MARATHON GOLD

Management's Discussion and Analysis of Operations and Financial Condition

Marathon Gold Corporation ("we", "us", "the Company", or "Marathon") presents below management's review of the Company's results of operations and financial condition for the year ended December 31, 2014.

The MD&A should be read in conjunction with the audited consolidated financial statements for the years ended December 31, 2014 and 2013, including the notes thereto. This MD&A is presented as of March 27, 2015. All figures presented in this MD&A are expressed in Canadian dollars, unless specified otherwise.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION

Certain statements in this MD&A other than statements of historical fact are forward-looking statements based on certain assumptions and reflect the current expectations of Marathon's management. These statements include without limitation, statements regarding the operations, business, financial condition, expected financial results, performance, prospects, opportunities, goals, ongoing objectives, strategies and outlook of the Company, as well as the outlook for economic and capital markets conditions for the current and subsequent fiscal years.

Forward-looking statements include statements that are predictive in nature, depend upon or refer to future events or conditions, or include words such as "expects", "anticipates", "plans", "believes", "considers", "intends", "targets", or negative versions thereof and other similar expressions, or future or conditional verbs such as "may", "will", "should", "would" and "could". We provide forward-looking statements for the purpose of conveying information about our current expectations and plans relating to the future, and readers are cautioned that such statements may not be appropriate for other purposes.

By its nature, this information is subject to inherent risks and uncertainties that may be general or specific and which give rise to the possibility that expectations, forecasts, predictions, projections or conclusions will not prove to be accurate, that assumptions may not be correct and that objectives, strategic goals and priorities will not be achieved.

Other than as specifically required by law, we undertake no obligation to update any forward-looking statement to reflect events or circumstances after the date on which such statement is made, or to reflect the occurrence of unanticipated events, whether as a result of new information, future events or results otherwise.

NOTE TO U.S. INVESTORS

All references to mineral reserves and resources contained in this MD&A are determined in accordance with National Instrument 43-101, Standards of Disclosure for Mineral Projects ("NI 43-101") of the Canadian Securities Administrators ("CSA") and Canadian Institute of Mining, Metallurgy and Petroleum ("CIM") standards. While the terms "mineral resource," "measured mineral resource," "indicated mineral resource," and "inferred mineral resource" are recognized and required by Canadian regulations, they are not defined terms under the Securities and Exchange Commission ("SEC") standards in the United States ("U.S."). As such, information contained in this MD&A concerning descriptions of mineralization and resources under Canadian standards may not be comparable to similar information made public by U.S. companies subject to the reporting and disclosure requirements of the SEC. "Indicated mineral resource" and "inferred mineral resource" have a significant amount of uncertainty as to their existence and economic and legal feasibility. It cannot be assumed that all or any part of an "indicated mineral resource" or "inferred mineral resource" will ever be upgraded to a higher category of resource. Investors are cautioned not to assume that all or any part of the mineral deposits in these categories will ever be converted into proven and probable reserves.

1) STRATEGY

Marathon's principal business is the acquisition, exploration and development of natural resource properties located in North America. At the date of this MD&A, Marathon owns interests in the following resource properties:

Newfoundland

- The 100%-owned Valentine Lake gold property in west central Newfoundland, Marathon's flagship property and the focus of the majority of its current exploration efforts. The Valentine Lake property includes two zones with existing mineral resources, the Leprechaun Gold Deposit and the Victory Gold Deposit; two areas of recent exploration focus for which initial mineral resource estimates are being prepared at the date of this MD&A, the Marathon and Sprite Zones; three mineralized areas which have not been advanced to the point of hosting mineral resources, including the J. Frank, Rainbow and Narrows zones; and numerous untested drilling targets.
- The 100%-owned Baie Verte gold property in western Newfoundland, an early-stage exploration property acquired by staking in 2008.

Idaho, United States

- The Golden Chest gold property, a historic former mine consisting of patented and unpatented mining claims covering a total of 515 hectares located near Murray, Idaho. Golden Chest is owned by Golden Chest LLC ("GCLLC"), an entity in which Marathon holds a 52.22% interest with New Jersey Mining Company ("NJMC"), the operator of the project, holding the remaining 47.78%. In December 2014, Marathon reclassified the assets and liabilities of GCLLC as held for sale and wrote down the Golden Chest property to its estimated recoverable value of $3,323,214.

Oregon, United States

- The Bonanza Mine, a historic former mine located in northeastern Oregon. Marathon owns a 100% interest in the property, which was acquired in 2011 and expanded subsequently by staking.

British Columbia

- The Gold Reef property, an exploration property located near Stewart, BC with existing underground workings and drill holes.

2) OVERVIEW

At December 31, 2014, Marathon had $2.7 million in cash and $2.6 million in working capital. During the year ended December 31, 2014, Marathon completed five private placements of common shares, units and flow through shares which generated aggregate gross proceeds of $6.5 million. The proceeds of these financings and Marathon's existing cash reserves were used to fund an exploration and drilling program in the winter of 2014; a successful program in the spring and summer of 2014 involving focused trenching and prospecting in the Rainbow, Sprite and Marathon Areas following up on magnetic lows interpreted as splays off the Valentine Lake Thrust Fault; a metallurgical testing program executed in 2014 and completed in the first quarter of 2015 that improved significantly on the potential gold recoveries associated with mineralization from the Leprechaun Gold Deposit; a renewed drilling program in the third and fourth quarters of 2014 focused initially on the Rainbow and Sprite Zones and then refocused to concentrate on resource definition drilling in the newly discovered Marathon Zone; and further resource definition drilling throughout the first quarter of 2015 in the Marathon Zone.

