium district of northern Sweden, Hodges completed diamond drilling at the Östra Järntjärnbäcken uranium prospect. Recently released results from six diamond holes for 491.4m produced the following highlights:

- 17m @ 0.1% U_30_8 from 60m in hole JTB1011
  including; 12m @ 0.12% U_30_8 from 63m and 3m @ 0.11% U_30_8 from 74m;
- 19m @ 0.03% U_30_8 from 91m in hole JTB1011
  including; 5m @ 0.07% U_30_8 from 98m;
- 1m @ 0.08% U_30_8 from 35.5m in hole JTB1008; and
- 0.6m @ 0.07% U_30_8 from 58m in hole JTB1013.

Drilling completed to date has defined an area of approximately 120m x 100m of moderately dipping, multiple stacked uranium mineralized horizons which remains open to the NW and at depth. Mineralization appears to be increasing in both thickness and grade down dip. Drill widths appear to approximate true widths.

Investments

The Company holds investments in three public companies:

- Hodges Resources Ltd. ("Hodges") 1,000,000 common shares
- Hansa Resources Limited ("Hansa") 7,000,000 common shares
- Tumi Resources Limited ("Tumi") 300,000 common shares

The Company also received warrants to purchase an additional 1,000,000 common shares of Hansa and 300,000 common shares of Tumi.

As at November 30, 2010, the quoted market value of the common shares of the investments was $627,544 and the fair value of the warrants, as estimated using the Black-Scholes pricing model, was $36,000.

Forward Looking Statements

Certain information included in this discussion may constitute forward-looking statements. Forward-looking statements are based on current expectations and entail various risks and uncertainties. These risks and uncertainties could cause or contribute to actual results that are materially different than those expressed or implied. The Company disclaims any obligation or intention to update or revise any forward-looking statement, whether as a result of new information, future events, or otherwise.

The qualified person for Mawson's projects, Mark Saxon, the Company's VP-Exploration, Director and a member of the Australasian Institute of Mining and Metallurgy, has reviewed and verified the contents of this document.

Selected Financial Data

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

	Fiscal 2011		**Fiscal 2010**				**Fiscal 2009**	
	Nov 30 2010 $	**Aug 31 2010 $**	**May 31 2010 $**	**Feb 28 2010 $**	**Nov 30 2009 $**	**Aug 31 2009 $**	**May 31 2009 $**	**Feb 28 2009 $**
Operations:								
Revenues	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Expenses	(1,682,107)	(341,841)	(525,413)	(396,849)	(498,521)	(195,195)	(462,814)	(260,422)
Other items	10,580	45,839	(164,272)	(79,068)	(699,709)	(643,640)	185,396	(146,916)
Net loss	(1,671,527)	(296,002)	(689,685)	(475,917)	(1,198,230)	(838,835)	(277,418)	(407,338)
Comprehensive income gain (loss)	174,423	(117,614)	31,376	(484,486)	506,464	(582,199)	57,796	90,532
Basic and diluted loss per share	(0.03)	(0.01)	(0.02)	(0.01)	(0.03)	(0.02)	(0.01)	(0.01)
Dividends per share	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil

	Fiscal 2011		Fiscal 2010				Fiscal 2009	
	Nov 30 2010 $	Aug 31 2010 $	May 31 2010 $	Feb 28 2010 $	Nov 30 2009 $	Aug 31 2009 $	May 31 2009 $	Feb 28 2009 $
Balance Sheet:								
Working capital	13,254,241	8,565,949	9,469,950	10,095,645	10,613,449	11,127,759	11,426,469	11,090,811
Total assets	21,314,219	15,762,753	16,139,609	15,272,238	16,222,397	16,870,250	18,441,635	17,098,207
Total long-term liabilities	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil

Results of Operations

During the six months ended November 30, 2010 (the "2010 period") the Company reported a net loss of $1,967,529 ($0.04 per share), a decrease of $69,536 from the net loss of $2,037,065 ($0.06 per share) for the six months ended November 30, 2009 (the "2009 period"). The primary factor for the decrease is attributed to the write-down of unproven mineral interests of $1,343,837 in the 2009 period versus the recognition of stock-based compensation of $1,300,000 in the 2010 period. A comprehensive loss of $75,735 was reported in the 2009 period, compared to a comprehensive gain of $56,809 in the 2010 period.

