MARATHON GOLD

MARATHON GOLD CORPORATION

CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

FOR THE THREE MONTHS ENDED

MARCH 31, 2015 AND 2014

Notice to Reader

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

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

The Corporation's independent auditor has not performed a review of these financial statements in accordance with standards established by the Canadian Institute of Chartered Accountants for a review of unaudited interim financial statements by an entity's auditor.

Marathon Gold Corporation
Consolidated Balance Sheets
(Unaudited - Expressed in Canadian dollars)

	March 31 2015	December 31 2014
	$	$
Assets		
Current assets		
Cash	**1,609,736**	2,706,129
Amounts receivable	**264,848**	162,727
Prepaids and deposits	**54,185**	67,242
	1,928,769	2,936,098
Assets held for sale (note 6)	**3,373,102**	3,372,094
Non-current assets		
Investments	**-**	177,700
Property, plant and equipment	**21,587**	30,856
Mineral exploration and evaluation assets (note 5)	**41,201,171**	40,121,443
	41,222,758	40,329,999
Total assets	**46,524,629**	46,638,191
Liabilities		
Current liabilities		
Trade payables	**275,830**	188,487
Flow-through share tax liability (notes 9(b)(ii) and (iv))	**-**	90,578
	275,830	279,065
Liabilities associated with assets held for sale (note 6)	**32,044**	29,452
Total liabilities	**307,874**	308,517
Equity attributable to owners (notes 9, 10, and 11)	**44,482,572**	44,741,307
Non-controlling interest in subsidiary (note 14)	**1,734,183**	1,588,367
	46,216,755	46,329,674
Total liabilities and shareholders' equity	**46,524,629**	46,638,191

Going concern (note 1)

On behalf of the Board,

(signed) "George D. Faught"
George D. Faught
Director

(signed) "Phillip C. Walford"
Phillip C. Walford
Director

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

Marathon Gold Corporation
Consolidated Statements of Operations
For the three months ended March 31, 2015 and 2014
(Unaudited - Expressed in Canadian dollars)

	2015	2014
	$	$
Expenses:		
General and administrative expenses (note 12)	**296,417**	347,769
Other finance expense	**-**	1,903
Interest income	**(7,028)**	(2,665)
Loss on investments	**9,575**	-
Foreign exchange (gain) loss	**(3,059)**	45
Loss from continuing operations before tax	**295,905**	347,052
Income taxes	**(90,578)**	-
Loss from continuing operations for the period	**205,327**	347,052
Loss from discontinued operations, net of tax (note 6)	**-**	-
Net loss for the period	**205,327**	347,052
Net loss attributable to non-controlling interest	**-**	-
Loss attributable to Marathon Gold shareholders	**205,327**	347,052
Loss attributable to Marathon Gold shareholders:		
Basic and diluted loss per share – continuing operations	**0.003**	0.01
Basic and diluted loss per share – discontinued operations	**-**	-
Weighted average number of common shares outstanding	**75,024,392**	61,957,299

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

Marathon Gold Corporation
Consolidated Statements of Comprehensive Loss
For the three months ended March 31, 2015 and 2014
(Unaudited - Expressed in Canadian dollars)

	2015	2014
	$	$
Other comprehensive loss (income):		
Loss for the year	**205,327**	347,052
Items that may be reclassified subsequently to net loss (income):		
Currency translation adjustment – continuing operations	**(68,206)**	(29,046)
Currency translation adjustment – discontinued operations	**(1,584)**	(416,815)
Unrealized gain in fair value of investments classified as available for sale	**-**	(58,160)
Comprehensive loss	**135,537**	(156,969)
Comprehensive income attributable to non-controlling interest	**145,816**	198,837
Comprehensive loss attributable to Marathon Gold shareholders	**281,353**	41,868

Marathon Gold Corporation
Consolidated Statements of Cash Flow
For the three months ended March 31, 2015 and 2014
(Unaudited - Expressed in Canadian dollars)

