

# Mawson and Darwin complete statutory plan of arrangement

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VANCOUVER, April 30, 2012 /CNW/ - [Mawson Resources Limited](#) ("Mawson") (TSX - MAW; Frankfurt - MRY) and [Darwin Resources Corp.](#) ("Darwin") (TSXV - DAR) are pleased to announce that, further to the news release of Mawson dated April 24, 2012, they have completed the previously announced court approved plan of arrangement (the "Arrangement") as part of the reorganization of the business and capital of Mawson into Mawson and Darwin (the "Reorganization"). The Reorganization is intended to maximize value for Mawson shareholders and allow Mawson to focus on the development of its flagship Rompas property in Finland.

Under the Arrangement, among other things, holders of Mawson common shares ("Old Mawson Shares") as at the Arrangement effective time of 12:01 a.m. (PDT) on Monday, April 30, 2012 (the "Effective Time") will be entitled to receive one (1) new common share of Mawson (a "New Mawson Share"), one-third (1/3) of a Darwin common share (a "Darwin Share") and approximately one-fifth (1/5) of one common share of [European Uranium Resources Ltd.](#) (formerly Tournigan Energy Ltd.) (TSXV: EUU) ("EU Shares") for each one Old Mawson Share held. If you are a registered shareholder of Mawson and hold your share certificate then in order to receive the New Mawson Shares, Darwin Shares and EU Shares, you must deliver a properly completed Letter of Transmittal and the share certificates representing your Old Mawson Shares to Computershare Investor Services Inc., the Depository under the Arrangements, at the address specified in the Letter of Transmittal. The Letter of Transmittal was mailed to all shareholders on March 5, 2012 - either directly or via their broker if their shares are held indirectly - and is also available under Mawson's profile on SEDAR at [www.sedar.com](http://www.sedar.com), on Mawson's website at [www.mawsonresources.com/s/Shareholders.asp](http://www.mawsonresources.com/s/Shareholders.asp), or by contacting Mawson directly. The Letter of Transmittal is for use by registered shareholders only and is not to be used by beneficial holders of Mawson shares (the "Beneficial Shareholders"). A Beneficial Shareholder does not hold Mawson shares in its name but such shares are held by an intermediary such as a brokerage firm or clearing agency such as CDS. If you are a Beneficial Shareholder your intermediary will submit the required documentation in order to receive the New Mawson Shares, Darwin Shares and EU Shares.

As at the Effective Time, 52,224,253 New Mawson Shares and 26,158,071 Darwin Shares are issued and outstanding.

Pursuant to the Reorganization, Mawson (i) transferred to Darwin all of the shares of Mawson Peru S.A.C., a Peruvian company which owns an early stage portfolio of copper-gold assets in Peru, and (ii) assigned to Darwin the right to acquire 100% of the issued and outstanding shares of Altnor Peru Mining S.A.C. ("Altnor Peru"). Altnor Peru holds an option to purchase 100% of the Alto Quemado gold-copper properties (the "Alto Quemado Project") from Alto Quemado Mining Company S.A.C. ("AQMC"). The Alto Quemado Project is located in southern Peru in the Province of Caylloma within the Department of Arequipa, about 98 km northwest of the city of Arequipa. The Alto Quemado Project is comprised of seven mineral concessions totalling 3,800 hectares. In order for Altnor Peru to exercise the option it must make a payment of €5.12M by July 16, 2014, unless extended by mutual consent. AQMC will retain a net smelter return (NSR) payable at a rate between 1% and 3% dependent on the price of gold. Altnor Peru holds the first right of refusal to purchase the NSR from AQMC. For further details on the option agreement and the underlying purchase agreement, please see news releases of Mawson dated April 27, 2011, and March 8, 2010, filed on its corporate profile on SEDAR at [www.sedar.com](http://www.sedar.com) and on its website at [www.mawsonresources.com](http://www.mawsonresources.com).

Prior to the Effective Time, Darwin closed a private placement of 8,750,000 subscription receipts (the "Subscription Receipts") for total gross proceeds of \$3.5 million. Each Subscription Receipt was deemed exercised at the Effective Time into units of Darwin as a step in the Arrangement. Each unit is comprised of one Darwin Share and one-half of one warrant of Darwin. Each whole warrant is exercisable into one Darwin Share at a price of CAD\$0.60 per Darwin Share until April 30, 2014. As at the Effective Time, Darwin has working capital of approximately \$4,403,231.

The Darwin Shares have been conditionally approved for listing on the TSX Venture Exchange ("TSXV") and it is anticipated the Darwin Shares will commence trading on the TSXV under the symbol 'DAR' on Wednesday, May 2, 2012. Darwin's management team is led by Dr. Graham Carman, President & CEO.

The Old Mawson Shares will continue to trade until the close of trading on May 2, 2012. At the commencement of trading on May 3, 2012, it is expected that the Old Mawson Shares will be delisted from

the Toronto Stock Exchange ("TSX") and the New Mawson Shares will commence trading as common shares of Mawson under the symbol 'MAW' in substitution for the Old Mawson Shares. The substitutional listing of the New Mawson Shares on the TSX and the listing of the Darwin Shares on the TSXV remain subject to the final approval of the TSX and TSXV, respectively.

**About Mawson Resources Limited (TSX:MAW, FRANKFURT: MRY, PINKSHEETS: MWSNF) and Darwin Resources Corp.**

Mawson Resources Limited is a resource acquisition and development company. Mawson has distinguished itself as a leading Scandinavian exploration company with a focus on the flagship Rompas gold project in Finland. Darwin Resources Corp. is a resource acquisition and development company. Darwin's flagship project is the Alto Quemado Project in Peru.

On behalf of the Boards of Mawson Resources Limited and Darwin Resources Corp.

"Michael Hudson"  
Michael Hudson, President & CEO of Mawson Resources Limited

"Graham Carman"  
Graham Carman, President & CEO of Darwin Resources Corp.

*Forward Looking Statements. The statements included herein, other than statements of historical fact, including, without limitation, statements regarding the Arrangement and the Reorganization, are forward-looking statements. These statements address future events and conditions and so involve inherent risks and uncertainties, as disclosed under the heading "Risk Factors" in Mawson's periodic filings with Canadian securities regulators. Actual results could differ from those currently projected. Mawson does not assume the obligation to update any forward-looking statement except as required by law.*

*Neither the Toronto Stock Exchange, the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange), accepts responsibility for the adequacy or accuracy of this news release.*

**For further information:**

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