

---

---

**SOUTHERN CROSS GOLD CONSOLIDATED LTD.**

*(formerly Mawson Gold Limited)*

CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS  
FOR THE SIX MONTHS ENDED  
NOVEMBER 30, 2024

*(Unaudited - Expressed in Canadian Dollars)*

---

---

**NOTICE OF NO AUDITOR REVIEW OF  
CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**

In accordance with National Instrument 51-102 Part 4, subsection 4.3(3)(a), if an auditor has not performed a review of these condensed consolidated interim financial statements they must be accompanied by a notice indicating that the condensed consolidated interim financial statements have not been reviewed by an auditor.

The accompanying unaudited condensed consolidated interim financial statements of the Company have been prepared by and are the responsibility of the Company's management.

The Company's auditors have not performed a review of these condensed consolidated interim financial statements in accordance with the standards established by the Chartered Professional Accountants of Canada for a review of interim financial statements by an entity's auditor.

**SOUTHERN CROSS GOLD CONSOLIDATED LTD.** (formerly Mawson Gold Limited)  
**CONDENSED CONSOLIDATED INTERIM STATEMENTS OF FINANCIAL POSITION**  
(Unaudited - Expressed in Canadian Dollars)

	Note	November 30, 2024 \$	May 31, 2024 \$
<b>ASSETS</b>			
<b>Current assets</b>			
Cash		6,612,773	15,497,519
GST/VAT receivable		285,663	238,188
Prepaid expenses and other assets		<u>107,890</u>	<u>129,195</u>
<b>Total current assets</b>		<u>7,006,326</u>	<u>15,864,902</u>
<b>Non-current assets</b>			
Investments	6	1,079,333	492,506
Property, plant and equipment	7	4,532,117	3,256,581
Exploration and evaluation assets	8	25,713,890	20,522,968
Right of use assets	9	844,642	202,759
Bonds		<u>86,960</u>	<u>69,545</u>
<b>Total non-current assets</b>		<u>32,256,942</u>	<u>24,544,359</u>
<b>TOTAL ASSETS</b>		<u>39,263,268</u>	<u>40,409,261</u>
<b>LIABILITIES</b>			
<b>Current liabilities</b>			
Accounts payable and accrued liabilities		1,403,891	1,380,052
Current portion of lease liabilities	9	<u>177,048</u>	<u>100,124</u>
<b>Total current liabilities</b>		<u>1,580,939</u>	<u>1,480,176</u>
<b>Non-current liabilities</b>			
Lease liabilities	9	<u>651,826</u>	<u>103,519</u>
<b>TOTAL LIABILITIES</b>		<u>2,232,765</u>	<u>1,583,695</u>
<b>EQUITY</b>			
Share capital	10	98,027,609	97,678,699
Share-based payments reserve		9,259,748	9,382,338
Equity attributable to parent		12,651,721	11,947,523
Foreign currency translation reserve		(812,518)	(602,677)
Deficit		<u>(98,966,671)</u>	<u>(96,569,072)</u>
Equity attributable to Company shareholders		20,159,889	21,836,811
Non-controlling interest	11	<u>16,870,614</u>	<u>16,988,755</u>
<b>TOTAL EQUITY</b>		<u>37,030,503</u>	<u>38,825,566</u>
<b>TOTAL LIABILITIES AND EQUITY</b>		<u>39,263,268</u>	<u>40,409,261</u>

**Nature of Operations and Going Concern** - see Note 1

**Events after the Reporting Period** - Note 4

These condensed consolidated interim financial statements were approved for issue by the Board of Directors on January 28, 2025 and are signed on its behalf by:

/s/ Noora Ahola  
Noora Ahola  
Director

/s/ Michael Hudson  
Michael Hudson  
Director

*The accompanying notes are an integral part of these condensed consolidated interim financial statements.*

**SOUTHERN CROSS GOLD CONSOLIDATED LTD.** (formerly Mawson Gold Limited)  
**CONDENSED CONSOLIDATED INTERIM STATEMENTS OF LOSS AND COMPREHENSIVE LOSS**  
(Unaudited - Expressed in Canadian Dollars)

	Note	Three Months Ended November 30		Six Months Ended November 30	
		2024 \$	2023 \$	2024 \$	2023 \$
<b>Expenses</b>					
Accounting and administration	13(b)	93,405	75,253	127,420	125,175
Accretion of interest on lease liabilities	9	11,955	2,930	21,583	5,513
Audit		27,301	21,378	68,921	89,378
Corporate development		75,127	133,233	116,112	188,883
Depreciation and amortization	7, 9	65,145	41,406	122,887	73,590
Director and officer compensation	13	66,616	72,221	135,831	142,816
General exploration		8,534	-	11,563	-
Legal		(249,521)	134,837	14,039	163,146
Office and sundry		50,840	34,807	125,807	105,754
Professional fees		(285,504)	241,694	44,774	395,493
Regulatory fees		66,296	11,196	117,211	59,884
Rent		1,005	1,005	2,010	2,010
Salaries and benefits		249,989	211,042	452,452	377,238
Share-based compensation	10	46,296	1,505,006	64,129	2,048,698
Shareholder costs		23,684	36,534	26,582	40,532
Transfer agent		96,746	20,560	105,684	27,324
Travel		42,733	35,414	115,456	58,365
		<u>390,647</u>	<u>2,578,516</u>	<u>1,672,461</u>	<u>3,903,799</u>
<b>Loss before other items</b>		<u>(390,647)</u>	<u>(2,578,516)</u>	<u>(1,672,461)</u>	<u>(3,903,799)</u>
<b>Other items</b>					
Interest income		28,972	4,007	70,563	13,524
Foreign exchange		249,479	(41,784)	217,453	(24,482)
Impairment of exploration and evaluation assets	8(b)	(361,289)	-	(361,289)	-
Restructuring costs	4	(1,941,655)	-	(1,941,655)	-
Unrealized gain (loss) on investments	6(b)	2,413	38,862	586,827	(452,479)
		<u>(2,022,080)</u>	<u>1,085</u>	<u>(1,428,101)</u>	<u>(463,437)</u>
<b>Loss from continuing operations</b>		<u>(2,412,727)</u>	<u>(2,577,431)</u>	<u>(3,100,562)</u>	<u>(4,367,236)</u>
<b>Loss from discontinued operations</b>	5, 8(a)	<u>-</u>	<u>(39,165,671)</u>	<u>-</u>	<u>(39,319,807)</u>
<b>Net loss for the period</b>		<u>(2,412,727)</u>	<u>(41,743,102)</u>	<u>(3,100,562)</u>	<u>(43,687,043)</u>
<b>Other comprehensive (loss) income</b>					
Currency translation adjustment		<u>(573,646)</u>	<u>748,634</u>	<u>(430,945)</u>	<u>420,590</u>
<b>Comprehensive loss for the period</b>		<u>(2,986,373)</u>	<u>(40,994,468)</u>	<u>(3,531,507)</u>	<u>(43,266,453)</u>
<b>Net loss attributable to:</b>					
Shareholders of the Company		<u>(1,833,883)</u>	<u>(40,667,437)</u>	<u>(2,397,599)</u>	<u>(41,841,870)</u>
Non-controlling interest		<u>(578,844)</u>	<u>(1,075,665)</u>	<u>(702,963)</u>	<u>(1,845,173)</u>
<b>Net loss for the period</b>		<u>(2,412,727)</u>	<u>(41,743,102)</u>	<u>(3,100,562)</u>	<u>(43,687,043)</u>
<b>Comprehensive loss attributable to:</b>					
Shareholders of the Company		<u>(2,117,072)</u>	<u>(40,293,120)</u>	<u>(2,607,440)</u>	<u>(41,631,575)</u>
Non-controlling interest		<u>(869,301)</u>	<u>(701,348)</u>	<u>(924,067)</u>	<u>(1,634,878)</u>
<b>Comprehensive loss for the period</b>		<u>(2,986,373)</u>	<u>(40,994,468)</u>	<u>(3,531,507)</u>	<u>(43,266,453)</u>

Loss per common share - see Note 12

The accompanying notes are an integral part of these condensed consolidated interim financial statements.