At the date of this MD&A, Marathon's winter drilling program at the Marathon Zone is complete, with assays from several of the most recently completed holes outstanding. The results of the 2014 and 2015 drilling at the Victory Gold Deposit and the Sprite and Marathon Zones are being used in the development of an expanded mineral resource at Victory and initial resource estimates at the Marathon and Sprite Zones. These resource estimates are expected to be completed in the second quarter of 2015.

3) SUMMARY OF MINERAL RESOURCES

No updates have been completed to the resource estimates prepared in 2013 for Marathon's exploration properties in the year ended December 31, 2014 or subsequently to the date of this MD&A. The tables below set out the current mineral resources for the Leprechaun and Victory Gold Deposits and the Golden Chest Mine.

Leprechaun Gold Deposit (excerpted from press release dated August 1, 2013)									
	Open Pit (0.50 g Au/t cut-off)			**Underground (1.5 g Au/t cut-off)**			**Total**		
Category	**Tonnes (kt)**	**Grade (g/t)**	**Gold (oz)**	**Tonnes (kt)**	**Grade (g/t)**	**Gold (oz)**	**Tonnes (kt)**	**Grade (g/t)**	**Gold (oz)**
Measured	3,523	2.18	247,000	108	4.83	17,000	3,631	2.26	264,000
Indicated	6,192	2.07	412,000	764	4.05	100,000	6,956	2.29	512,000
Total M&I	**9,715**	**2.11**	**658,000**	**872**	**4.17**	**117,000**	**10,587**	**2.28**	**775,000**
Inferred	**1,206**	**1.82**	**71,000**	**349**	**6.13**	**69,000**	**1,555**	**2.79**	**140,000**
Victory Gold Deposit (excerpted from press release dated August 1, 2013)									
Indicated	**761**	**1.67**	**41,000**	**-**	**-**	**-**	**761**	**1.67**	**41,000**
Inferred	**199**	**1.47**	**9,000**	**-**	**-**	**-**	**199**	**1.47**	**9,000**

Notes:

1. CIM Definition Standards were followed for mineral resources.
2. The Qualified Person for the Leprechaun Mineral Resource estimate is Wayne Valliant, B.Sc., P.Geo.
3. Open pit Mineral Resources are reported at a cut-off grade of 0.5 g/t Au. Pit optimizations were used to constrain the resources.
4. Underground Mineral Resources are estimated at a cut-off grade of 2.0 g/t Au, outside the open pit constraint and using high grade wireframe vein models
5. Mineral resources are estimated using an average long-term forecast, gold price of US$1,350 per ounce and an exchange rate of US$:C$ of 1:1.
6. Totals may not add correctly due to rounding.

Golden Chest Mine: 52.22% Portion Attributable to Marathon (excerpted from press release dated January 17, 2013)									
	Open Pit (0.3 Au g/t cutoff)			Underground (2.0 Au g/t cutoff)			Total		
Category	**Tonnes (kt)**	**Grade (g/t)**	**Gold (oz)**	**Tonnes (kt)**	**Grade (g/t)**	**Gold (oz)**	**Tonnes (kt)**	**Grade (g/t)**	**Gold (oz)**
Measured	688	1.47	32,376	-	-	-	688	1.47	32,376
Indicated	1,595	1.64	84,074	103	3.11	10,235	1,698	1.73	96,007
Total M&I	**2,283**	**1.59**	**116,450**	**103**	**3.11**	**10,235**	**2,386**	**1.65**	**126,685**
Inferred	**1,237**	**1.33**	**52,742**	**386**	**3.48**	**43,082**	**1,623**	**1.83**	**95,824**

Notes:

1. The mineral resource estimate reported at 0.3 g/t gold cut-off grade for a potential Open Pit is based on a number of parameters and assumptions including a gold price of US$1,455 per troy ounce, 92% metallurgical gold recovery, mining costs of US$2.00/tonne and process costs of US$9.50/tonne, General & Administrative costs of US$2.00/tonne and environmental rehabilitation costs of US$0.20 per tonne treated.
2. The 2.0 g/t gold cut-off grade for a potential Underground mine was suggested by Marathon Gold Corporation and New Jersey Mining Corporation based on their experience. The mineral resource estimate is reported at that cut-off grade.
3. The quantity and grade of reported Inferred mineral Resources in this estimation are uncertain in nature and there has been insufficient exploration to define the Inferred mineral Resources as Indicated or Measured mineral Resources. It is uncertain if further exploration will result in upgrading them to Indicated or Measured mineral Resource categories.
4. The mineral Resources in this news release were estimated using the Canadian Institute of Mining, Metallurgy and Petroleum (CIM), CIM Standards on Mineral Resources and Reserves, Definitions and Guidelines prepared by the CIM Standing Committee on Reserve Definitions and adopted by CIM Council. The effective date of this mineral Resource Estimate is January 16, 2013.
5. The Qualified Persons for the Golden Chest Mineral Resource estimate were Charley Murahwi, M.Sc., P.Geo., and Alan J. San Martin, MAusIMM(CP).