Total expenses increased by $1,330,232 from $693,716 during the 2009 period to $2,023,948 during the 2010 period, primarily attributable to the recognition of stock-based compensation of $1,300,000 on the granting of stock options in the 2010 period. No stock options were granted in the 2009 period. Specific expenses of note during the 2010 period are as follows:

- incurred $20,950 (2009 - $17,050) for accounting and administration services charged by Chase Management Ltd. ("Chase"), a private corporation controlled by Mr. Nick DeMare, a director of the Company;
- incurred general exploration expenditures of $200,038 (2009 - $293,653) relating to ongoing costs of the Company's exploration office in Sweden and Peru and general exploration and property due diligence in Sweden, Finland and Peru. Fluctuations in general exploration expenses is primarily affected by allocations to direct property costs;
- incurred $74,794 for travel expenses (2009 - $50,539), primarily for ongoing travel between Canada/ Peru/ Europe/Australia by Company personnel and contract geologists to oversee the Company's property acquisitions and exploration programs;
- the Company has retained Mining Interactive Corp. ("Mining Interactive") to provide market awareness and investor relation activities. During the 2010 period, the Company paid Mining Interactive $21,000 (2009 - $27,000);
- paid $130,833 (2009 - $75,350) for professional services. The Company reimbursed $6,500 (2009 - $3,700) to Tumi Resources Limited, a public company with common directors, for shared administration and other costs and $45,000 (2009 - $45,000) for professional services to directors of the Company;
- incurred $97,000 (2009 - $140,000) for management and professional fees charged through Sierra Peru Pty ("Sierra") for remuneration of Mr. Michael Hudson, the Company's President and CEO, and Mr. Mark Saxon, the Company's Vice-President of Exploration. The Company capitalized $nil (2009 - $21,499) to unproven mineral interests and expensed $97,000 (2009 - $118,501) as management fees;
- recovered $40,624 from Tasman Metals Ltd., a public company with common directors and officers, for shared office and personnel. No recoveries were made in the 2009 period;
- incurred corporate development expenses of $37,534 (2009 - $9,180) for attendance at international and investment conferences and ongoing market awareness programs;
- incurred salaries and benefits of $36,199 for staff in the mining office in Peru; and
- stock-based compensation of $1,300,000 (2009 - $3,851 on vesting) on the granting of stock options during the 2010 period.

As the Company is in the exploration stage of investigating and evaluating its unproven mineral interests, it has no revenue. Interest income is generated from cash on deposit with the Bank of Montreal and short-term (less than 90 days) money market instruments issued by major financial institutions. During the 2010 period the Company reported interest and other income of $35,749 as compared to $13,059 during the 2009 period. The increase in interest and other income is attributed to higher interest yields obtained during the 2010 period.

The Company's holdings in the common shares of a number of publicly held companies have been designated as available-for-sale for accounting purposes and are measured at fair value resulting in a comprehensive gain of $56,809 during the 2010 period compared to a comprehensive loss of $75,735 during the 2009 period. The Company's

holdings in the warrants have been designated as held-for-trading for accounting purposes and are measured at fair value resulting in an unrealized loss of $17,000 during the 2010 period compared to $32,000 during the 2009 period. See also "Investments" in this MD&A.

During the 2010 period the Company incurred a total of $1,376,777 (2009 - $170,585) on acquisition costs and exploration activities on its unproven mineral interests. In total, the Company spent $946,028 (2009 - $170,585) on its Uranium Projects and $430,749 (2009 - $nil) on its other projects. During the 2009 period the Company wrote-off $1,343,837 in exploration expenditures. Details of the exploration activities conducted during the 2010 period are described in "Exploration Projects" in this MD&A.

Financial Condition / Capital Resources

As at November 30, 2010, the Company had working capital of $13,254,241. The Company believes that it currently has sufficient financial resources to conduct anticipated exploration programs and meet anticipated corporate administration costs for the upcoming twelve month period. However, exploration activities may change due to ongoing results and recommendations, or the Company may acquire additional properties, which may entail significant funding or exploration commitments. In the event that the occasion arises, the Company may be required to obtain additional financing. The Company has relied solely on equity financing to raise the requisite financial resources. While it has been successful in the past, there can be no assurance that the Company will be successful in raising future financing should the need arise.

Off-Balance Sheet Arrangements

The Company has no off-balance sheet arrangements.

Proposed Transactions

The Company has no proposed transactions.

Critical Accounting Estimates

A detailed summary of all the Company's significant accounting policies is included in Note 2 to the May 31, 2010 audited consolidated financial statements.