**SOUTHERN CROSS GOLD CONSOLIDATED LTD.** (formerly Mawson Gold Limited)  
**CONDENSED CONSOLIDATED INTERIM STATEMENTS OF CHANGES IN EQUITY**  
(Unaudited - Expressed in Canadian Dollars)

Six Months Ended November 30, 2024								
<u>Share Capital</u>								
	Number of Shares*	Amount \$	Share-Based Payments Reserve \$	Equity Attributable to Parent \$	Foreign Currency Translation Reserve \$	Deficit \$	Non-controlling Interest \$	Total Equity \$
<b>Balance at May 31, 2024</b>	96,293,365	97,678,699	9,382,338	11,947,523	(602,677)	(96,569,072)	16,988,755	38,825,566
Common shares issued for:								
- share options	297,529	226,320	-	-	-	-	-	226,320
Transfer on exercise of:								
- share options	-	122,590	(122,590)	-	-	-	-	-
Share-based compensation:								
- ESO plan	-	-	-	-	-	-	64,129	64,129
Currency translation adjustment	-	-	-	-	(209,841)	-	(221,104)	(430,945)
Net loss for the period	-	-	-	-	-	(2,397,599)	(702,963)	(3,100,562)
Change in ownership interest in subsidiary	-	-	-	704,198	-	-	741,797	1,445,995
<b>Balance at November 30, 2024</b>	<b>96,590,894</b>	<b>98,027,609</b>	<b>9,259,748</b>	<b>12,651,721</b>	<b>(812,518)</b>	<b>(98,966,671)</b>	<b>16,870,614</b>	<b>37,030,503</b>

Six Months Ended November 30, 2023								
<u>Share Capital</u>								
	Number of Shares*	Amount \$	Share-Based Payments Reserve \$	Equity Attributable to Parent \$	Foreign Currency Translation Reserve \$	Deficit \$	Non-controlling Interest \$	Total Equity \$
<b>Balance at May 31, 2023</b>	93,016,922	93,993,681	10,683,524	8,268,857	(431,946)	(52,750,309)	13,870,387	73,634,194
Common shares issued for:								
- share options exercised	839,267	627,150	-	-	-	-	-	627,150
- warrants exercised	347,068	165,002	-	-	-	-	-	165,002
Transfer on exercise of:								
- share options	-	323,300	(323,300)	-	-	-	-	-
- warrants	-	66,001	(66,001)	-	-	-	-	-
Share-based compensation:								
- share options	-	-	-	-	-	-	2,048,698	2,048,698
Currency translation adjustment	-	-	-	-	210,295	-	210,295	420,590
Net loss for the period	-	-	-	-	-	(41,841,870)	(1,845,173)	(43,687,043)
Change in ownership interest in subsidiary	-	-	-	-	-	-	98,462	98,462
<b>Balance at November 30, 2023</b>	<b>94,203,257</b>	<b>95,175,134</b>	<b>10,294,223</b>	<b>8,268,857</b>	<b>(221,651)</b>	<b>(94,592,179)</b>	<b>14,382,669</b>	<b>33,307,053</b>

\* The share numbers have been adjusted to reflect a consolidation of the Company's share capital on a one new for 3.169432 old basis effective January 10, 2025. See also Notes 4 and 10(b).

*The accompanying notes are an integral part of these condensed consolidated interim financial statements.*

**SOUTHERN CROSS GOLD CONSOLIDATED LTD.** (formerly Mawson Gold Limited)  
**CONDENSED CONSOLIDATED INTERIM STATEMENTS OF CASH FLOWS**  
(Unaudited - Expressed in Canadian Dollars)

	Six Months Ended November 30.	
	2024 \$	2023 \$
<b>Operating activities</b>		
Net loss for the period	(3,100,562)	(43,687,043)
Adjustments for:		
Depreciation and amortization	122,887	73,590
Foreign exchange	(98,630)	563,761
Impairment of exploration and evaluation assets	361,289	-
Share-based compensation	64,129	2,048,698
Accretion of interest on lease liabilities	21,583	5,513
Unrealized gain (loss) on investments	(586,827)	452,479
Loss from discontinued operations	-	39,319,807
Changes in non-cash working capital items:		
GST/VAT receivable	(47,475)	(6,402)
Prepaid expenses and deposits	21,305	(43,701)
Accounts payable and accrued liabilities	260,697	544,784
Cash used in continuing operations activities	(2,981,604)	(728,514)
Cash used in discontinued operations activities	-	(429,249)
<b>Net cash used in operating activities</b>	<u>(2,981,604)</u>	<u>(1,157,763)</u>
<b>Investing activities</b>		
Expenditures on exploration and evaluation assets	(5,710,831)	(4,632,863)
Additions to property, plant and equipment	(1,429,877)	(1,146,978)
Additions to bonds	(17,772)	(6,521)
Redemption of bonds	-	14,360
Cash used in continuing investing activities	(7,158,480)	(5,772,002)
Cash used in discontinued investing activities	-	(795,939)
<b>Net cash used in investing activities</b>	<u>(7,158,480)</u>	<u>(6,567,941)</u>
<b>Financing activities</b>		
Issuance of common shares	226,320	792,152
Payments on lease liabilities	(84,560)	(13,708)
Net proceeds from SXG AUS issuance of ordinary shares	1,153,613	98,462
Cash provided by continuing financing activities	1,295,373	876,906
Cash used in discontinued financing activities	-	(73,104)
<b>Net cash provided by financing activities</b>	<u>1,295,373</u>	<u>803,802</u>
<b>Effect of exchange rate changes on cash</b>	<u>(40,035)</u>	<u>(139,493)</u>
<b>Net change in cash</b>	(8,884,746)	(7,061,395)
Cash at beginning of period - continuing operations	15,497,519	14,665,374
Cash at beginning of period - discontinued operations	-	15,058
	15,497,519	14,680,432
Less cash at end of period - discontinued operations	-	92,277
<b>Cash at end of period - continuing operations</b>	<u>6,612,773</u>	<u>7,526,760</u>

Supplemental cash flow information - Note 15

The accompanying notes are an integral part of these condensed consolidated interim financial statements.

**SOUTHERN CROSS GOLD CONSOLIDATED LTD.** *(formerly Mawson Gold Limited)*  
**NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**  
**FOR THE SIX MONTHS ENDED NOVEMBER 30, 2024**  
*((Unaudited - Expressed in Canadian Dollars))*

---

**1. Nature of Operations and Going Concern**

The Company was incorporated on March 10, 2004 under the provisions of the Company Act (British Columbia). The Company's common shares were previously listed and traded on the Toronto Stock Exchange ("TSX") under the symbol "MAW". On January 3, 2024 the Company delisted its common shares from the TSX and, on January 4, 2024, the common shares were listed on the TSX Venture Exchange ("TSXV") under the same symbol "MAW". In January 2025 the Company completed a reorganization resulting in the distribution of its uranium assets and merger with Southern Cross Gold Ltd. ("SXG AUS"), as described in Note 4. The Company's head office is located at #1305 - 1090 West Georgia Street, Vancouver, British Columbia, V6E 3V7, Canada.

The Company is a resource company engaged in the acquisition and exploration of unproven mineral interests. As at November 30, 2024 the Company has not earned any production revenue, nor found proved reserves on any of its unproven mineral interests. On the basis of information to date the Company has not yet determined whether these properties contain economically recoverable ore reserves. The underlying value of the exploration and evaluation assets is entirely dependent on the existence of economically recoverable reserves, the ability of the Company to obtain the necessary financing to complete development and upon future profitable production. Exploration and evaluation assets represent costs incurred to date, less amounts depreciated and/or written off, and do not necessarily represent present or future values.