	2015	2014
	$	$
Cash flows used in operating activities from continuing operations:		
Loss for the year from continuing operations	**(205,327)**	(347,052)
Add (deduct) items not involving cash		
Income taxes	**(90,578)**	-
Loss on investments	**9,575**	-
Depreciation	**9,269**	14,956
Stock-based compensation charged to operations (note 11)	**-**	90,738
	(277,061)	(241,358)
Changes in non-cash working capital items		
Increase in amounts receivable	**(89,018)**	(99,396)
Decrease (Increase) in prepaid expenses	**13,057**	(3,742)
Increase in accounts payable	**6,086**	4,706
Increase in Flow-through share tax liability	**-**	87,378
	(346,936)	(252,412)
Cash flows from financing activities from continuing operations:		
Proceeds from issuance of common shares (note 9)	**-**	422,327
Share issue costs paid in cash	**-**	(30,360)
Proceeds on sale of investments	**190,743**	-
	190,743	391,967
Cash flows used in investing activities from continuing operations:		
Expenditures on mineral exploration and evaluation assets	**(981,102)**	(723,936)
Government assistance	**40,902**	-
	(940,200)	(723,936)
Decrease in cash from continuing operations	**(1,096,393)**	(584,381)
Decrease in cash from discontinued operations (note 6)	**-**	(4,560)
Decrease in cash in the period	**(1,096,393)**	(588,941)
Cash– beginning of period	**2,706,129**	1,185,351
Cash– end of period	**1,609,736**	596,410

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

Marathon Gold Corporation
Consolidated Statements of Changes in Equity
For the three months ended March 31, 2015 and 2014
(Unaudited - Expressed in Canadian dollars)

	Share Capital (note 9	Warrants (note 10)	Contributed Surplus (note 11)	Deficit	Accumulated Other Comprehensive Income	Other reserve	Equity attributable to owners of Marathon Gold Corporation	Non-Controlling Interest (note 14)	Total Shareholders' Equity
	$	$	$	$	$	$	$	$	$
Balance – January 1, 2014	**41,462,714**	**1,738,323**	**7,939,021**	**(8,026,037)**	**259,366**	**85,023**	**43,458,410**	**5,047,326**	**48,505,736**
Loss for the period	-	-	-	(347,052)	-	-	(347,052)	-	(347,052)
Stock based compensation	-	-	138,495	-	-	-	138,495	-	138,495
Unrealized gain on available-for-sale investments	-	-	-	-	58,160	-	58,160	-	58,160
Currency translation adjustment	-	-	-	-	247,024	-	247,024	198,837	445,861
Flow through shares issued for cash pursuant to private placement	422,327	-	-	-	-	-	422,327	-	422,327
Share issue costs	(9,208)	-	-	-	-	-	(9,208)	-	(9,208)
Balance – March 31, 2014	**41,875,833**	**1,738,323**	**8,077,516**	**(8,373,089)**	**564,550**	**85,023**	**43,968,156**	**5,246,163**	**49,214,319**
Balance – January 1, 2015	**46,796,662**	**635,307**	**9,823,147**	**(13,458,005)**	**859,173**	**85,023**	**44,741,307**	**1,588,367**	**46,329,674**
Loss for the period	-	-	-	(205,327)	-	-	(205,327)	-	(205,327)
Cumulative unrealized gains on available for sale investments transferred to profit and loss upon sale	-	-	-	-	22,618	-	22,618	-	22,618
Currency translation adjustment	-	-	-	-	(76,026)	-	(76,026)	145,816	69,790
Balance – March 31, 2015	**46,796,662**	**635,307**	**9,823,147**	**(13,663,332)**	**805,765**	**85,023**	**44,482,572**	**1,734,183**	**46,216,755**

1) GOING CONCERN

The consolidated financial statements of Marathon Gold Corporation (Marathon", the "Company", "we" or "us") have been prepared in accordance with International Financial Reporting Standards applicable to a going concern, which assumes continuity of operations and realization of assets and settlement of liabilities in the normal course of business for the foreseeable future.

Marathon has no sources of revenue, has incurred losses amounting to $13.7 million since its inception, and is dependent on financings to fund its operations. In addition, as Marathon is in the development stage, it is subject to the risks, uncertainties and challenges similar to other companies in a comparable stage of development. These include, but are not limited to, the continuation of losses in future periods; the ability to raise sufficient funds, and on acceptable commercial terms, to continue its exploration programs; the ability to establish the economic viability of mineral deposits on any of its mining properties; the acquisition of required permits to mine; and the attainment of profitable operations. These material uncertainties lend significant doubt over the applicability of the going concern assumption and ultimately the use of accounting principles pertinent to a going concern. These consolidated financial statements do not reflect the adjustments to the carrying values of assets and liabilities, the reported expenses and balance sheet classifications that would be necessary if the going concern assumption were inappropriate. These adjustments could be material.