Changes in Accounting Policies

Future Accounting Policies

Business Combinations, Consolidated Financial Statements and Non-Controlling Interests

The CICA issued three new accounting standards in January 2009: Section 1582, *Business Combinations,* Section 1601, *Consolidated Financial Statements,* and Section 1602, *Non-Controlling Interests*. These new standards will be effective for fiscal years beginning on or after January 1, 2011.

Section 1582 replaces Section 1581, *Business Combinations,* and establishes standards for the accounting for a business combination. It provides the Canadian equivalent to IFRS 3, *Business Combinations*. The section applies prospectively to business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after January 1, 2011. Sections 1601 and 1602 together replace Section 1600, *Consolidated Financial Statements*. Section 1601 establishes standards for the preparation of consolidated financial statements. Section 1601 applies to interim and annual consolidated financial statements relating to fiscal years beginning on or after January 1, 2011. Section 1602 establishes standards for accounting for a non-controlling interest in a subsidiary in consolidated financial statements subsequent to a business combination. It is equivalent to the corresponding provisions of IFRS lAS 27, *Consolidated and Separate Financial Statements,* and applies to interim and annual consolidated financial statements relating to fiscal years beginning on or after January 1, 2011.

The Company does not anticipate the new accounting standards to have an impact on the Company's consolidated financial statements.

International Financial Reporting Standards

In January 2006, the Canadian Accounting Standards Board adopted a strategic plan, which includes the decision to move financial reporting for Canadian publicly accountable enterprises to a single set of globally accepted high-quality standards, namely, International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board. The effective implementation date of the conversion from Canadian generally accepted accounting principles ("Canadian GAAP") to IFRS is January 1, 2011, with an effective transition date of January 1, 2010 for financial statements prepared on a comparative basis. The Company is engaged in an assessment and conversion process which includes consultation with external consulting firms and expects to be ready for the conversion to IFRS in advance of January 1, 2011. As part of the conversion process, the Company has offered IFRS specific training to senior financial reporting personnel and directors.

The Company's approach to the conversion to IFRS includes three phases.

Phase One: an initial general diagnostic of its accounting policies and Canadian GAAP relevant to its financial reporting requirements to determine the key differences and options with respect to acceptable accounting standards under IFRS, was completed in 2009.

Phase Two: an in-depth analysis of the impact of those areas identified under phase one, commenced in 2010.

Phase Three: the implementation of the conversion process, through the preparation of the opening balance sheet as at May 1, 2011, will be completed in 2011.

At this point, the Company's IT accounting and financial reporting systems are not expected to be significantly impacted. Further, the Company has in place internal and disclosure control procedures to ensure continued effectiveness during this transition period.

Based on the review undertaken under Phase One and the work completed to date under Phase Two, the Company believes that IFRS will have limited impact on its current financial position. At the same time, IFRS will likely require more extensive disclosure and analysis of balances and transactions in the notes to the financial statements. The specific accounting areas the Company has focused its analysis on are outlined below together with the more salient issues under each area.

Key Area	Canadian GAAP (as currently applied)	IFRS	Analysis and Preliminary Conclusions
Capital Assets	Capital assets are recorded at historical cost.	Capital assets can be recorded using the cost (on transition to IFRS, the then fair value can be deemed to be the cost) or revaluation models.	Capital assets will likely continue to be recorded at their historical costs due to the complexity and resources required to determine fair values on an annual basis.
	Depreciation is based on their useful lives after due estimation of their residual values.	Depreciation must be based on the useful lives of each significant component within Capital assets.	Based on an analysis of Capital assets' significant components and their useful lives, it is unlikely that changes to their useful lives and, therefore, depreciation rates and expenses, will be required.
Resource Properties	Exploration, evaluation and development costs directly relating to unproven mineral interests are deferred until the mineral interest in which they relate is placed into production, sold or abandoned	IFRS has limited guidance with respect to these costs and currently allows exploration and evaluation costs to be either capitalized or expensed.	The existing accounting policy is likely to be maintained.