As at November 30, 2024 the Company had working capital in the amount of \$5,425,387. These consolidated financial statements have been prepared on a going concern basis which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business operations for the foreseeable future. To date the Company has not earned any revenue and is considered to be in the exploration stage. The Company's operations are funded from equity financings which are dependent upon many external factors and may be difficult to impossible to secure or raise when required. Management considers that the Company may need to raise additional capital from the sale of common shares or other equity or debt instruments to maintain its core operations and planned exploration programs on its existing exploration and evaluation assets for the next twelve months. The Company also recognizes that exploration expenditures may change with ongoing results and, as a result, it may be required to obtain additional financing. While the Company has been successful in securing financings in the past there can be no assurance that it will be able to do so in the future. These uncertainties cast significant doubt on the Company's ability to continue as a going concern. These consolidated financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts nor to the amounts or classification of liabilities that might be necessary should the Company not be able to continue as a going concern. Such adjustments can be material.

**2. Basis of Preparation**

***Statement of Compliance***

These condensed consolidated interim financial statements have been presented in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board ("IASB"), applicable to the preparation of interim financial statements, including IAS 34, *Interim Financial Reporting*. The preparation of financial statements requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expense. Actual results may differ from these estimates.

***Basis of Measurement***

The Company's condensed consolidated interim financial statements have been prepared on the historical cost basis except for the revaluation of certain financial assets and financial liabilities to fair value. These condensed consolidated interim financial statements are presented in Canadian dollars unless otherwise stated.

**SOUTHERN CROSS GOLD CONSOLIDATED LTD.** (formerly Mawson Gold Limited)  
**NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**  
**FOR THE SIX MONTHS ENDED NOVEMBER 30, 2024**  
(Unaudited - Expressed in Canadian Dollars)

---

**2. Basis of Preparation** (continued)

***Discontinued Operations***

Effective October 30, 2023 the Company entered into an agreement to sell its Finnish subsidiary, Mawson Oy. The segment of Mawson Oy meets the criteria of a discontinued operation under IFRS 5 - *Non-current Assets Held for Sale and Discontinued Operations*. This operating segment was not previously classified as held-for-sale or as discontinued operations. The comparative consolidated statements of comprehensive loss and cash flows have been restated to show the discontinued operations separately from continuing operations. See also Note 5.

***Details of the Group and Non-controlling Interest***

In addition to the Company, the consolidated financial statements include all subsidiaries. Subsidiaries are all corporations over which the Company is able, directly or indirectly, to control financial and operating policies, which is the authority usually connected with holding majority voting rights. Subsidiaries are fully consolidated from the date on which control is acquired by the Company. Inter-company transactions and balances are eliminated upon consolidation. They are de-consolidated from the date that control by the Company ceases. For partially owned subsidiaries, the interest attributable to non-controlling shareholders is reflected in non-controlling interest.

Non-controlling interest in the Company's less than wholly-owned subsidiary is classified as a separate component of equity. On initial recognition, non-controlling interests are measured at their proportionate share of the acquisition date fair value of identifiable net assets of the related subsidiary acquired by the Company. Subsequent to the original transaction date, adjustments are made to the carrying amount of non-controlling interest for the non-controlling interest's share of changes to the subsidiary's equity.

Changes in the Company's ownership interest in a subsidiary that do not result in a loss of control are recorded as equity transactions. The carrying amount of non-controlling interest is adjusted to reflect the change in the non-controlling interest's relative interest in the subsidiary, and the difference between the adjustment to the carrying amount of non-controlling interests and the Company's share of proceeds received and/or consideration paid is recognized directly in equity and attributed to owners of the Company.

During fiscal 2024 the Company negotiated and completed the sale of its 100% owned subsidiary, Mawson Oy, as disclosed in Note 5. As at November 30, 2024 the significant subsidiaries of the Company are:

<u>Company</u>	<u>Location of Incorporation</u>	<u>Ownership Interest</u>
Mawson AB	Sweden	100%
Euro Canna Holdings Ltd.	Canada	100%
SUA Holdings Limited	Canada	100%
Southern Cross Gold Ltd. ("SXG AUS") and Australian subsidiaries (Note 11)	Australia	48.7%

See also Note 4.

**3. Material Accounting Policies**

These condensed consolidated interim financial statements have been prepared on a basis consistent with the material accounting policies disclosed in the consolidated financial statements for the year ended May 31, 2024. Accordingly, they should be read in conjunction with the consolidated financial statements for the year ended May 31, 2024.



**SOUTHERN CROSS GOLD CONSOLIDATED LTD.** (formerly *Mawson Gold Limited*)  
**NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**  
**FOR THE SIX MONTHS ENDED NOVEMBER 30, 2024**  
(Unaudited - Expressed in Canadian Dollars)

---

**3. Material Accounting Policies** (continued)

*Accounting Standards and Interpretations Issued but Not Yet Effective*

IFRS 18, *Presentation and Disclosure in Financial Statements*, which will replace IAS 1, *Presentation of Financial Statements* aims to improve how companies communicate in their financial statements, with a focus on information about financial performance in the statement of profit or loss, in particular additional defined subtotals, disclosures about management-defined performance measures and new principles for aggregation and disaggregation of information. IFRS 18 is accompanied by limited amendments to the requirements in IAS 7 *Statement of Cash Flows*. IFRS 18 is effective from January 1, 2027. Companies are permitted to apply IFRS 18 before that date.

The Company has performed an assessment of new standards issued by the IASB that are not yet effective and has determined that any other standards that have been issued would have no or very minimal impact on the Company's consolidated financial statements.

**4. Corporate Restructuring**

On July 30, 2024 the Company entered into a definitive binding scheme implementation agreement (the "SIA") with SXG AUS, its 48.7% owned subsidiary on the date of the SIA, to acquire all of the ordinary shares of SXG AUS (the "SXG AUS Shares") that the Company did not already own, by way of a scheme of arrangement under the laws of Australia (the "SXG AUS Scheme"). Following completion of the SXG AUS Scheme on January 23, 2025, SXG AUS became a wholly owned subsidiary of the Company.

Under the terms of the SXG AUS Scheme, effective January 10, 2025, the Company:

- (i) completed the spin-out of the uranium assets held by its then wholly-owned subsidiary SUA Holdings Limited ("SUA") (the "SUA Arrangement") under the Business Corporations Act (British Columbia). Pursuant to the SUA Arrangement, the Company distributed 100% of the common shares of SUA (the "SUA Shares") held by it to shareholders of the Company of record as at January 10, 2025, on a pro rata basis. As a result, the Company shareholders also became shareholders of SUA and SUA ceased to be a subsidiary of the Company. SUA became a reporting issuer in British Columbia and Alberta.
- (ii) effected a share consolidation of its common shares on the basis of one (1) post-consolidation share (a "Consolidated Share") for every 3.169432 pre-consolidation common shares (the "Consolidation"). As a result, the 306,138,320 common shares issued and outstanding prior to the Consolidation were reduced to 96,590,894 common shares, and outstanding stock options were adjusted accordingly.
- (iii) changed its name to Southern Cross Gold Consolidated Ltd. The Company's common shares resumed trading on the TSXV on a consolidated basis effective at the opening of the market on January 15, 2025, under the new ticker symbol "SXGC".
- (iv) applied to list its securities on the Australian Securities Exchange (the "ASX"). On January 15, 2025, the Company's securities commenced quotation on the ASX under the ticker symbol "SX2" and are settled in the form of CHESS Depositary Interests ("CDIs").

During the six months ended November 30, 2024 the Company has incurred \$1,941,655 for costs associated with the SIA.

**5. Disposal of Mawson Oy**

Pursuant to a share purchase agreement dated October 30, 2023 the Company agreed to sell all of the issued share capital and intercompany debt of Mawson Oy to Mawson Finland Limited ("Mawson Finland") (formerly *Springtide Capital Acquisitions 7 Inc.*) for \$6,500,000 cash (the "Springtide Transaction"). On December 19, 2023 (the "Closing") Mawson Finland paid \$6,500,000 to the Company and completed the Springtide Transaction pursuant to which Mawson Oy became a wholly-owned subsidiary of Mawson Finland.