6. The mineral resource estimate reported at 0.3 g/t gold cut-off grade for a potential Open Pit is based on a number of parameters and assumptions including a gold price of US$1,455 per troy ounce, 92% metallurgical gold recovery, mining costs of US$2.00/tonne and process costs of US$9.50/tonne, General & Administrative costs of US$2.00/tonne and environmental rehabilitation costs of US$0.20 per tonne treated.
7. The 2.0 g/t gold cut-off grade for a potential Underground mine was suggested by Marathon Gold Corporation and New Jersey Mining Corporation based on their experience. The mineral resource estimate is reported at that cut-off grade.
8. The quantity and grade of reported Inferred mineral Resources in this estimation are uncertain in nature and there has been insufficient exploration to define the Inferred mineral Resources as Indicated or Measured mineral Resources. It is uncertain if further exploration will result in upgrading them to Indicated or Measured mineral Resource categories.
9. The mineral Resources in this news release were estimated using the Canadian Institute of Mining, Metallurgy and Petroleum (CIM), CIM Standards on Mineral Resources and Reserves, Definitions and Guidelines prepared by the CIM Standing Committee on Reserve Definitions and adopted by CIM Council. The effective date of this mineral Resource Estimate is January 16, 2013.
10. The Qualified Persons for the Golden Chest Mineral Resource estimate were Charley Murahwi, M.Sc., P.Geo., and Alan J. San Martin, MAusIMM(CP).

4) EXPLORATION ACTIVITY IN THE PERIOD

a) Valentine Lake

In February 2014 Marathon received the results of a structural geology study completed by SRK Consulting focused on gaining an understanding of the structural controls of gold mineralization on those sections of the Valentine Lake property currently subject to exploration. SRK integrated the results of historical drilling and surface work at Valentine Lake, including the surface work undertaken in the third and fourth quarters of 2013, with the results of an airborne electromagnetic survey undertaken on the property by a previous operator. This work identified a number of high priority targets located in magnetic lows on the property. SRK interpreted these magnetic lows as splays off the Valentine Lake Thrust Fault, a structural control for gold mineralization on the property. A number of these magnetic lows are spatially related to the Leprechaun Gold Deposit, the Victory Gold Deposit and targets developed in the Victory, Marathon and Sprite areas through prospecting and trenching in 2013 and 2014.

Drilling Programs

During 2014 and subsequently to the date of this MD&A, Marathon carried out a total of 17,810 meters of drilling in three programs focused on four discrete areas of the Valentine Lake property. For clarity, the drilling is summarized below.

	Victory Gold Deposit		Sprite Zone		Rainbow Zone		Marathon Zone	
	# of holes	Meters	# of holes	Meters	# of holes	Meters	# of holes	Meters
Winter 2014	10	1,120	26	3,487	-	-	-	-
Summer/Fall 2014	-	-	28	3,821	11	937	25	4,133
Winter 2015	-	-	-	-	-	-	23	4,312
	10	1,120	54	7,308	11	937	48	8,445

Winter 2014 Drilling

Marathon commenced work on a winter drilling program focused on the Victory and Sprite areas in January 2014, with an initial objective of completing approximately 2,000 meters of shallow drilling in these areas. The program was expanded from its original scope as a result of favorable exploration results and when completed comprised a total of 36 holes covering 4,607 meters of drilling.

Drilling at the Victory Zone was focused on expanding the existing mineral resource and testing mineralization along strike to the northeast of the existing resource boundary and consisted of 10 holes covering 1,120 meters. Marathon encountered near surface gold intercepts with grades as high as 3.44 g/t Au over 6.75 meters including 19.16 g/t Au over 1.13 meters in in VGD-14-029, 2.21 g/t Au over 7.88 meters including 5.19 g/t Au over 1.13 meters in VGD-14-029 and 3.59 g/t Au over 5.25 meters including 14.53 g/t Au over 0.75 meters (true thickness) in VGD-14-028. These results were seen as favorable.

At Sprite, drilling focused on testing targets identified in the 2013 prospecting program, which defined a mineralized alteration halo 1km in length and 200 meters wide. Drilling in the 26 holes completed in the Sprite Area covered approximately 700 meters of strike length and encountered numerous wide-interval, near-surface gold intercepts with good grades.

Spring 2014 Prospecting and Trenching

In late May, Marathon shifted the focus of surface work at Valentine Lake to concentrate on trenching, focused on magnetic low regions in two areas of the property without a mineral resource:

- The Sprite Zone, located approximately 1.5 km northeast of the Leprechaun Gold Deposit and 300 meters north of the Valentine Lake Thrust Fault, and
- The Rainbow Zone, located approximately 300 meters north of the northeast boundary of the Leprechaun Gold Deposit and approximately 500 meters north of the Valentine Lake Thrust Fault.

In addition, Marathon continued prospecting in the Marathon Area (more recently referred to as the Marathon Zone), located to the northeast of the Sprite Zone.

In each exploration area, Marathon encountered occurrences of multiple stacked quartz-tourmaline-pyrite ("QTP") veining similar to the mineralization at Leprechaun, with high grade samples obtained variously from outcrop, bedrock and trench sampling. More importantly, the high degree of correspondence between magnetic low regions, interpreted by SRK Consulting as being splays off the Valentine Lake Thrust Fault, and gold mineralization was prospective for the targeting of future drilling on the property, the expansion of existing resources at Leprechaun and Victory, and the development of new, near-surface resources.

Summer and Fall Drilling Program

Marathon resumed its drilling program in August 2014 while maintaining its trenching and prospecting programs. In late August and early September, channel sampling over a 1,100 meter strike length in the Sprite Zone and a 700 meter strike length in the Rainbow Zone encountered wide intervals of multiple stacked QTP-gold veins overlying magnetic low zones, and follow up drilling in both zones focused on testing the grade and continuity of mineralization below the channels. The results of initial follow-up drilling at Rainbow did not justify further work in the area. However, infill drilling at the southwestern and northeastern parts of the Sprite Zone was considered a significant exploration success, with several drill holes encountering wide near-surface intercepts with good grades; for example, 4.14 g/t Au over 11.4 meters in hole VL-14-600, 20.2 g/t Au over 14.25 meters in hole VL-14-599, 1.48 g/t Au over 12.35 meters in hole VL-14-593, all in the southwestern portion of Sprite, and 3.05 g/t Au over 14.25 meters in hole VL-14-602 and 2.25 g/t Au over 5.70 meters in the northeastern area of Sprite (all lengths reported as true thickness). It was not practicable to complete step-out drilling from these holes during this phase of work because of thick bog overburden in the area. In spite of this limitation, the drilling completed to date is considered sufficient for the development of the first mineral resource estimate in this part of Valentine Lake.