Marathon funded its operations in the period ended March 31, 2015 through the use of its existing cash reserves obtained through equity financings completed most recently in the third quarter of 2014. In addition, Marathon continues to seek additional financing opportunities in order to raise necessary funds for the advancement of its properties. However, there can be no assurance that the Company will be successful in these efforts.

2) GENERAL INFORMATION

Marathon's primary business focus is the acquisition, exploration and development of precious and base metal prospects, including the further development of the Valentine Lake Project in the Province of Newfoundland and Labrador in eastern Canada and the Bonanza project in Oregon, USA.

Marathon was incorporated under the Canada Business Corporations Act on December 3, 2009. On December 3, 2010, Marathon's common shares commenced trading on the Toronto Stock Exchange under the symbol "MOZ".

Marathon's registered address is 357 Bay Street, Suite 800, Toronto, Ontario M5H 2T7.

Marathon's operations and level of spending on its mining properties are impacted by seasonality, which at times limits the ability of the Company or its exploration partners to carry out drilling and other surface operations on its properties, and by the extent of Marathon's working capital.

(Unaudited - Expressed in Canadian dollars)

3) BASIS OF PRESENTATION

These condensed interim consolidated financial statements have been prepared in accordance with IFRS as issued by the IASB applicable to the preparation of interim financial statements, including IAS34, *Interim Financial Reporting*. These condensed interim consolidated financial statements should be read in conjunction with the audited annual financial statements for the year ended December 31, 2014, which were prepared in accordance with IFRS as issued by the IASB.

These condensed interim consolidated financial statements were approved by the Board of Directors for issue on May 13, 2015.

4) ACCOUNTING POLICIES

The accounting policies followed in the preparation of these condensed interim consolidated financial statements are consistent with those followed in the previous financial year.

5) MINERAL EXPLORATION AND EVALUATION ASSETS

	Valentine Lake Gold Project, Newfoundland Total	Golden Chest Project, Idaho USA	Bonanza Mine Project, Oregon USA	Total
	$	$	$	$
Balance – January 1, 2014	**35,805,981**	**10,558,418**	**655,980**	**47,020,379**
Property acquisition costs	25,240	-	-	25,240
Deferred exploration costs	3,574,726	18,289	-	3,593,015
Currency translation adjustment	-	958,795	59,516	1,018,311
Reclassified to assets held for sale (note 6)	-	(11,535,502)	-	(11,535,502)
Balance – December 31, 2014	**39,405,947**	**-**	**715,496**	**40,121,443**
Property acquisition costs	6,450	-	-	6,450
Deferred exploration costs	1,007,593	-	-	1,007,593
Currency translation adjustment	-	-	65,685	65,685
Balance – March 31, 2015	**40,419,990**	**-**	**781,181**	**41,201,171**

a) Valentine Lake gold property, Newfoundland

The Valentine Lake property is subject to two overlapping agreements, which cover the claims which comprise the Leprechaun Gold Deposit and the Victory Gold Deposit but not the entire Valentine Lake property.

The Reid Newfoundland Company retains a 7.5% net profits interest (“NPI”). In addition, Xstrata Canada Corporation retains a 2% net smelter return royalty (“NSR”) on base metals and a 3% NSR on precious metals, which is reduced from 3% to 1.5% over the life of production until the earlier of the following:

(Unaudited - Expressed in Canadian dollars)

- Cumulative production exceeding 250,000 ounces of gold, and
- An amount becoming payable under the terms of the Reid NPI.

Amounts payable in any period under the Xstrata NSR's on precious and base metals are reduced by amounts payable in the same periods under the Reid NPI.

b) Golden Chest gold property, Idaho

Marathon holds a 52.22% interest in Golden Chest LLC ("GCLLC"), a company formed to hold a 100% interest in the Golden Chest gold property located near Kellogg, Idaho. Exploration activity at the Golden Chest property is carried out by New Jersey Mining Company ("NJMC"), the manager of the project.