**SOUTHERN CROSS GOLD CONSOLIDATED LTD.** (formerly Mawson Gold Limited)  
**NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**  
**FOR THE SIX MONTHS ENDED NOVEMBER 30, 2024**  
*((Unaudited - Expressed in Canadian Dollars))*

**5. Disposal of Mawson Oy (continued)**

(a) *Assets and Liabilities of Discontinued Operations*

Mawson Oy's assets and liabilities were stated at its net realizable value of \$6,500,000 prior to Closing as follows:

	\$
<b>Assets</b>	
Cash	92,277
VAT receivable	32,633
Prepaid expenses and deposits	54,587
Property, plant and equipment	45,444
Exploration and evaluation assets	6,490,760
Right of use asset	575,457
Bonds	<u>194,533</u>
<b>Total assets</b>	<u>7,485,691</u>
<b>Liabilities</b>	
Accounts payable and accrued liabilities	(390,406)
Lease liability	<u>(595,285)</u>
<b>Total liabilities</b>	<u>(985,691)</u>
	<u>6,500,000</u>

(b) *Net Loss from Discontinued Operations*

	<u>Six Months Ended November 30,</u>	
	2024 \$	2023 \$
<b>Expenses</b>		
Accounting and administration	-	16,163
Accretion of interest on lease liability	-	31,001
Audit	-	11,343
Corporate development	-	2,406
Depreciation and amortization	-	62,338
Legal	-	8,275
Office and sundry	-	49,417
Professional fees	-	51,642
Rent	-	23,312
Salaries and benefits	-	10,570
Travel	-	23,887
Vehicles	-	<u>8,502</u>
	<u>-</u>	<u>298,856</u>
<b>Loss before other item</b>	-	(298,856)
<b>Other item</b>		
Impairment of exploration and evaluation assets	-	<u>(39,020,951)</u>
<b>Net loss from discontinued operations</b>	<u>-</u>	<u>(39,319,807)</u>

**SOUTHERN CROSS GOLD CONSOLIDATED LTD.** (formerly Mawson Gold Limited)  
**NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**  
**FOR THE SIX MONTHS ENDED NOVEMBER 30, 2024**  
*((Unaudited - Expressed in Canadian Dollars))*

**6. Investments**

		<b>As at November 30, 2024</b>		
	<b>Number</b>	<b>Cost \$</b>	<b>Unrealized Loss \$</b>	<b>Carrying Value \$</b>
Common shares				
Nagambie Resources Limited ("Nagambie")	53,361,046	1,768,741	(697,283)	1,071,458
Kingsmen Resources Limited ("Kingsmen")	18,750	<u>45,000</u>	<u>(37,125)</u>	<u>7,875</u>
		<u>1,813,741</u>	<u>(734,408)</u>	<u>1,079,333</u>
		<b>As at May 31, 2024</b>		
	<b>Number</b>	<b>Cost \$</b>	<b>Unrealized Loss \$</b>	<b>Carrying Value \$</b>
Common shares				
Nagambie	53,361,046	1,768,741	(1,282,798)	485,943
Kingsmen	18,750	<u>45,000</u>	<u>(38,437)</u>	<u>6,563</u>
		<u>1,813,741</u>	<u>(1,321,235)</u>	<u>492,506</u>

- (a) Pursuant to a subscription agreement dated March 24, 2020 the Company subscribed for 50,000,000 ordinary shares of Nagambie (the "Nagambie Shares"). As consideration for the acquisition of the Nagambie Shares the Company issued Nagambie 8,500,000 ordinary shares of the Company, at a fair value of \$1,572,500. As long as the Company continues to hold the Nagambie Shares it maintains a right of refusal to take up or match proposals being considered over a 3,600 square kilometre tenement package held by Nagambie.

During fiscal 2022 and 2023 the Company purchased an additional 3,361,046 ordinary shares of Nagambie for \$196,241.

- (b) The carrying values of the investments were determined using quoted market values. During the six months ended November 30, 2024 the Company recorded an unrealized gain of \$586,827 (2023 - loss of \$452,479) on its investments held.

**SOUTHERN CROSS GOLD CONSOLIDATED LTD.** (formerly Mawson Gold Limited)  
**NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**  
**FOR THE SIX MONTHS ENDED NOVEMBER 30, 2024**  
(Unaudited - Expressed in Canadian Dollars)

**7. Property, Plant and Equipment**

<b>Cost:</b>	<b>Land</b>	<b>Office and Field Equipment</b>	<b>Vehicles</b>	<b>Total</b>
	<b>\$</b>	<b>\$</b>	<b>\$</b>	<b>\$</b>
Balance at May 31, 2023	1,736,710	278,693	520,809	2,536,212
Additions	1,195,898	2,901	-	1,198,799
Disposition of Mawson Oy	-	(121,085)	(299,393)	(420,478)
Foreign exchange movement	<u>82,179</u>	<u>4,601</u>	<u>6,320</u>	<u>93,100</u>
Balance at May 31, 2024	3,014,787	165,110	227,736	3,407,633
Additions	1,342,092	87,785	-	1,429,877
Foreign exchange movement	<u>(110,444)</u>	<u>(7,295)</u>	<u>507</u>	<u>(117,232)</u>
Balance at November 30, 2024	<u>4,246,435</u>	<u>245,600</u>	<u>228,243</u>	<u>4,720,278</u>
<b>Accumulated Depreciation:</b>				
Balance at May 31, 2023	-	(149,370)	(290,531)	(439,901)
Depreciation	-	(30,088)	(51,998)	(82,086)
Disposition of Mawson Oy	-	119,464	255,570	375,034
Foreign exchange movement	<u>-</u>	<u>(1,674)</u>	<u>(2,425)</u>	<u>(4,099)</u>
Balance at May 31, 2024	-	(61,668)	(89,384)	(151,052)
Depreciation	-	(19,424)	(17,409)	(36,833)
Foreign exchange movement	<u>-</u>	<u>(107)</u>	<u>(169)</u>	<u>(276)</u>
Balance at November 30, 2024	<u>-</u>	<u>(81,199)</u>	<u>(106,962)</u>	<u>(188,161)</u>
<b>Carrying Value:</b>				
Balance at May 31, 2024	<u>3,014,787</u>	<u>103,442</u>	<u>138,352</u>	<u>3,256,581</u>
Balance at November 30, 2024	<u>4,246,435</u>	<u>164,401</u>	<u>121,281</u>	<u>4,532,117</u>

**SOUTHERN CROSS GOLD CONSOLIDATED LTD.** (formerly Mawson Gold Limited)  
**NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**  
**FOR THE SIX MONTHS ENDED NOVEMBER 30, 2024**  
*((Unaudited - Expressed in Canadian Dollars))*

**8. Exploration and Evaluation Assets**

<b>As at November 30, 2024</b>				
	<b>Acquisition Costs \$</b>	<b>Deferred Exploration Costs \$</b>	<b>Foreign Exchange Movement \$</b>	<b>Total \$</b>
Sweden				
Other	40,748	7,134	-	47,882
Australia				
Sunday Creek	851,661	22,454,363	316,764	23,622,788
Redcastle	<u>284,794</u>	<u>1,772,681</u>	<u>(14,255)</u>	<u>2,043,220</u>
	<u>1,177,203</u>	<u>24,234,178</u>	<u>302,509</u>	<u>25,713,890</u>
<b>As at May 31, 2024</b>				
	<b>Acquisition Costs \$</b>	<b>Deferred Exploration Costs \$</b>	<b>Foreign Exchange Movement \$</b>	<b>Total \$</b>
Sweden				
Skelleftea North	70,357	281,381	-	351,738
Other	40,748	7,134	-	47,882
Australia				
Sunday Creek	799,058	17,281,134	281,602	18,361,794
Redcastle	<u>56,244</u>	<u>1,722,606</u>	<u>(17,296)</u>	<u>1,761,554</u>
	<u>966,407</u>	<u>19,292,255</u>	<u>264,306</u>	<u>20,522,968</u>

**SOUTHERN CROSS GOLD CONSOLIDATED LTD.** (formerly Mawson Gold Limited)  
**NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**  
**FOR THE SIX MONTHS ENDED NOVEMBER 30, 2024**  
*((Unaudited - Expressed in Canadian Dollars))*