Key Area	Canadian GAAP (as currently applied)	IFRS	Analysis and Preliminary Conclusions
Asset Retirement Obligations	Canadian GAAP limits the definition of ARO's to legal obligations.	IFRS defines ARO's as legal or constructive obligations.	The broadening of this definition is unlikely to cause a significant change in current estimates.
	ARO is calculated using a current credit-adjusted, risk-free rate for upward adjustments, and the original credit-adjusted, risk-free rate for downward revisions. The original liability is not adjusted for changes in current discount rates.	ARO is calculated using a current pre-tax discount rate (which reflects current market assessment of the time value of money and the risk specific to the liability) and is revised every reporting period to reflect changes in assumptions or discount rates.	The change in calculation of ARO and the discounting process will likely generate some changes in the value of ARO on transition.
Impairment of Long Lived Assets	Impairment tests of its long-term assets are considered annually based on indications of impairment.	Impairment tests of "cash generating units" are considered annually in the presence of indications of impairment.	Assets will continue to be grouped under the Company's various mining operations. Currently, there are no indications of impairment and, therefore, no impairment test has been performed.
	Impairment tests are generally done on the basis of undiscounted future cash flows.	Impairment tests are generally carried out using the discounted future cash flow.	Impairment tests using discounted values could generate a greater likelihood of write downs in the future.
	Write-downs to net realizable values under an impairment test are permanent changes in the carrying value of assets.	Write downs to net realizable values under an impairment test can be reversed if the conditions of impairment cease to exist.	Potential significant volatility in earnings could arise as a result of the difference in the treatment of write-downs.
Stock-Based Compensation	Stock-based compensation is determined using fair value models (e.g. Black-Scholes) for equity-settled awards and the intrinsic model for cash-settled awards.	Stock-based compensation is determined using fair value models for all awards. However, upon settlement, cash-settled awards are adjusted to the value actually realized (intrinsic model).	The determination of the value of stock-based compensation for share appreciation rights and deferred share units, both cash-settled awards, will change and likely be more volatile under a Black-Scholes model until the awards are settled.

Key Area	Canadian GAAP (as currently applied)	IFRS	Analysis and Preliminary Conclusions
Income Taxes	There is no exemption from recognizing a deferred income tax for the initial recognition of an asset or liability in a transaction that is not a business combination. The carrying amount of the asset or liability acquired is adjusted for the amount of the deferred income tax recognized.	A deferred income tax is not recognized if it arises from the initial recognition of an asset or liability in a transaction that is not a business combination, and at the time of the transaction affects neither accounting profit nor taxable profit.	The Company does not expect the difference in recognition of deferred income tax to have any significant change in the future.
	All deferred income tax assets are recognized to the extent that it is "more likely than not" that the deferred income tax assets will be realized recognized.	A deferred tax asset is recognized if it is "probable" that it will be realized.	"Probable" in this context is not defined and does not necessarily mean "more likely than not". The Company is in the final stages of quantifying the impact of this difference.

The above comments should not be considered as a complete list of changes that will result from the transition to IFRS as the Company's analysis is still in progress and no final determinations have been made where choices of accounting policies are available. In addition, the accounting bodies responsible for issuing Canadian and IFRS accounting standards have significant ongoing projects that could impact the Company's financial statements as at April 30, 2011 and in subsequent years, including projects regarding income taxes, financial instruments and joint venture accounting. In addition, there is an extractive industries project currently underway that will lead to more definitive guidance on the accounting for exploration and evaluation expenditures, but this is still in the discussion paper stage and may not be completed for some time. The Company is continuing to monitor the development of these projects and will assess their impact in the course of its transition process to IFRS.

Transactions with Related Parties

During the six months ended November 30, 2010 the Company:

i) incurred $68,350 (2009 - $66,950) for accounting, administration, professional fees and rent provided by certain directors of the Company or private corporations owned by the directors;

ii) incurred $97,000 (2009 - $140,000) for management fees provided by a private corporation owned by officers of the Company, of which $nil (2009 - $21,499) was capitalized to unproven mineral interests and $97,000 (2009 - $118,501) charged to management fees. The management agreement provides that in the event services are terminated without cause or upon a change of control of the Company, a termination payment of two years of compensation, at $13,500 per month, is payable. If the termination had incurred on November 30, 2010, the amount payable under the agreement would be $324,000;

iii) incurred $6,500 (2009 - $3,700) for shared administration and other costs with Tumi, a public company with common directors and officer; and

iv) recovered $40,624 (2009 - $nil) for shared office personnel and costs from Tasman Metals Ltd., a public company with common directors and officers.

As at November 30, 2010, $9,750 (2009 - $16,250) was included in accounts payable and accrued liabilities.

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

Risks and Uncertainties

The Company competes with other mining companies, some of which have greater financial resources and technical facilities, for the acquisition of mineral concessions, claims and other interests, as well as for the recruitment and retention of qualified employees.