GCLLC is earning a 100% interest in certain patented mining claims which make up a portion of the Golden Chest property by making payments to the original vendor of the property against a non-interest bearing promissory note (the "Beasley Note"). GCLLC's remaining payment commitments with respect to the Beasley Note are outlined below.

Year ending December 31:	Amounts Due US $
2015	375,000
2016	500,000
2017	500,000
2018	125,000
	1,500,000

The Beasley Note is without recourse to GCLLC, NJMC, and Marathon. In the event that GCLLC were unable to continue to make the vendor payments stipulated by the note, it would forfeit its interests in these claims.

In November 2013, GCLLC entered into a lease agreement with Juniper Resources, a private mining company based in Idaho, pursuant to which Juniper has the right to lease a section of the Golden Chest property to mine for its own account over a period of up to three years.

Under the terms of the lease agreement, the following monies became payable at various points over the life of the agreement, for so long as Juniper conducts mining operations on the property:

1) the payment of quarterly installments due on the Beasley Note, commencing December 15, 2013; and
2) the payment of a 2% NSR royalty, net of advance royalty and other payments made by Juniper to GCLLC amounting to US $250,000.

During the period ended March 31, 2015 Juniper paid the installment due March 15, 2015 on the Beasley Note.

In December 2014, Marathon reclassified the assets and liabilities of GCLLC as held for sale. The facts and circumstances which led Marathon to this action, and certain disclosures related to the results of operations, cash flows, and assets and liabilities of GCLLC are described in note 6 to these financial statements.

c) Bonanza Mine gold property, Oregon

Marathon acquired a 100% interest in the Bonanza Mine gold property, a past producing gold mine located in the Green Horn gold district of Oregon, USA, in 2011. At the time of this transaction, the Bonanza property consisted of 13 patented lode claims and one patented parcel covering a total of approximately 120 hectares. Concurrent with and subsequent to this property acquisition, Marathon staked additional unpatented claims around the Bonanza property.

In connection with this acquisition, the vendor retained timber rights to the patented claims for a period of 20 years and a 2% net smelter returns royalty. Marathon has the right to purchase 1% of the royalty by paying the vendor US $1,000,000. There are no royalties on the unpatented claims.

6) DISCONTINUED OPERATIONS

Marathon determined during the fourth quarter of 2014 that it would make no further expenditures on the Golden Chest property and began discussions with two interested purchasers oriented at the sale of GCLLC. These actions, taken together with Marathon's assessment that it was highly likely that a sale of its interest in GCLLC could be concluded prior to December 31, 2015, resulted in Marathon reclassifying the assets and liabilities of GCLLC as held for sale at both December 31, 2014 and March 31, 2015.

At March 31, 2015, Marathon still had ownership of 52.22% of GCLLC and considered that the assets and liabilities related to GCLLC met the criteria to be classified as a disposal group held for sale. Accordingly, Marathon has presented the results of GCLLC as a single line item on the face of the Consolidated Statements of Operations and Comprehensive Loss; that is, any expenses of GCLLC are reported separately from the results of continuing operations. The loss for the period ended March 31, 2015 was $Nil (2014 - $Nil).

At March 31, 2015, accumulated currency translation adjustments related to the assets and liabilities of GCLLC and disclosed within Other comprehensive income amounted to $665,478.

All related assets and liabilities have been presented as held for sale in the Consolidated Balance Sheet at March 31, 2015. In addition, the net cash outflows of GCLLC for the periods ended March 31, 2015 and 2014 have been presented separately as changes in cash from discontinued operations in the Consolidated Statement of Cash Flows. Details of the assets and liabilities in the disposal group and the cash flows attributable to discontinued operations are presented in note 14.

(Unaudited - Expressed in Canadian dollars)

As a result of Marathon's decision to realize value through a sale transaction as opposed to further development of Golden Chest, Marathon conducted an analysis of the carrying value of the Golden Chest property at December 31, 2014 and estimated the fair value less costs of disposal of the Golden Chest property at $3,323,214. This estimate was based on an analysis of the market values of a number of junior mining properties in a similar stage of exploration situated in North America, focused exclusively on gold and silver, and exhibiting gold grades and resource magnitudes comparable to Golden Chest.