In October, Marathon obtained permits to carry out drilling in the Marathon Zone, located 7 kilometers along strike northeast from the Leprechaun Gold Deposit and between 100 and 200 meters from the Valentine Lake Thrust Fault. This area was discovered in 2014 as a result of prospecting and subsequent channel sampling, and had received almost no attention by previous operators. All of the occurrences of gold identified in the area prior to the start of drilling in October had been found by the Marathon exploration team. These gold occurrences occur over a 2 kilometer strike length.

The first three holes drilled in the Marathon Zone intercepted extensive stacked QTP veins to a depth of 200 meters, proving continuity of the mineralization to depth. The best intercept in MA-14-001 was 24.8 meters true thickness grading 1.06 g/t Au. The best intercept in MA-14-002 was 44.4 meters true thickness grading 1.71 g/t and in MA-14-003 was 8.55 meters true thickness grading 1.03 g/t. Higher grade sections in the intervals were present as well as smaller parallel zones. Subsequent trenching and drilling to the end of the fourth quarter indicated that the zone of mineralization was at least 200 meters long with good continuity of mineralization and up to 70 meters wide. Interpretation showed that mineralization began at surface and continued to at least 200 meters in depth, moving the focus of work at the Marathon Zone quickly from exploration to resource definition.

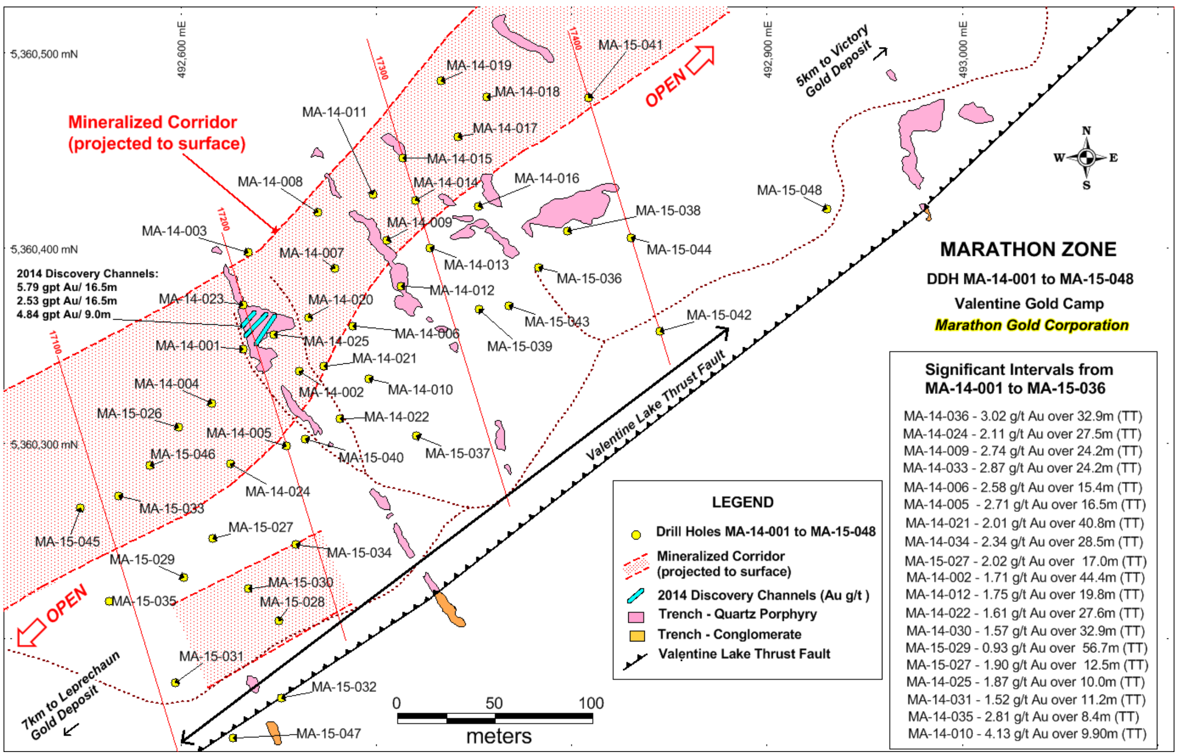
Winter 2015 Drilling Program

Marathon resumed drilling at Valentine Lake in January 2015, focused exclusively on drilling in the Marathon Zone with the intention of extending the strike length of the zone in anticipation of completing a resource later in 2015. The program concluded in late March, with a total of 23 holes over 4,312 meters. In contrast to the relatively shallow holes drilled in the Sprite and Rainbow areas in the fourth quarter, which were oriented at rapid development of shallow open pit resource material, close to half of the holes at the Marathon Zone were allowed to continue to over 200 meters in length.

The winter drilling program concluded with the broad objectives set out in January having been met. Specifically, the strike length was extended to 350 meters without any significant reduction in the continuity of mineralization; the maximum width of the zone was extended to 100 meters; the deep holes served to further confirm the continuity of mineralization to depth as drilling progressed along strike; and the Marathon Zone continues to be open along strike both to the northeast and southwest and to depth.