The Company is in compliance in all material regulations applicable to its exploration activities. Existing and possible future environmental legislation, regulations and actions could cause additional expense, capital expenditures, restrictions and delays in the activities of the Company, the extent of which cannot be predicted. Before production can commence on any properties, the Company must obtain regulatory and environmental approvals. There is no assurance that such approvals can be obtained on a timely basis or at all. The cost of compliance with changes in governmental regulations has the potential to reduce the profitability of operations.

The Company's material mineral properties are located in Scandinavia and Peru and consequently the Company is subject to certain risks, including currency fluctuations which may result in the impairment or loss of mining title or other mineral rights, and mineral exploration and mining activities may be affected in varying degrees by governmental regulations relating to the mining industry.

Investor Relations Activities

The Company provides information packages to investors; the package consists of materials filed with regulatory authorities. The Company updates its website (www.mawsonresources.com) on a continuous basis. Effective November 1, 2004, the Company retained Mining Interactive to provide market awareness and investor relations activities. During the 2010 period the Company paid Mining Interactive a total of $21,000 (2009 - $27,000). The arrangement may be cancelled by either party on 15 days notice.

Outstanding Share Data

The Company's authorized share capital is unlimited common shares without par value. As at January 12, 2011, there were 50,555,753 issued and outstanding common shares. In addition, there were 2,621,500 stock options outstanding, at exercise prices ranging from $0.32 to $1.25 per share and 8,467,012 warrants outstanding at exercise prices ranging from $0.75 to $1.20 per share.

Disclosure Controls and Procedures

Disclosure controls and procedures are designed to provide reasonable assurance that material information is gathered and reported to senior management, including the Chief Executive Officer and Chief Financial Officer, as appropriate to permit timely decisions regarding public disclosure.

Management, including the Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of the design and operation of the Company's disclosure controls and procedures. Based on this evaluation, the Chief Executive Officer and Chief Financial Officer has concluded that the Company's disclosure controls and procedures, as defined in Multilateral Instrument 52-109 - Certification of Disclosure in Issuer's Annual and Interim Filings ("52-109"), are effective to ensure that the information required to be disclosed in reports that are filed or submitted under Canadian Securities legislation are recorded, processed, summarized and reported within the time period specified in those rules. In conducting the evaluation it has become apparent that management relies upon certain informal procedures and communication, and upon "hands-on" knowledge of senior management. Management intends to formalize certain of its procedures. Due to the small staff, however, the Company will continue to rely on an active Board and management with open lines of communication to maintain the effectiveness of the Company's disclosure controls and procedures. Lapses in the disclosure controls and procedures could occur and/or mistakes could happen. Should such occur, the Company will take whatever steps necessary to minimize the consequences thereof.

Internal Controls and Procedures over Financial Reporting

Management is also responsible for the design of the Company's internal control over financial reporting in order to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with Canadian generally accepted accounting principles.

In the course of evaluating internal controls over financial reporting as at August 31, 2010, management has identified the following reportable deficiencies:

(a) there is limited segregation of duties which could result in a material misstatement in the Company's financial statements. Given the Company's limited staff level, certain duties within the accounting and finance department cannot be properly segregated. However, none of these segregation of duty deficiencies resulted in material misstatement to the financial statements as the Company relies on certain compensating

controls, including periodic substantive review of the financial statements by the Chief Executive Officer, Audit Committee and Board of Directors.

(b) when required, the Company records complex and non-routine transactions. These are sometimes extremely technical in nature and require an in-depth understanding of GAAP. The Company's accounting staff have only a fair and reasonable knowledge of the rules related to GAAP and the transactions may not be recorded correctly, potentially resulting in material misstatements of the financial statements of the Company.

To address this risk, the Company consults with its third party advisors as needed in connection with the recording and reporting of complex and non-routine transactions.

It should be noted that a control system, no matter how well conceived or operated, can only provide reasonable assurance, not absolute assurance, that the objectives of the control system are met. The control framework the officers used to design the Company's internal control over financial reporting is the *Internal Control - Integrated Framework* ("COSO Framework") published by the Committee of Sponsoring Organizations ("COSO") of the Treadway Commission.

The Company is required to disclose herein any change in the Company's internal control over financial reporting that occurred during the period beginning on September 1, 2010 and ending on November 30, 2010 that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting. No material changes in the Company's internal control over financial reporting were identified during such period that has materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.