**8. Exploration and Evaluation Assets (continued)**

	<u>Finland</u>	<u>Sweden</u>		<u>Australia</u>			<u>Total</u> \$
	<u>Rajapalot</u> \$	<u>Skelleftea</u> <u>North</u> \$	<u>Other</u> \$	<u>Sunday Creek</u> \$	<u>Redcastle</u> \$	<u>Whroo JV</u> \$	
<b>Balance at May 31, 2023</b>	<u>44,824,865</u>	<u>329,336</u>	<u>40,748</u>	<u>8,699,694</u>	<u>1,552,735</u>	<u>713,618</u>	<u>56,160,996</u>
<b>Exploration costs</b>							
Assays	102,133	-	-	-	-	-	102,133
Consulting	111,803	-	-	1,375,793	1,215	4,063	1,492,874
Drilling	-	-	-	5,148,516	-	-	5,148,516
Exploration site	15,535	-	-	293,422	43,428	3,355	355,740
Field equipment	8,113	-	-	256,220	3,945	-	268,278
Field workers	34,947	-	-	-	-	-	34,947
Fuel	6,168	-	-	20,347	3,074	84	29,673
Geochemical	8,917	-	-	884,519	-	-	893,436
Geological	16,892	22,402	7,134	294,123	20,702	-	361,253
Metallurgy	-	-	-	29,806	-	-	29,806
Salaries and benefits	256,902	-	-	726,178	57,846	-	1,040,926
Travel	529	-	-	15,305	3,082	-	18,916
Vehicle rental and other	-	-	-	14,147	2,734	-	16,881
	<u>561,939</u>	<u>22,402</u>	<u>7,134</u>	<u>9,058,376</u>	<u>136,026</u>	<u>7,502</u>	<u>9,793,379</u>
<b>Acquisition costs</b>							
Mining rights	124,907	-	-	18,442	16,643	267,015	427,007
<b>Foreign exchange movement</b>	<u>-</u>	<u>-</u>	<u>-</u>	<u>585,282</u>	<u>56,150</u>	<u>(68,943)</u>	<u>572,489</u>
<b>Impairment provision</b>	<u>(39,020,951)</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>(919,192)</u>	<u>(39,940,143)</u>
<b>Disposition of Mawson Oy</b>	<u>(6,490,760)</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>(6,490,760)</u>
<b>Balance at May 31, 2024</b>	<u>-</u>	<u>351,738</u>	<u>47,882</u>	<u>18,361,794</u>	<u>1,761,554</u>	<u>-</u>	<u>20,522,968</u>
<b>Exploration costs</b>							
Consulting	-	-	-	617,684	387	-	618,071
Drilling	-	-	-	3,334,942	-	-	3,334,942
Exploration site	-	-	-	109,209	3,381	-	112,590
Field equipment	-	-	-	133,533	12,427	-	145,960
Fuel	-	-	-	15,337	1,201	-	16,538
Geochemical	-	-	-	416,046	-	-	416,046
Geological	-	-	-	225,639	-	-	225,639
Metallurgy	-	-	-	21,253	-	-	21,253
Salaries and benefits	-	-	-	263,565	24,279	-	287,844
Travel	-	-	-	27,118	1,898	-	29,016
Vehicle rental and other	-	-	-	8,903	6,502	-	15,405
	<u>-</u>	<u>-</u>	<u>-</u>	<u>5,173,229</u>	<u>50,075</u>	<u>-</u>	<u>5,223,304</u>
<b>Acquisition costs</b>							
Renewal fees	-	9,551	-	-	-	-	9,551
Purchase	-	-	-	-	228,550	-	228,550
Mining rights	-	-	-	52,603	-	-	52,603
	<u>-</u>	<u>9,551</u>	<u>-</u>	<u>52,603</u>	<u>228,550</u>	<u>-</u>	<u>290,704</u>
<b>Foreign exchange movement</b>	<u>-</u>	<u>-</u>	<u>-</u>	<u>35,162</u>	<u>3,041</u>	<u>-</u>	<u>38,203</u>
<b>Impairment provision</b>	<u>-</u>	<u>(361,289)</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>(361,289)</u>
<b>Balance at Nov. 30, 2024</b>	<u>-</u>	<u>-</u>	<u>47,882</u>	<u>23,622,788</u>	<u>2,043,220</u>	<u>-</u>	<u>25,713,890</u>

**SOUTHERN CROSS GOLD CONSOLIDATED LTD.** (formerly Mawson Gold Limited)  
**NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**  
**FOR THE SIX MONTHS ENDED NOVEMBER 30, 2024**  
(Unaudited - Expressed in Canadian Dollars)

---

**8. Exploration and Evaluation Assets (continued)**

(a) ***Rajapalot, Finland***

Through Mawson Oy, the Company had held claims and exploration permits (the Rajapalot Gold Project”) in northern Finland. On October 30, 2023 the Company agreed to sell Mawson Oy, as described in Note 5. Accordingly, during fiscal 2024, the Company recorded an impairment provision of \$39,020,951 to the Rajapalot Gold Project to reflect its net realizable value of \$6,490,760, which was then realized on the Closing.

(b) ***Skelleftea North, Sweden***

Effective December 24, 2021, as amended on October 19, 2023, the Company entered into an option agreement whereby it was granted the right to earn up to an 85% interest in four mineral permits (the “Skelleftea North Project”) located in the Skelleftea Mining District of Northern Sweden. Pursuant to the option agreement the Company has paid \$20,000 cash and issued 260,000 common shares of the Company at a fair value of \$40,300 and may earn the following interests:

- (i) an initial 75% interest by incurring \$3,000,000 in exploration expenditures over four years, provided that a minimum \$220,000 is incurred in year one (met) and \$280,000 on or before December 24, 2024; and
- (ii) an additional 10% interest by completion of a National Instrument 43-101 compliant pre-feasibility or feasibility study within 10 years.

On December 20, 2024 the Company notified the optionor of its decision to relinquish the Skelleftea North Project and return the mineral permits. Accordingly, the Company has recorded an impairment charge of \$361,289 for all capitalized exploration and evaluation costs incurred to November 30, 2024.

(c) ***Australia Projects***

The Company’s Australian mineral interests are held by Southern Cross as follows:

(i) ***Sunday Creek Project***

Pursuant to an acquisition agreement, dated March 24, 2020 the Company acquired 100% of the shares in Clonbinane from Nagambie. As consideration the Company paid Nagambie a total of \$454,480 (AUD \$528,880) cash, issued 1,000,000 common shares of the Company at a fair value of \$185,000 and incurred legal fees of \$35,786. Clonbinane’s sole asset was the Sunday Creek Project.

(ii) ***Redcastle, Australia***

On March 24, 2020 the Company entered into an option and joint venture agreement pursuant to which the Company had the right to earn up to a 70% joint venture interest in Nagambie’s Redcastle gold property located in Victoria, Australia by incurring AUD \$1,000,000 of exploration expenditures on the Redcastle property. In June 2021 the Company notified Nagambie that the Company had earned a 70% interest in the Redcastle gold property. On October 24, 2024 Nagambie and the Company entered into a purchase and sale agreement whereby the Company paid \$228,550 (AUD \$250,000) and acquired Nagambie’s remaining 30% joint venture interest.

(iii) ***Whroo JV, Australia***

On March 24, 2020 the Company entered into an option agreement with Nagambie pursuant to which the Company had the right to earn up to a 70% interest in Nagambie’s Doctors Gully property located in Victoria, Australia. On October 13, 2020 the parties entered into an amended and restated option agreement (the “Whroo JV Agreement”) on the Doctors Gully property and additional exploration licences (collectively the “Whroo JV”).

**SOUTHERN CROSS GOLD CONSOLIDATED LTD.** (formerly Mawson Gold Limited)  
**NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**  
**FOR THE SIX MONTHS ENDED NOVEMBER 30, 2024**  
(Unaudited - Expressed in Canadian Dollars)

**8. Exploration and Evaluation Assets (continued)**

Pursuant to the Whroo JV Agreement the Company had the option to earn up to a 70% joint venture interest in the Whroo JV by making cash payments totalling AUD \$250,000 (AUD \$100,000 paid) over four years ending December 31, 2024 and incurring the following exploration expenditures: AUD \$400,000 in the first year, ending on December 2, 2021, and an additional AUD \$500,000 in year two to earn an initial 25% interest, an additional AUD \$1,600,000 (cumulative AUD \$2,500,000) in years three and four to earn a 60% interest.