At March 31, 2015, Marathon's net economic interest in the net assets of GCLLC amounted to $1,606,875, comprised as follows:

	$
Assets	3,373,102
Trade payables	(32,044)
Non-controlling interest	(1,734,183)
Net	1,606,875

7) FINANCIAL INSTRUMENTS

Measurement categories

Marathon's financial assets and liabilities have been classified into categories that determine their basis of measurement and, for items measured at fair value, whether changes in fair value are recognized in the statement of income or comprehensive income. Those categories are: fair value through profit or loss; loans and receivables; available for sale assets; and, for liabilities, amortized cost. The following table shows the carrying values of assets and liabilities for each of these categories at March 31, 2015 and December 31, 2014.

	March 31 2015	December 31 2014
	$	$
Loans and receivables		
Cash	**1,609,736**	2,706,129
	1,609,736	2,706,129
Available for sale		
Investment in equity securities	**-**	177,700
	-	177,700
Other financial liabilities		
Trade payables due within 12 months	**(257,655)**	(188,487)
	(257,655)	(188,487)

The carrying values of Marathon's cash, trade receivables, loans, and trade payables approximate fair value.

Fair value hierarchy
The following table classifies financial assets and liabilities that are recognized on the balance sheet at fair value in a hierarchy that is based on significance of the inputs used in making the measurements. The levels in the hierarchy are:

- Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities
- Level 2 - Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices)
- Level 3 - Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs).

There were no transfers between levels 1, 2 or 3 during the year.

	March 31 2015	December 31 2013
	$	$
Level 1		
Investment in equity securities	**-**	**177,700**

8) CAPITAL MANAGEMENT

Marathon is not subject to externally imposed capital requirements.

Marathon manages its capital structure and makes adjustments to it based on the funds available to support the acquisition, exploration and development of our mineral properties. The Board of Directors does not establish quantitative return on capital criteria for management but rather relies on the expertise of management to sustain the future development of the business.

Marathon's properties are in the exploration and evaluation stages, and as such the Company depends on external financing to fund its activities. In order to carry out its exploration and development activities and to pay for administrative costs, Marathon spends existing working capital and raises additional amounts as needed. Management continues to assess new properties and seeks to acquire interests in additional properties if there is sufficient geologic or economic potential and if Marathon has adequate financial resources to do so.

(Unaudited - Expressed in Canadian dollars)

9) SHARE CAPITAL

a) Common shares issued and outstanding

Authorized:
Unlimited common shares without par value
Unlimited preference shares, issuable in series

b) Issued and outstanding:

	Number	Amount
		$
Balance – January 1, 2014	**61,115,881**	**41,462,714**
Flow through shares issued pursuant to private placement (ii)	1,456,300	422,327
Common shares issued pursuant to private placement (i)	797,448	250,000
Units issued pursuant to private placement (iii)	2,561,283	847,529
Flow through shares issued pursuant to private placement (iii)	20,000	5,600
Common shares issued pursuant to private placement (i)	760,340	375,000
Flow through shares issued pursuant to private placement (iv)	4,863,140	2,674,727
Units issued pursuant to private placement (iv)	3,450,000	1,405,185
Share issue costs	-	(646,420)
Balance – December 31, 2014 and March 31, 2015	**75,024,392**	**46,796,662**

i. On December 11, 2013, Marathon entered into a subscription agreement with Rambler Metals & Mining plc ("Rambler") (the "Rambler Subscription"). Under the terms of the Rambler Subscription, Rambler agreed irrevocably to subscribe for common shares of Marathon for gross proceeds of $500,000, as follows:

   a. 1,176,470 shares at a price of $0.2125 per share, for gross proceeds of $250,000 (the "First Tranche), which closed on December 11, 2013, and
   b. That number of common shares equal to $250,000 (the "Second Tranche") at a subscription price calculated as a 10% premium to the greater of the volume weighted average price ("VWAP") for Marathon's common shares for the 60 and 5 trading days ending on the date prior to Rambler giving notice of its intention to subscribe under the Second Tranche, with the closing of the Second Tranche to occur no later than April 30, 2014.