In addition, a parallel structure (see below) located between the southern boundary of the principal mineralized portion of the zone and the Valentine Lake Thrust Fault was discovered. While the drilling to date in this secondary structure is not sufficient to support a separate resource, establishing the boundaries of this mineralization will be a priority for future drilling.

The following diagram illustrates the extent of the mineralized corridors associated with the Marathon Zone.



Metallurgical Testwork

During the third and fourth quarters of 2014 and the first quarter of 2015, a metallurgical testwork program was carried out on a representative sample of mineralized material from the Leprechaun Gold Deposit. This work was done to develop a technically viable process for the production of doré from Leprechaun and is a necessary precursor to a preliminary economic assessment.

This testwork, which was underwritten in part by the Research and Development Corporation of Newfoundland and Labrador, concluded that direct sulphide-gold flotation followed by conventional cyanide leaching, carbon-in-pulp, and electrowinning would provide an overall recovery in the range of 92.8% to 95%, with the potential to improve recoveries further with additional processing. This was an improvement over the results of the previous round of metallurgical work undertaken in 2011.

b) Golden Chest

Acquisition of Control of GCLLC

During May, June and July 2013, NJMC issued cash calls related to the ongoing operations of GCLLC, electing in each case not to fund its proportionate share. Marathon in each case funded NJMC's share as well as its own, as the subject payments were necessary to keep GCLLC's interest in the Golden Chest property in good standing. This resulted in Marathon acquiring effective control of GCLLC on May 23, 2013. Consequently, Marathon began to consolidate the financial results of GCLLC.

Optioning of the Skookum Lode

In September 2013, GCLLC entered into an option agreement with Juniper Resources ("Juniper"), a privately-held mining company based in Idaho. Under the terms of this agreement, Juniper is mining the Skookum Lode, a vein on the Golden Chest property, for its own account.

Juniper has the right to mine the Skookum Lode from underground for a period of up to 36 months in return for the following consideration:

- The payment of instalments due on the Beasley note for so long as Juniper is mining the property, to a maximum of US $1,500,000 if Juniper conducts mining operations for the full three-year term of the agreement; and
- A 2% net smelter returns royalty, payable quarterly to NJMC and Marathon net of advances of US $250,000 made in 2013 on the basis of their relative interests in GCLLC at the time of each payment.

During the year ended December 31, 2014 and subsequently to the date of this MD&A, Juniper paid quarterly installments on the Beasley note amounting to US $625,000.

Juniper completed mine development work at the Skookum shoot in the third quarter of 2014 and began mining in the fourth quarter. From the start of mining in November 2014 to the date of this MD&A, Juniper has mined approximately 9,500 tonnes of ore from the Skookum shoot, with gold grades ranging from 4 g/t for material mined in December 2014 and January 2015 from stopes near the top of the shoot to as high as 10 g/t in March, with grades improving to depth as anticipated. In February and March 2015, Juniper shipped approximately 234 tonnes of dry concentrate estimated to contain approximately 1,300 ounces of gold for further treatment and continues to ramp up its mining activities toward a planned level of 300 tonnes per day, the design capacity of the NJMC mill.

Exploration Activity at Golden Chest

There has been no significant exploration or development work undertaken at Golden Chest by NJMC, the operator of the project, either in the year ended December 31, 2014 or subsequently to the date of this MD&A.

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 conclusion 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 December 31, 2014, Marathon still had ownership of 52.22% of GCLLC and consider that the assets and liabilities related to GCLLC meet the criteria to be classified as a disposal group held for sale. This is reflected in the financial statements for the year ended December 31, 2014 as follows:

- The assets and liabilities of GCLLC are reported separately on the consolidated balance sheet.
- The consolidated statement of operations segregates the loss attributable to GCLLC from the company's consolidated loss from continuing operations.
- The consolidated statement of cash flows segregates the cash flows attributable to GCLLC from cash flows attributable to continuing operations.

At December 31, 2014, there were a number of circumstances which, taken together, cast doubt on the ability of Marathon to recover from its investment to date in the Golden Chest property an amount equal to its carrying value. This included the following:

- ***Investor sentiment:*** Discussions with current and prospective institutional and retail investors throughout 2014 indicated a steadily decreasing interest in hearing information related to Golden Chest, a clear indication of the market's perception of value and the extent to which the property was considered a core holding.
- ***Capital markets:*** Notwithstanding Marathon's success during 2014 at raising additional equity, the state of the Canadian capital markets as they related to the junior mining sector did not improve as Marathon had hoped during the year. Marathon's management was not optimistic about the prospects of raising additional equity earmarked for Golden Chest. In addition, the state of the markets has made it necessary to focus Marathon's treasury on Valentine Lake.
- ***No plans to explore for at least the following year:*** Marathon had declined to date to take on the role of manager at Golden Chest, which would give it the right to set exploration budgets, partly as a result of the factors above, and NJMC, the current manager, had not submitted an exploration budget since 2013.
- ***No prior exploration activity for a significant period:*** As noted above, there was no exploration activity at Golden Chest in 2014, except for the payment of holding costs on the property, and little activity in 2013 with the exception of the bulk sampling undertaken in the second quarter of 2013.

Management concluded that the Golden Chest property was impaired and wrote down the property to its estimated recoverable value of $3,323,214, incurring a non-cash impairment charge amounting to $8,212,288, of which $3,923,832 is attributable to NJMC's non-controlling interest in the property. The write-down to Marathon's best estimate of fair value less costs of disposal 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.

5) OUTLOOK

a) Valentine Lake

At the date of this MD&A, Marathon's winter drilling program has been completed, with a number of assays remaining in progress. Drilling will not resume until after the spring break-up and will be dependent on Marathon's success in raising additional financing in the second quarter and beyond.