In April 2024 Nagambie was notified by the Company that it would not proceed with the Whroo JV Agreement and has, accordingly, recorded an impairment provision of \$919,192 during fiscal 2024 for all capitalized exploration and evaluation costs incurred on the Whroo JV.

(iv) *Commitments*

Australia tenement spending commitments are subject to renegotiation when an application for a mining lease and/or renewal of exploration permits are made or at other times and are subject to whether the Company decides to continue a tenement's rights until its expiry. The amounts detailed below are the minimum expenditures required to maintain ownership of the current tenements held as at November 30, 2024.

	AUD \$
Within one year	756,200
One to five years	<u>910,500</u>
Total	<u>1,666,700</u>

**9. Right of Use Assets**

	\$
<b>Cost:</b>	
Balance at May 31, 2023	886,879
Additions	68,342
Disposition of Mawson Oy	(657,666)
Foreign exchange movement	<u>8,651</u>
Balance at May 31, 2024	306,206
Additions	718,158
Foreign exchange movement	<u>9,869</u>
Balance at November 30, 2024	<u>1,034,233</u>
<b>Accumulated amortization:</b>	
Balance at May 31, 2023	(46,504)
Amortization	(136,381)
Disposition of Mawson Oy	82,209
Foreign exchange movement	<u>(2,771)</u>
Balance at May 31, 2024	(103,447)
Amortization	(86,054)
Foreign exchange movement	<u>(90)</u>
Balance at November 30, 2024	<u>(189,591)</u>



**SOUTHERN CROSS GOLD CONSOLIDATED LTD.** (formerly Mawson Gold Limited)  
**NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**  
**FOR THE SIX MONTHS ENDED NOVEMBER 30, 2024**  
(Unaudited - Expressed in Canadian Dollars)

**9. Right of Use Assets** (continued)

	\$
<b>Carrying value:</b>	
Balance at May 31, 2024	202,759
Balance at November 30, 2024	<u>844,642</u>

The Company has lease contracts for office and warehouse premises. It does not have any subleases. As at November 30, 2024 the lease liabilities have remaining lease terms of approximately three to eight years or less and were determined using an effective interest rate of between 5% to 5.68%.

	Six Months Ended	
	November 30,	
	2024	2023
	\$	\$
Balance, beginning of period	203,643	212,247
Additions	718,158	-
Accretion of interest	21,583	5,513
Payments	(84,560)	(13,708)
Foreign exchange movement	(29,950)	41,305
Balance, end of period	<u>828,874</u>	<u>245,357</u>
Current portion of lease liabilities	177,048	89,705
Non-current portion of lease liabilities	<u>651,826</u>	<u>155,652</u>
Total lease liabilities	<u>828,874</u>	<u>245,357</u>

As at November 30, 2024 the total of future minimum lease payments under the lease are as follows:

	\$
Less than one year	203,521
Greater than one year	<u>816,060</u>
	<u>1,019,581</u>

**10. Share Capital**

(a) *Authorized Share Capital*

The Company's authorized share capital consists of an unlimited number of common shares without par value. All issued common shares are fully paid.

(b) *Share Consolidation*

On January 10, 2025 the Company completed a consolidation of its share capital on a one new for 3.169432 old basis. The share and per share amounts have been adjusted within these consolidated financial statements to reflect the share consolidation. See also Note 4.

(c) *Equity Financings*

The Company did not conduct any equity financings during the six months ended November 30, 2024 or fiscal 2024.

**SOUTHERN CROSS GOLD CONSOLIDATED LTD.** (formerly Mawson Gold Limited)  
**NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**  
**FOR THE SIX MONTHS ENDED NOVEMBER 30, 2024**  
*((Unaudited - Expressed in Canadian Dollars))*

**10. Share Capital** (continued)

(d) *Warrants and Lead Manager / Broker Options*

- (i) A summary of the number of common shares reserved pursuant to the Company's outstanding warrants at November 30, 2024 and 2023 and the changes for the six months ended on those dates, is as follows:

	2024		2023	
	Number	Weighted Average Exercise Price \$	Number	Weighted Average Exercise Price \$
Balance, beginning of period	-	-	347,068	0.475
Exercised	-	-	(347,068)	0.475
Balance, end of period	-	-	-	-

- (ii) During fiscal 2023 SXG AUS issued 3,000,000 options (the "Lead Manager Options") to its broker in connection with its private placement conducted in November 2022. Each Lead Manager Option entitles the holder to purchase an additional ordinary share of SXG AUS at a price of AUD \$0.87 per share until November 28, 2025. The fair value of the Broker Options has been estimated using the Black-Scholes option pricing model. The assumptions used were: a risk-free interest rate of 3.13%; expected volatility of 120%; an expected life of 3 years; a dividend yield of 0%; and an expected forfeiture rate of 0%. The value assigned to the Lead Manager Options was \$1,258,076. The weighted average fair value of the Lead Manager Options issued was \$0.42 per Lead Manager Option. During the six months ended November 30, 2024 100,000 (fiscal 2024 - 1,795,000) Lead Manager Options were exercised and SXG AUS received AUD \$87,000 (fiscal 2024 - AUD \$1,561,650). As at November 30, 2024 1,105,000 Lead Manager options remained unexercised.

During fiscal 2022 SXG AUS issued 6,500,000 options (the "Broker Options") to its lead broker in connection with its IPO. Each Broker Option entitles the holder to purchase an additional ordinary share of SXG AUS at a price of AUD \$0.30 per share until May 5, 2025. The fair value of the Broker Options has been estimated using the Black-Scholes option pricing model. The assumptions used were: a risk-free interest rate of 0.66%; expected volatility of 80%; an expected life of 3 years; a dividend yield of 0%; and an expected forfeiture rate of 0%. The value assigned to the Broker Options was \$472,377. The weighted average fair value of the Broker Options issued was \$0.075 per Broker Option. During the six months ended November 30, 2024 1,937,584 (fiscal 2024 -2,597,749) Broker Options were exercised and SXG AUS received AUD \$581,275 (fiscal 2024 - AUD \$779,325). As at November 30, 2024 1,964,667 Broker Options remained unexercised.

(e) *Share Option Plans*

- (i) The Company has established a rolling share option plan (the "Plan") in which the maximum number of common shares which can be reserved for issuance under the Plan which, when combined with the number of common shares issued under the Restricted Share Unit Plan adopted in Note 10(e), is 10% of the issued and outstanding shares of the Company. The minimum exercise price of the options is set at the Company's closing share price on the day before the grant date, less allowable discounts. Options granted may be subject to vesting provisions as determined by the Board of Directors and have a maximum term of ten years. The Plan permits the holder of share options to exercise cashless (net exercise) by surrendering a portion of the underlying share option shares to pay for the exercise cost.

No share options were granted during the six months ended November 30, 2024 or 2023 and no share compensation expense was recorded.

**SOUTHERN CROSS GOLD CONSOLIDATED LTD.** (formerly Mawson Gold Limited)  
**NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**  
**FOR THE SIX MONTHS ENDED NOVEMBER 30, 2024**  
(Unaudited - Expressed in Canadian Dollars)

**10. Share Capital** (continued)

A summary of the Company's share options at November 30, 2024 and 2023 and the changes for the six months ended on those dates, is as follows:

	2024		2023	
	Number of Options Outstanding	Weighted Average Exercise Price \$	Number of Options Outstanding	Weighted Average Exercise Price \$
Balance, beginning of period	1,117,865	0.76	4,905,979	0.82
Exercised	(297,529)	0.76	(839,267)	0.76
Expired	-	-	(459,072)	1.20
Balance, end of period	<u>820,336</u>	0.76	<u>3,907,640</u>	0.79

The following table summarizes information about the Company share options outstanding and exercisable at November 30, 2024:

Number Outstanding and Exercisable	Exercise Price \$	Expiry Date
<u>820,336</u>	0.76	February 10, 2026

- (ii) No share options were granted by SXG AUS during the six months ended November 30, 2024.