   In addition, Marathon granted Rambler an option, exercisable in its sole discretion, to subscribe for additional shares amounting to gross proceeds of $1,500,000 in four quarterly tranches, as follows:

   a. $375,000 at any time in the period from May 1, 2014 to July 31, 2014;
   b. $375,000 at any time in the period from August 1, 2014 to October 31, 2014;

c. $375,000 at any time in the period from November 1, 2014 to January 31, 2015; and
d. $375,000 at any time in the period from February 1, 2015 to April 30, 2015,

with the number of shares issuable upon the exercise of each individual quarterly option equal to $375,000 at a subscription price calculated as a 10% discount to the greater of the VWAP for Marathon's common shares for the 60 and 5 trading days ending on the date prior to Rambler giving notice of its intention to exercise its option. Marathon has not attributed a value to this option.

Finally, Marathon granted Rambler a pre-emptive right to participate in subsequent financings by Marathon in the period from May 1, 2014 to March 31, 2016, except if by exercising such right Rambler would increase its investment in the common shares of Marathon over 20%. Marathon has not attributed a value to this pre-emptive right.

On April 2, 2014, Marathon closed a private placement of 797,448 common shares at a price of $0.3135 per share, for total gross proceeds of $250,000 pursuant to the subscription of the Second Tranche by Rambler.

On August 5, 2014, Marathon closed a private placement of 760,340 common shares at a price of $0.4932 per share, for total gross proceeds of $375,000 pursuant to the exercise by Rambler of the first of the subscription rights described above.

ii. On February 7, 2014, Marathon closed a private placement of 1,456,300 flow-through common shares at a price of $0.35 per share, for total gross proceeds of $509,705.

The gross proceeds of the offering of flow-through shares were allocated between Share capital and Flow-through share tax liability using the residual method, which resulted in $87,378 of gross proceeds being allocated to the liability portion of this financing.

Marathon incurred costs in connection with this offering of $11,111, of which $1,903 was attributed to the flow-through tax liability on a pro rata basis and charged to operations.

iii. In May 2014, Marathon issued pursuant to a private placement a total of 2,561,283 units at a price of $0.39 per unit and 20,000 flow-through common shares at a price of $0.44 per share, for total gross proceeds of $1,007,700.

The gross proceeds of the offering of flow-through shares were allocated between Share capital and Flow-through share tax liability using the residual method, which resulted in $3,200 of gross proceeds being allocated to the liability portion of this financing.

Each unit consisted of one common share and one-half of one share purchase warrant, with each whole warrant exercisable at a price of $0.50 per share and expiring two years after issue. The gross proceeds of the offering of units were allocated between Share capital and Warrants on the basis of relative fair value, which resulted in $151,371 in proceeds being allocated to Warrants.

Marathon incurred costs incurred in connection with this offering of $68,549, including $48,000 in finder's fees and $12,683 related to the fair value of broker compensation warrants.

iv. On August 21, 2014, Marathon closed a private placement of 4,863,140 flow through common shares at a price of $0.55 per flow through share and 3,450,000 units at a price of $0.50, for total aggregate gross proceeds of $4,399,727.

Each unit consisted of one common share and one-half of one share purchase warrant, with each whole warrant exercisable at a price of $0.75 per share and expiring two years after issue. The gross proceeds of the offering of units were allocated between Share capital and Warrants on the basis of relative fair value, which resulted in $319,815 in proceeds being allocated to Warrants.

Marathon incurred costs incurred in connection with this offering of $568,662, including $263,984 in broker commissions and $151,438 related to the fair value of broker compensation warrants.

v. The second and third of the four subscription rights granted under the Rambler Subscription expired without exercise. At March 31, 2015 and subsequently to the date of these financial statements, Rambler had not given notice of its intent to exercise the last of the four subscription rights, which expired on April 30, 2015. Rambler is entitled to extend this subscription right with a revised and final expiry date of July 31, 2015, but the exercise of this extended right is subject to the consent of Marathon.