In March 2015, Marathon engaged Micon International Limited to prepare an updated mineral resource estimate for the Victory Gold Deposit and initial resource estimates for the Sprite and Marathon Zones. All of the drilling completed in 2014 and 2015 will be incorporated into these new resources, which are expected to be completed in the second quarter.

No decision has been made regarding the timing of commencement of a preliminary economic assessment.

b) Golden Chest

Marathon continues to seek opportunities to dispose of its interest in Golden Chest. At this point, there can be no assurance that management will be successful in its efforts to conclude a sale of the property on acceptable commercial terms, either in 2015 or subsequently.

c) Other properties

There are no plans in place to carry out exploration work in 2014 or 2015 at Baie Verte or Bonanza.

6) RESULTS OF OPERATIONS

The results of operations for the three and twelve months ended December 31, 2014 and 2013 are summarized below.

	Three months ended December 31		Year ended December 31	
	2014	2013	**2014**	2013
	$	$	**$**	$
Expenses:				
Exploration expenses	**726**	2,054	**24,010**	137,785
General and administrative expenses	**299,097**	257,061	**1,213,509**	1,358,622
Other expense	**-**	-	**1,903**	-
Interest income	**(11,491)**	(3,655)	**(17,444)**	(29,050)
Loss on investments	**68,526**	-	**68,526**	3,208
Foreign exchange (gain) loss	**33**	-	**(139)**	568
Loss from continuing operations before tax	**356,891**	255,460	**1,290,365**	1,471,133
Income taxes	**(146,853)**	-	**(146,853)**	102,635
Loss from continuing operations for the year	**210,128**	255,460	**1,143,512**	1,573,768
Loss from discontinued operations, net of tax	**8,212,288**	180,095	**8,212,288**	-
Net loss for the year	**8,422,416**	435,555	**9,355,800**	1,573,768
Net loss attributable to non-controlling interest	**(3,923,832)**	-	**(3,923,832)**	-
Loss attributable to Marathon Gold shareholders	**4,498,494**	435,555	**5,431,968**	1,573,768

Notes:

Three months ended December 31, 2014:

i) General and administrative expenses increased to $299,097 from $257,061 in 2013, reflecting the following:
   a) Wages, salaries and director fees charged to operations increased to $139,739 from $110,384 in 2013 as a result of the discontinuation of voluntary forfeitures of compensation by Marathon's directors, officers and certain other exploration and administrative staff effective September 1, 2014.
   b) Professional fees decreased to $36,801 from $53,689 in 2013 as the result of decreased levels of legal work.
   c) Investor relations increased to $46,075 from $20,291 in 2013, reflecting increased levels of investor outreach in advance of financing activity in 2015 and costs associated with travel to meet several groups of potential investors.

Year ended December 31, 2014:

i) Exploration expenses decreased to $24,010 from $137,785 in 2013. Marathon's exploration activities in 2014 were focused exclusively on Valentine Lake, and the 2014 expense represents the write-off of security deposits associated with the Finger Pond property following management's decision to allow the Finger Pond claims to lapse and claim maintenance costs related to Bonanza.

ii) General and administrative expenses decreased to $1,213,509 from $1,358,622, reflecting the following:
   a) Wages, salaries and director fees charged to operations decreased to $486,859 from $618,145 in 2013. This reflects a higher proportion of Marathon's costs being capitalized as a component of deferred exploration costs with respect to Valentine Lake and the effect of voluntary forfeitures of compensation by directors, officers and certain employees, as these cutbacks were in place for eight months in 2014 compared to five in 2013.
   b) Stock based compensation charged to operations increased to $198,274 from $157,868, mainly due to 1,668,500 options having been issued during the year compared to 1,354,000 in 2013.
   c) The increase in investor relations costs in 2014 reflects increased outreach and travel to meet prospective investors.

7) QUARTERLY RESULTS

Selected quarterly information derived from Marathon's consolidated financial statements for each of the eight most recently completed financial periods is set out below.

	2014 Q4	2014 Q3	2014 Q2	2014 Q1	2013 Q4	2013 Q3	2013 Q2	2013 Q1
	$000's	$000's	$000's	$000's	$000's	$000's	$000's	$000's
Statement of Operations and Comprehensive Loss:								
Exploration expenses	1	18	5	-	2	118	17	1
General and administrative expenses	299	330	237	348	257	219	337	546
Other expenses	-	-	-	-	-	-	-	-
Impairment loss on mineral exploration and evaluation assets	8,212	-	-	-	-	-	-	-
Other (income) loss	57	(2)	(1)	(1)	(4)	(6)	(8)	(8)
Loss before tax for the period	8,569	346	241	347	255	331	346	539
Balance Sheet:								
Cash, cash equivalents and short term investments	2,707	4,139	1,152	596	1,185	1,404	1,928	2,977
Working capital	2,636	3,792	1,091	507	1,174	1,475	1,917	3,012
Mineral exploration and evaluation assets	43,445	50,022	48,324	48,352	47,020	46,436	46,441	40,450

Marathon's reported exploration expenses reflect the timing of exploration activities at properties other than Valentine Lake and are not directly comparable from one accounting period to another.

Marathon's reported general and administrative expenses in the first quarter of 2013 and the first and third quarters of 2014 reflect the issuance of stock options in each period.

The significant increase in the carrying value of Marathon's mineral exploration and evaluation assets in the second quarter of 2013 reflects the acquisition of the net assets of GCLLC.

Amounts charged to Other (income) loss in the fourth quarter of 2014 reflect the determination that $67,500 in accumulated unrealized losses with respect to Marathon's investment in equity securities were non-temporary, resulting in the transfer of such losses from Other comprehensive income to operations.