During the six months ended November 30, 2023 SXG AUS granted share options to purchase a total of 7,050,000 ordinary shares of SXG AUS and recorded compensation expense of \$1,972,576. In addition SXG AUS recorded additional compensation expense of \$76,122 on the vesting of share options previously granted.

A summary of SXG AUS share options at November 30, 2024 and 2023 and the changes for the six months ended on that date, is as follows:

	2024		2023	
	Number of Options Outstanding	Weighted Average Exercise Price AUD \$	Number of Options Outstanding	Weighted Average Exercise Price AUD \$
Balance, beginning of period	14,899,999	0.64	8,349,999	0.30
Granted	-	-	7,050,000	1.05
Exercised	(1,683,333)	0.35	-	-
Balance, end of period	<u>13,216,666</u>	0.68	<u>15,399,999</u>	0.64

The following table summarizes information about SXG AUS share options outstanding and exercisable at November 30, 2024:

Number	Exercise Price AUD \$	Expiry Date
1,350,000	0.30	May 5, 2025
2,783,333	0.30	May 5, 2026
1,250,000	0.66	August 15, 2026
1,500,000	1.20	October 23, 2026
3,550,000	1.20	November 7, 2026
<u>2,783,333</u>	0.30	May 5, 2027
<u>13,216,666</u>		

**SOUTHERN CROSS GOLD CONSOLIDATED LTD.** (formerly Mawson Gold Limited)  
**NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**  
**FOR THE SIX MONTHS ENDED NOVEMBER 30, 2024**  
(Unaudited - Expressed in Canadian Dollars)

---

**10. Share Capital** (continued)

(f) *Restricted Share Units Plan*

On November 6, 2018 the Company adopted a restricted share unit plan (the “RSU Plan”). Under the RSU Plan, RSUs may be granted to directors, officers, employees and consultants of the Company (excluding investor relations consultants) as partial compensation for the services they provide to the Company. The RSU Plan is a fixed number plan, and the number of common shares issued under the RSU Plan, when combined with the number of stock options available under the Company’s share option plan, will not exceed 10% of the Company’s outstanding common shares. As of November 30, 2024 the Company has been authorized to issue up to 631,027 RSUs.

No RSUs have been awarded during the six months ended November 30, 2024 and 2023.

(g) *Employer Security Ownership Plan*

On March 17, 2022 SXG AUS adopted an employer security ownership plan (the “ESO Plan”). The ESO Plan provided for the issuance of up to 8,970,000 ESOs. Under the ESO Plan, ESOs may be granted to directors, officers, employees and consultants of SXG AUS (excluding investor relations consultants) as partial compensation for the services they provide to SXG AUS. The ESO Plan is a fixed number plan, and the number of common shares issued under the ESO Plan, when combined with the number of stock options available under SXG AUS’ share option plan, will not exceed 10% of SXG AUS’ outstanding common shares.

During the six months ended November 30, 2024 SXG AUS granted 280,000 (2023 - nil) ESOs and recorded share-based compensation of \$64,129 (2023 - \$nil).

**11. Non-controlling Interests**

During fiscal 2022 the Company determined to restructure its Australian assets into a new entity which would conduct an IPO in Australia and a listing of its ordinary shares on the Australian Stock Exchange (“ASX”). On July 21, 2021 the Company incorporated SXG AUS as a wholly-owned Australian subsidiary. On August 9, 2021 the Company transferred its shareholdings in its 100% owned Australian subsidiaries, Mawson Queensland Pty Ltd. (“Queensland”), SXG Victoria Pty Ltd. (“Victoria”) and Clonbinane Goldfield Pty Ltd. (“Clonbinane”), to SXG AUS. On December 29, 2021 the Company transferred its holdings in Nagambie shares to SXG AUS. During fiscal 2022 SXG AUS conducted a number of private placements and its initial public offering and the Company’s interest in SXG AUS was diluted from 100% to 60%.

In fiscal 2023 SXG AUS completed a private placement of its common shares further diluting the Company’s interest to 50.99%. In fiscal 2024 SXG AUS completed a private placement and a rights offering, issued ordinary shares for the exercise of share options, Lead Manager Options and Broker Options and, as a result, the Company’s ownership interest was diluted to 49.6% as at May 31, 2024. During the six months ended November 30, 2024 SXG AUS issued ordinary shares for the exercise of share options and Broker Options. As a result, the Company’s ownership interest was diluted to 48.7%. Due to the distribution of the ownership in SXG AUS, the reductions in the Company’s ownership interest did not result in a loss of control and has been recorded as equity transactions.

**SOUTHERN CROSS GOLD CONSOLIDATED LTD.** (formerly Mawson Gold Limited)  
**NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**  
**FOR THE SIX MONTHS ENDED NOVEMBER 30, 2024**  
(Unaudited - Expressed in Canadian Dollars)

**11. Non-controlling Interests** (continued)

The following is a continuity of SXG AUS' non-controlling interest:

	\$
Balance at May 31, 2023	13,870,387
Non-controlling interest adjustment for change in ownership interests	4,505,852
Share-based compensation adjustment	2,341,645
Currency translation adjustment	(173,481)
Share of loss for the period June 1, 2023 to May 31, 2024	<u>(3,555,648)</u>
Balance at May 31, 2024	16,988,755
Non-controlling interest adjustment for change in ownership interests	741,797
Share-based compensation adjustment	64,129
Currency translation adjustment	(221,104)
Share of loss for the period June 1, 2024 to November 30, 2024	<u>(702,963)</u>
Balance at November 30, 2024	<u>16,870,614</u>

The following table summarizes the consolidated assets and liabilities of SXG AUS and the share of net liabilities which are attributable to the non-controlling interest as at November 30, 2024 and 2023.

	2024 \$	2023 \$
<b>Assets</b>		
Current	4,643,836	7,332,787
Non-current	<u>32,424,188</u>	<u>21,130,507</u>
	37,068,024	28,463,294
<b>Liabilities</b>		
Current	(1,218,359)	(1,824,209)
Non-current	<u>(651,826)</u>	<u>(155,651)</u>
<b>Net assets</b>	<u>35,197,839</u>	<u>26,483,434</u>
Non-controlling interest percentage	<u>51.3%</u>	<u>49.06%</u>

	2024 \$	2023 \$
Non-controlling interest in net assets	18,056,491	12,992,773
Adjustment for NCI contributed surplus	<u>(1,185,877)</u>	<u>1,389,896</u>
Non-controlling interest for the period	<u>16,870,614</u>	<u>14,382,669</u>

The following table presents the loss and comprehensive loss attributable to the non-controlling interest for the six months ended November 30, 2024 and 2023.

	2024 \$	2023 \$
Loss for the period - non-controlling interest	(702,963)	(1,845,173)
Currency translation adjustment	<u>(221,104)</u>	<u>210,295</u>
Comprehensive loss for the period	<u>(924,067)</u>	<u>(1,634,878)</u>

**SOUTHERN CROSS GOLD CONSOLIDATED LTD.** (formerly Mawson Gold Limited)  
**NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**  
**FOR THE SIX MONTHS ENDED NOVEMBER 30, 2024**  
*((Unaudited - Expressed in Canadian Dollars))*

**11. Non-controlling Interests** (continued)

The following table presents the cash flows of SXG AUS for the six months ended November 30, 2024 and 2023:

	2024 \$	2023 \$
Cash flow from:		
Operating activities	(1,480,866)	(558,565)
Investing activities	(7,542,020)	(5,914,182)
Financing activities	1,154,886	98,462

See also Note 4.