(Unaudited - Expressed in Canadian dollars)

10) WARRANTS

The movements in the number and estimated fair value of outstanding warrants are as follows:

	Number	Value
		$
Balance – January 1, 2014	**5,262,101**	**1,738,323**
Issued pursuant to private placement [a]	1,280,641	151,371
Broker compensation warrants issued [a]	123,076	12,683
Issued pursuant to private placement [b]	1,725,000	319,815
Broker compensation warrants issued [b]	485,228	151,438
Expired	(5,262,101)	(1,738,323)
Balance – December 31, 2014 and March 31, 2015	**3,613,945**	**635,307**

The warrants outstanding at March 31, 2015 are set out below.

Exercise price	Number of warrants	Expiry date
$0.39	123,076	May 12, 2016
$0.50	1,090,641	May 12, 2016
$0.50	190,000	May 16, 2016
$0.75	1,725,000	August 21, 2016
$0.55	485,228	February 21, 2016
$0.62	**3,613,945**	

(a) Pursuant to a private placement which closed in two tranches on May 12 and May 16, 2014, Marathon issued a total of 1,280,641 share purchase warrants exercisable at a price of $0.50 per share and expiring two years from issue. The fair value of these warrants was estimated using the Black-Scholes option pricing model with the following assumptions:

- risk free interest rate of 1.05%;
- expected dividend yield of nil;
- expected volatility of 80%; and
- expected term of 2 years,

which yielded an estimated fair value of $0.118 per warrant.

In addition, Marathon issued a total of 123,076 broker compensation warrants exercisable at a price of $0.39 per share and expiring on May 12, 2016. The fair value of these warrants was estimated using the Black-Scholes option pricing model with the following assumptions:

- risk free interest rate of 1.05%;
- expected dividend yield of nil;
- expected volatility of 80%; and
- expected term of 2 years,

which yielded an estimated fair value of $0.103 per warrant.

(b) Pursuant to a private placement which closed on August 21, 2014 Marathon issued a total of 1,725,000 share purchase warrants exercisable at a price of $0.75 per share and expiring two years from issue. The fair value of these warrants was estimated using the Black-Scholes option pricing model with the following assumptions:

- risk free interest rate of 1.03%;
- expected dividend yield of nil;
- expected volatility of 100%; and
- expected term of 2 years,

which yielded an estimated fair value of $0.185 per warrant.

In addition, Marathon issued a total of 485,228 broker compensation warrants exercisable at a price of $0.55 per share and expiring on February 21, 2016. The fair value of these warrants was estimated using the Black-Scholes option pricing model with the following assumptions:

- risk free interest rate of 1.03%;
- expected dividend yield of nil;
- expected volatility of 100%; and
- expected term of 1.5 years,

which yielded an estimated fair value of $0.312 per warrant.

11) STOCK BASED COMPENSATION

Marathon has a stock option plan (the "Plan") which was adopted on November 30, 2010, under which Marathon may grant options to directors, officers, and consultants. The number of shares reserved for issue under the Plan may not exceed 10% of the number of issued and outstanding common shares at any time.

The purpose of the Plan is to attract, retain and motivate directors, officers, and external service providers by providing them with the opportunity to acquire a proprietary interest in Marathon and benefit from its growth. The options granted under the Plan are non-assignable, have a term of up to 5 years and vest upon grant.

(Unaudited - Expressed in Canadian dollars)

	Three months ended March 31, 2015		Three months ended March 31, 2014	
	Number	**Weighted average exercise price per share**	Number	Weighted average exercise price per share
		$		$
Balance - beginning of period	**6,590,500**	**0.84**	5,368,000	0.99
Granted in the period	-	-	870,000	0.32
Expired	-	-	(440,000)	0.82
Balance – end of period	**6,590,500**	**0.84**	5,798,000	0.90

Options to purchase common shares outstanding at March 31, 2015 carry exercise prices and remaining terms to maturity as follows:

Exercise price	Options Outstanding and exercisable	Contract Life (years)
$		
1.61	1,655,000	0.72
1.28	65,000	1.42
1.18	547,000	1.73
0.65	1,438,000	2.34
0.52	1,157,000	2.80
0.26	110,000	3.43
0.32	820,000	3.91
0.39	798,500	4.27
0.84	**6,590,500**	**2.40**

Marathon did not grant any options in the period ended March 31, 2015. The fair value of the options granted by Marathon in the three months ended March 31, 2014 was estimated at the date of grant using the Black-Scholes option pricing model with the following weighted average assumptions:

	2014
Risk free interest rate	1.04%
Dividend rate	Nil
Volatility	85%
Expected life	3 years
Weighted average fair value per option granted in the period	$0.16

Marathon recognized total stock based compensation costs of $Nil in the period ended March 31, 2015 (2014 - $138,495). In the period ended March 31, 2014, a total of $90,738 was charged to operations and $47,757 was capitalized as a component of Marathon's exploration and evaluation assets.

