

CORPORATE GOVERNANCE GUIDELINES

INTRODUCTION

The Board of Directors (the “Board”) of Mawson Infrastructure Group Inc (the “Company” or “Mawson”) has adopted these Corporate Governance Guidelines (“Guidelines”) following a recommendation of the Nominating and Corporate Governance Committee of the Company. These Guidelines, together with the Company’s Certificate of Incorporation, Bylaws and the Charters of the Committees of the Board, form the framework of governance of the Company.

ROLE OF BOARD OF DIRECTORS

The Board is responsible for establishing corporate policies and overseeing the management of the Company. The Board evaluates corporate performance and approves corporate strategies, objectives, operating plans, significant policies and major commitments of corporate resources. The Board works with senior management to determine the Company’s strategy and mission. The Board reviews reports by management on the Company’s performance, plans and business during its regularly scheduled meetings. The Board also evaluates and elects our executive officers and determines their compensation, with the assistance of the Compensation Committee.

The Directors are expected to prepare for, attend and participate in all scheduled Board and applicable Committee meetings. The Directors take a proactive approach to their roles and are committed to ensuring that the Company maintains a high standard of responsibility and ethics in its business with a view to enhancing long term value for stockholders.

BOARD COMMITTEES

The Board has a standing Audit Committee, Compensation Committee and Nominating and Corporate Governance Committee (the “Standing Committees”). From time to time the Board may create new committees for specific purposes as it deems appropriate.

The Board has determined that all the members of each of the Standing Committees are independent as defined by the rules of the Nasdaq and, in the case of the Audit Committee, by Rule 10A-3 of the Securities Exchange Act, as amended from time to time.

Each Standing Committee has its own charter which sets forth its purpose, authority and responsibilities.

The Chair of each Standing Committee determines the agenda for each meeting and a schedule of agenda items to be discussed during each year, in consultation with committee members and management, and the Corporate Secretary, and in accordance with the charter.

DIRECTOR QUALIFICATIONS

The Nominating and Corporate Governance Committee is responsible for identifying individuals qualified to become Board members, consistent with criteria approved by the Board. The Nominating and Corporate Governance Committee will consider the individual's integrity, business acumen, experience, commitment, diligence, conflicts of interest and ability to act in the interests of stockholders. The value of diversity on the Board is also considered by the Nominating and Corporate Governance Committee. The Nominating and Corporate Governance Committee seeks nominees with a broad diversity of experience, professions, skills, geographic representation and backgrounds. The Nominating and Corporate Governance Committee does not assign specific weights to particular criteria, and no particular criterion is necessarily applicable to all prospective nominees. The Board believes that the backgrounds and qualifications of the directors, considered as a group, should provide a significant composite mix of experience, knowledge and abilities that will allow the Board to fulfill its responsibilities.

BOARD COMPOSITION

The Board must consist of a majority of independent directors who meet the independence requirements of the Nasdaq Stock Market. The Board has also taken the view that it is appropriate for the Chief Executive Officer to serve as a director. The Nominating and Corporate Governance Committee recommends to the Board director candidates for nomination and election at the annual meeting of stockholders or to fill vacancies. The directors stand for election or re-election at each annual meeting of stockholders.

BOARD TERMS AND TENURE

Directors serve on the Board for a term of one year and until their successors are elected. The Board does not believe it is appropriate to place a limit on the number of terms a director may serve on the Board. Directors who have served on the Board for an extended period can provide valuable insight into the operations and future of the Company based on their experience and understanding of the Company's history, policies and objectives.

EXECUTIVE SESSIONS

The Board holds executive sessions without the presence of management, including the CEO or any other non-independent directors, at regular intervals throughout the year. The executive sessions are led by the Chair of the Board, unless the Chair of the Board is a non-independent director, in which case the Board will appoint a lead non-executive director to conduct executive sessions and for such other purposes as the Board considers appropriate.

The respective roles and responsibilities of the Board and management are clearly delineated.

BOARD RESPONSIBILITIES AND COMPENSATION

Directors are expected to make reasonable efforts to attend all meetings of the Board and any Committee of which they are a member. If a director does not attend at least 75% of Board meetings, and relevant Committee meetings, the Company is required to disclose that in its annual proxy statement. In addition, the Board

recognizes that attendance and participation at meetings is an important part of a directors' duties and as such attendance rates will be taken into account by the Nominating and Corporate Governance Committee when it is making its assessment as to nominations for election to the Board each year.

The Nominating and Corporate Governance Committee will review non-executive director compensation on an annual basis and recommend any changes to the Board. The Board takes the view that compensation should align the interests of non-executive directors with the long-term interests of the Company's stockholders.

COMMUNICATIONS WITH STOCKHOLDERS

The Board and management encourage communication from stockholders, who may direct any communications to the Chief Commercial Officer of the Company. Directors and management will attend the annual meeting of the Company to engage with stockholders and answer questions.

BOARD EVALUATION

The Board will undertake a self-evaluation at least annually to ensure it continues to function effectively. The Nominating and Corporate Governance Committee is responsible for coordinating and overseeing the annual process in accordance with its Charter.

MANAGEMENT EVALUATION AND SUCCESSION PLANNING

The Compensation Committee will establish a procedure for evaluating the performance of the CEO, and carry out that evaluation on an annual basis to ensure that the CEO is effectively leading the Company. The Compensation Committee will take account of the evaluation when it is reviewing the compensation of the CEO.

The Compensation Committee will also establish a procedure for evaluating the performance of the executive officers of the Company and carry out that evaluation on an annual basis. The Compensation Committee will take account of the evaluation when it is reviewing the compensation of the executive officers.

As part of the annual evaluation the Board and CEO together will carry out a review of management development and succession planning for all executive officers.

Approved and adopted: 23 August 2022