**12. Loss per Common Share**

	Six Months Ended November 30	
	2024 \$	2023 \$
Numerator		
Loss from continuing operations	(3,100,562)	(4,367,236)
Loss from discontinued operations	-	(39,319,807)
Net loss attributable to shareholders	<u>(3,100,562)</u>	<u>(43,687,043)</u>
Denominator		
For basic weighted average number of common shares outstanding	96,461,839	93,323,252
Effect of dilutive stock options	-	-
For diluted weighted average number of common shares outstanding	<u>96,461,839</u>	<u>93,323,252</u>
Basic and diluted loss per common share from continuing operations	<u>(0.03)</u>	<u>(0.05)</u>
Basic and diluted loss per common share from discontinued operations	<u>-</u>	<u>(0.42)</u>

**13. Related Party 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*

During the six months ended November 30, 2024 the Company incurred a total of \$126,500 (2023 - \$181,003) to current and former key management personnel for salaries and fees which have been allocated based on the nature of the services provided: expensed \$106,500 (2023 - \$112,500) to directors and officers compensation, expensed \$20,000 (2023 - \$nil) to restructuring costs and capitalized \$nil (2023 - \$68,503) to exploration and evaluation assets. As at November 30, 2024 \$62,000 (May 31, 2024 - \$31,500) remained unpaid and has been included in accounts payable and accrued liabilities.

The Company has a management agreement with its Chairman which provides that in the event the Chairman's services are terminated without cause or upon a change of control of the Company, a termination payment of two years of compensation is payable. If the termination had occurred on November 30, 2024 the amount payable under the agreement would be \$120,000.

**SOUTHERN CROSS GOLD CONSOLIDATED LTD.** (formerly Mawson Gold Limited)  
**NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**  
**FOR THE SIX MONTHS ENDED NOVEMBER 30, 2024**  
*((Unaudited - Expressed in Canadian Dollars))*

**13. Related Party Disclosures** (continued)

- (b) During the six months ended November 30, 2024 the Company incurred a total of \$44,500 (2023 - \$41,700) with Chase Management Ltd. (“Chase”), a private corporation owned by the CFO of the Company, for accounting and administration services provided by Chase personnel, excluding the CFO, and \$2,010 (2023 - \$2,010) for rent. As at November 30, 2024 \$7,170 (May 31, 2024 - \$4,670) remained unpaid and has been included in accounts payable and accrued liabilities.
- (c) During the six months ended November 30, 2024 SXG AUS incurred a total of \$125,703 (2023 - \$121,176) for fees to a director and officer who is also a current officer of the Company, of which \$29,331 (2023 - \$30,316) have been expensed to director and officer compensation and \$96,372 (2023 - \$90,860) capitalized to exploration and evaluation assets.

During the six months ended November 30, 2023 the Company also recorded \$572,504 share-based compensation for the granting and vesting of SXG AUS share options to this individual.

**14. 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:

<b>Financial Instrument</b>	<b>Category</b>	<b>November 30, 2024 \$</b>	<b>May 31, 2024 \$</b>
Cash	FVTPL	6,612,773	15,497,519
Investments	FVTPL	1,079,333	492,506
Bonds	Amortized cost	86,960	69,545
Accounts payable and accrued liabilities	Amortized cost	(1,403,891)	(1,380,052)
Lease liabilities	Amortized cost	(828,874)	(203,643)

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 liabilities approximate their fair value and they have interest at market rates for similar debt. The recorded amounts for cash, investments and bonds approximate their fair value. The Company’s fair value of cash, and investments under the fair value hierarchy are measured using Level 1 inputs.

**SOUTHERN CROSS GOLD CONSOLIDATED LTD.** (formerly Mawson Gold Limited)  
**NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**  
**FOR THE SIX MONTHS ENDED NOVEMBER 30, 2024**  
(Unaudited - Expressed in Canadian Dollars)

**14. Financial Instruments and Risk Management** (continued)

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 November 30, 2024</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	6,612,773	-	-	-	6,612,773
Investments	-	-	1,079,333	-	1,079,333
Bonds	-	-	86,960	-	86,960
Accounts payable and accrued liabilities	(1,403,891)	-	-	-	(1,403,891)
Lease liabilities	(44,262)	(132,786)	(517,571)	(134,255)	(828,874)

*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 November 30, 2024, 1 Canadian Dollar was equal to 1.10 AUD Dollar, 7.78 SEK, and 0.71 US Dollar.

Balances are as follows:

	<b>AUD Dollars</b>	<b>Swedish Kronors</b>	<b>US Dollars</b>	<b>CDN \$ Equivalent</b>
Cash	4,755,279	200,298	10,307	4,363,243
GST/VAT receivable	277,475	415	-	252,304
Bonds	68,961	68,880	11,010	86,960
Accounts payable and accrued liabilities	(1,229,953)	(100,145)	(3,959)	(1,136,588)
	<u>3,871,762</u>	<u>169,448</u>	<u>17,358</u>	<u>3,565,919</u>



**SOUTHERN CROSS GOLD CONSOLIDATED LTD.** (formerly Mawson Gold Limited)  
**NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**  
**FOR THE SIX MONTHS ENDED NOVEMBER 30, 2024**  
*((Unaudited - Expressed in Canadian Dollars))*

---

**14. Financial Instruments and Risk Management** (continued)

Based on the net exposures as of November 30, 2024 and assuming that all other variables remain constant, a 10% fluctuation on the Canadian Dollar against the SEK, AUD Dollar and US Dollar would result in the Company's net income or loss being approximately \$363,500 higher (or lower).

*Capital Management*

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

**15. Supplemental Cash Flow Information**

During the six months ended November 30, 2024 and 2023 non-cash activities were conducted by the Company as follows:

	2024 \$	2023 \$
Operating activities		
Accounts payable and accrued liabilities	196,823	465,657
Lease liabilities	<u>718,158</u>	<u>-</u>
	<u>914,981</u>	<u>465,657</u>
Investing activities		
Exploration and evaluation assets	(196,823)	(465,657)
Addition to right of use assets	<u>(718,158)</u>	<u>-</u>
	<u>(914,981)</u>	<u>(465,657)</u>
Financing activities		
Issuance of common shares	122,590	389,301
Share-based payments reserve	<u>(122,590)</u>	<u>(389,301)</u>
	<u>-</u>	<u>-</u>

**SOUTHERN CROSS GOLD CONSOLIDATED LTD.** (formerly Mawson Gold Limited)  
**NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**  
**FOR THE SIX MONTHS ENDED NOVEMBER 30, 2024**  
*((Unaudited - Expressed in Canadian Dollars))*

**16. Segmented Information**

The Company operates in one reportable segment, the exploration and development of unproven exploration and evaluation assets. The Company is in the exploration stage and has no reportable segment revenues or operating results.

The Company's total assets are segmented geographically as follows:

	<b>As at November 30, 2024</b>				
	<b>Canada</b>	<b>Australia</b>	<b>USA</b>	<b>Sweden</b>	<b>Total</b>
	<b>\$</b>	<b>\$</b>	<b>\$</b>	<b>\$</b>	<b>\$</b>
Current assets	1,736,019	5,243,866	-	26,441	7,006,326
Investments	7,875	1,071,458	-	-	1,079,333
Property, plant and equipment	-	4,532,117	-	-	4,532,117
Exploration and evaluation assets	-	25,713,890	-	-	25,713,890
Right of use assets	-	844,642	-	-	844,642
Bonds	-	62,941	15,425	8,594	86,960
	<u>1,743,894</u>	<u>37,468,914</u>	<u>15,425</u>	<u>35,035</u>	<u>39,263,268</u>
	<b>As at May 31, 2024</b>				
	<b>Canada</b>	<b>Australia</b>	<b>USA</b>	<b>Sweden</b>	<b>Total</b>
	<b>\$</b>	<b>\$</b>	<b>\$</b>	<b>\$</b>	<b>\$</b>
Current assets	3,470,815	12,384,719	-	9,368	15,864,902
Investments	6,563	485,943	-	-	492,506
Property, plant and equipment	-	3,256,581	-	-	3,256,581
Exploration and evaluation assets	-	20,123,348	-	399,620	20,522,968
Right of use assets	-	202,759	-	-	202,759
Bonds	-	46,138	14,941	8,466	69,545
	<u>3,477,378</u>	<u>36,499,488</u>	<u>14,941</u>	<u>417,454</u>	<u>40,409,261</u>