8) CAPITAL, LIQUIDITY AND GOING CONCERN

Marathon's cash at December 31, 2014 amounted to $2,706,617. Marathon's working capital at December 31, 2014 was $2,636,460.

Marathon's consolidated financial statements are prepared on a going concern basis. The appropriateness of this approach is discussed in detail in note 1 to the financial statements.

In the year ended December 31, 2014 Marathon incurred a consolidated operating loss from continuing operations of $982,794 (2013- $1,255,815), excluding non-cash charges related to the write-down of Golden Chest, stock based compensation, depreciation and unrealized investment losses. Marathon funded its operations in the period through the use of existing cash and five private placements which raised aggregate gross proceeds of $6,542,132, the details of which are disclosed in note 11 to the financial statements.

9) CAPITAL ACTIVITIES

a) Rambler subscription agreement

On December 12, 2013, Marathon entered into a subscription agreement with Rambler Metals and Mining Canada Limited ("Rambler") pursuant to which:

- Rambler subscribed irrevocably for Marathon common shares in two tranches priced at a premium to the market at the time of each tranche being subscribed for guaranteed proceeds of $500,000, and
- Marathon granted Rambler the right to subscribe for additional shares in four quarterly tranches of $375,000 each, for total non-guaranteed proceeds of $1,500,000.

The particulars of the subscription, including the pricing mechanisms for the subscription and the exercise of the rights, are detailed in note 11 to the consolidated financial statements.

On April 1, 2014 Rambler completed the guaranteed portion of this subscription agreement by subscribing for 797,448 common shares at a price of $0.3135 per share, for gross proceeds of $250,000.

On August 5, 2014 Rambler exercised the first of the four subscription rights referred to above, and Marathon issued a total of 760,340 common shares at a price of $0.4932, for proceeds of $375,000.

The second subscription right expired unexercised on October 31, 2014. Rambler had the right to extend the life of this subscription right by a further three months with a final revised expiry date of January 31, 2015. Rambler did not exercise this extended right, which has expired and cannot be extended further.

Similarly, Rambler has not given notice to the date of this MD&A of its intent to exercise the third subscription right, which expired on January 31, 2015, or the fourth, which expires on April 30, 2015. Rambler has the right to extend each subscription right for an additional three months, with the exercise of each extended right being subject to Marathon's consent.

b) Flow through shares

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

c) Non-brokered private placement of units and flow through shares

On April 22, 2014, Marathon announced its intention to raise up to $2.5 million through a non-brokered private placement of flow through shares priced at $0.44 per share and common share units priced at $0.39 per unit, with each unit consisting of one common share and one half of one warrant exercisable for a period of two years at a price of $0.50 per share.

On May 12, 2014, Marathon closed the first tranche of this financing and issued a total of 20,000 flow through shares and 2,181,283 units, for aggregate gross proceeds of $859,500. Subsequently, Marathon issued an additional 380,000 units for gross proceeds of $148,200.

d) Bought deal private placement of units and flow through shares

On August 21, 2014, Marathon closed a bought deal private placement underwritten by a syndicate of underwriters led by Canaccord Genuity Corp. and issued a total 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 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.

10) OPTIONS

The terms of Marathon's option plan authorize the issue of share purchase options to employees, officers and directors, and third party service providers subject to a stipulation that total options issued at any point in time cannot exceed 10% of the number of common shares issued and outstanding at that time.

On February 24, 2014 Marathon awarded a total of 870,000 options to directors, officers and employees at an exercise price of $0.32 per share. These options were awarded with immediate vesting.

On July 7, 2014, Marathon awarded a total of 798,500 options to directors, officers and employees at an exercise price of $0.39 per share. These options were awarded with immediate vesting.

11) RELATED PARTY TRANSACTIONS

Marathon incurred the following compensation costs related to key management and directors in the normal course of business. At December 31, 2014, $Nil was owing to these related parties for services received during the period.

	Three months ended December 31		**Year ended December 31**	
	2014	2013	**2014**	2013
	$	$	**$**	$
Salaries paid to key management	**146,250**	107,750	**482,333**	480,436
Director fees	**27,625**	30,896	**102,333**	124,245
Stock based compensation	**-**	-	**238,563**	176,846
	173,875	138,646	**823,229**	781,527

12) FULLY DILUTED SHARE CAPITAL

Fully diluted share capital is comprised as follows:

Common shares	75,024,392
Unexercised stock options	6,590,500
Unexercised share purchase warrants	3,613,945
Fully diluted	**85,228,837**

13) OFF-BALANCE SHEET ARRANGEMENTS

Marathon had no off balance sheet arrangements as at December 31, 2014 or subsequently to the date of this MD&A.

14) RISK FACTORS AND UNCERTAINTIES

Marathon is subject to the usual risks associated with a junior mineral exploration company. The Company competes for access to financing, specialized third party service providers and human capital against other exploration companies, some of whom may be better capitalized. Prices for the commodities contained in Marathon's exploration properties have fluctuated significantly over the last few years and may continue to do so. Such volatility may affect the timing and magnitude of funds which Marathon may seek to raise to support further exploration of its properties or may make it difficult to complete an offering of securities.

It may not be possible to raise additional funds to complete development and achieve profitable production or to obtain the permits required to enable Marathon to commence mining operations on its properties.