(Unaudited - Expressed in Canadian dollars)

12) GENERAL AND ADMINISTRATIVE EXPENSES

	2015	2014
	$	$
Wages, salaries and benefits (note 13)	**139,963**	113,624
Professional fees	**1,987**	8,625
Investor relations	**45,508**	31,692
Depreciation	**9,269**	14,956
Other expenses	**99,690**	88,134
Stock based compensation charged to operations (note 11)	**-**	90,738
	296,417	347,769

13) WAGES, SALARIES AND BENEFITS

	2015	2014
	$	$
Fees, salaries and wages paid to employees, key management and directors (note 16)	**372,570**	287,970
Social security benefits	**34,255**	33,642
	406,825	321,612
Charged to general and administrative expenses	**139,963**	113,624
Capitalized as a component of mineral exploration and evaluation assets	**266,862**	207,988
	406,825	321,612

14) NON-CONTROLLING INTEREST

The non-controlling interest relates to Marathon's interest in GCLLC, which was accounted for as an undivided interest prior to May 22, 2013, and represents the 47.78% interest of NJMC in GCLLC. As explained in note 5(b), Marathon acquired control of GCLLC on May 22, 2013 and began at that time to consolidate the financial results of GCLLC based on its initial 50.50% interest, which increased subsequently to 52.22%. Marathon's voting interest in GCLLC at December 31, 2014 and March 31, 2015 was 52.22%.

The movement in the non-controlling interest in the period ended March 31, 2015 is set out below.

At January 1, 2014	**5,047,326**
NJMC's share of funding of GCLLC from January 1, 2014 to December 31, 2014	6,526
NJMC's share of impairment write-down on the Golden Chest property	(3,923,832)
Currency translation adjustment	458,347
At December 31, 2014	**1,588,367**
Currency translation adjustment	145,816
At March 31, 2015	**1,734,183**

(Unaudited - Expressed in Canadian dollars)

GCLLC had no profit or loss attributable to either Marathon or NJMC in the periods ended March 31, 2015 and 2014. The net assets and summarized cash flows of GCLLC at and for the period ended March 31, 2015, which form part of Marathon's consolidated balance sheet and statement of cash flows respectively, are summarized below.

Summarized balance sheet:	**March 31 2015**	December 31 2014
		$
Assets		
Cash	**488**	488
Prepaids and deposits	**5,726**	8,391
	6,214	8,879
Property, plant and equipment	**43,674**	40,001
Mineral exploration and evaluation assets	**3,323,214**	3,323,214
Total assets	**3,373,102**	3,372,094
Liabilities		
Trade payables	**(32,044)**	(29,452)
Total liabilities	**(32,044)**	(29,452)
Net assets	**3,341,058**	3,342,642

Summarized cash flows:	**2015**	2014
	$	$
Cash used in investing activities:		
Cash expenditures on Golden Chest property	**-**	(4,560)
	-	(4,560)
Decrease in cash	**-**	(4,560)
Cash – beginning of period	**488**	7,607
Cash – end of period	**488**	3,047

(Unaudited - Expressed in Canadian dollars)

15) COMMITMENTS

a) Operating leases

Marathon has the following commitments under operating leases.

Year ending December 31	$
2015	108,063
2016	144,084
2017	20,219
2018	2,314
Thereafter	-
	274,680

16) RELATED PARTY TRANSACTIONS

Key management

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. Key management personnel include Marathon's executive officers, vice-presidents and members of its Board of Directors.

Marathon incurred the following compensation costs related to key management and directors in the normal course of business.

	2015	2014
	$	$
Salaries paid to key management	**146,250**	107,750
Director fees	**27,625**	27,406
	173,875	135,156