Marathon participates in exploration joint ventures as a means of earning or acquiring interests in properties with existing mineral resources and subsequently increasing shareholder value through exploration and resource expansion. The ability of Marathon to influence the nature, extent, and timing of exploration and evaluation activities at properties where Marathon is not the 100% owner depends on a number of factors, including but not limited to decisions made by project operators, who typically have control over the scope of project budgeting and the pace of work against such budgets, and the financial health of Marathon's partners. The inability of a partner in any of Marathon's projects to continue to fund the ongoing exploration work or other obligations of the project could have a material impact on Marathon's finances and the reported values of its mineral exploration and evaluation assets.
While management has used its best efforts to ensure title to all its properties and secured access to surface rights, these titles or rights may be disputed.

For a more detailed discussion of risk factors, reference should be made to Marathon's Annual Information Form for the year ended December 31, 2014. This document may be obtained at www.sedar.com.

15) FUTURE ACCOUNTING PRONOUNCEMENTS

IFRS 9 Financial Instruments

IFRS 9, *'Financial instruments'*, addresses the classification, measurement and recognition of financial assets and financial liabilities. IFRS 9 retains but simplifies the mixed measurement model and establishes three primary measurement categories for financial assets: amortized cost, fair value through Other comprehensive income "OCI"), and fair value through profit and loss ("P&L"). The basis of classification depends on the entity's business model and the contractual cash flow characteristics of the financial asset. Investments in equity instruments are required to be measured at fair value through profit or loss with the irrevocable option at inception to present changes in fair value in OCI not recycling. There is now a new expected credit losses model that replaces the incurred loss impairment model used in IAS 39. For financial liabilities, there were no changes to classification and measurement except for the recognition of changes in own credit risk in OCI, for liabilities designated at fair value through P&L. IFRS 9 relaxes the requirements for hedge effectiveness by replacing "bright line" hedge effectiveness tests. It requires an economic relationship between the hedged item and hedging instrument and for the "hedged ratio" to be the same as the one management actually use for risk management purposes. Contemporaneous documentation is still required but is different to that currently prepared under IAS 39.

The standard is effective for accounting periods beginning on or after January 1, 2018. Early adoption is permitted. Marathon is evaluating the effect of IFRS 9 on its financial statements.

16) INTERNAL CONTROL OVER FINANCIAL REPORTING

Management is responsible for the design and operating effectiveness of internal controls over financial reporting to provide reasonable assurance regarding the reliability of financial reporting and the preparation of the financial statements in accordance with accounting principles generally accepted in Canada. Based on a review of its internal control procedures at the end of the period covered by this MD&A, management believes its internal controls and procedures are appropriately designed and were operating effectively as at December 31, 2014.

17) DISCLOSURE CONTROLS

Management is also responsible for the design and operation of disclosure controls and procedures to provide reasonable assurance that material information related to the Company, including its consolidated subsidiaries, is made known to the Company's certifying officers. The Company's Chief Executive Officer and Chief Financial Officer have each evaluated the design and effectiveness of the Company's disclosure controls and procedures as of December 31, 2014 and have concluded that these controls and procedures are effective.

18) CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS

The preparation of financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amount of assets and liabilities and at the date of the financial statements and the reported amount of expenses and other income during the year. These estimates and assumptions are based on management's best knowledge of the relevant facts and circumstances, having regard to prior experience.

The following are the critical judgments that management has made in the course of applying Marathon's accounting policies and which have the most significant effect on the amounts recognized in these consolidated financial statements:

Mineral exploration and evaluation assets

Marathon capitalizes exploration and evaluation costs on mineral properties with an existing mineral resource and expenses exploration costs incurred with respect to properties without existing mineral resources.

The estimation of mineral resources and reserves is complex and requires significant subjective assumptions which are valid at the time of estimation. These assumptions may change significantly over time when new information becomes available and may cause the mineral resources and reserves estimates to change. Changes in the forecast prices of commodities, exchange rates, production costs or recovery rates may have a significant impact on the economic assessment of the mineral resources and reserves and may result in their restatement.

Impairment of mineral exploration and evaluation assets

Determining whether facts and circumstances indicate that Marathon's mineral exploration and evaluation ("E&E") assets may be impaired and require the recognition of an impairment loss, or conversely whether a reversal of an impairment loss recognized in a prior period may be required, is a subjective process involving judgment and a number of estimates and interpretations.

Determining whether to test for impairment of E&E assets requires management's subjective assessment of a number of facts and circumstances concerning each subject property, including, among others:

- whether the period for which the entity has the right to explore in the specific area has expired during the period or will expire in the near future and is not expected to be renewed;
- whether substantive expenditure on further E&E of mineral resources in a specific area is either budgeted or planned;
- Marathon's financial capacity to execute exploration activities on a given property;
- the extent to which exploration for and evaluation of mineral resources in a specific area have led to the discovery of commercially viable quantities of mineral resources and any resulting decisions by management to cease or significantly reduce further E&E activities in the area; and
- the existence of sufficient data to indicate that, although a development in a specific area is likely to proceed, the carrying amount of the E&E asset is unlikely to be recovered in full from successful development or by sale.

Stock based compensation

The compensation cost associated with stock options granted under the terms of Marathon's stock option plan is measured at the grant date by using the Black-Scholes option pricing model to determine fair value. The Black-Scholes model requires the use of subjective estimates, in particular for the estimated life of options and the expected rate of volatility in Marathon's share price over the life of the options, which can materially affect the fair value estimate.

Marathon awarded 1,668,500 options in the year ended December 31, 2014. The key assumptions used to determine the fair value of options awarded in 2014 are detailed in note 13 to the financial statements.

19) ADDITIONAL INFORMATION

Additional information relating to Marathon can be found on SEDAR at www.sedar.com.

(Signed) "Phillip C. Walford" Phillip C. Walford President and Chief Executive Officer	(Signed) "James Kirke" James Kirke Chief Financial Officer