



**MARATHON GOLD CORPORATION
(THE “CORPORATION”)**

**CHARTER OF THE
COMPENSATION COMMITTEE
OF THE BOARD OF DIRECTORS**

PURPOSE

The Compensation Committee (the “Committee”) is a committee of the Board of Directors (the “Board”) of the Corporation charged with assisting the Board in monitoring, reviewing, developing, and approving the Corporation’s compensation policies and practices, and administering the Corporation’s share-based compensation plans, and annually reviewing the CEO’s compensation and the CEO’s recommendations regarding other senior officer compensation.

COMPOSITION

The members of the Committee shall be appointed annually by the Board on the recommendation of the Committee and the Chair shall be appointed by the Board. The Committee shall consist of a minimum of three directors of the Corporation, all of whom must be independent directors. Independence shall be determined in accordance with applicable Canadian laws and regulations as well as the rules of any stock exchanges on which the Corporation’s shares are listed (the “Applicable Laws”). At a minimum, each Committee member shall have no direct or indirect material relationship with the Corporation that could, in the opinion of the Board, reasonably interfere with the exercise of a Committee member’s independent judgment (except as otherwise permitted by Applicable Laws).

QUALIFICATIONS AND EXPERIENCE

Each member of the Committee should have senior level experience in executive management, and a general familiarity with executive compensation matters. At least one member of the Committee should have a broad background in executive compensation or compensation committee work (such person being the designated Compensation Expert). The Committee shall be entitled to take any action at a meeting of the Committee in the absence of any member designated as the Compensation Expert provided quorum is present.

Nothing in this mandate is intended, or may be construed, to impose on any member of the Committee, including the Compensation Expert, a standard of care or diligence that is in any way more onerous or extensive than the standard to which all members of the Board are subject.

OVERSIGHT – COMPENSATION RELATED RISK, AND COMPENSATION DISCLOSURE

The Committee shall be responsible for overseeing the Corporation’s compensation disclosure practices with a view to ensuring compliance with applicable disclosure requirements. The Committee shall consider and assess the risks associated with the Corporation’s compensation policies and practices and any implications arising therefrom. On an annual basis, the Committee should report to the Board on: (i) the practices the Corporation uses or should consider using to identify and mitigate compensation policies and practices that could encourage senior executives to take inappropriate or excessive risks; and (ii) any identified risks arising from the Corporation’s compensation policies and practices that are reasonably likely to have a material adverse effect on the Corporation.

COMMITTEE RESPONSIBILITIES

In addition to such other duties as may be delegated by the Board, the Committee shall be responsible for the following:

COMPENSATION

1. **Compensation Strategy:** Develop an executive compensation strategy and plan in consultation with the CEO and the Board that supports the Corporation's strategic plan and consistent with market conditions.
2. **Annual Review of CEO Compensation:** Annually review the CEO's compensation and make such recommendations as deemed appropriate to the Board for consideration with respect to base salary, perquisites, short term incentive grants and long-term incentive grants. The CEO may not be present during voting or deliberations by the Compensation Committee on his or her compensation.
3. **Annual Review of Officer Compensation:** Annually review the CEO's recommendations with respect to base salary, perquisites, short term incentive grants and long-term incentive grants for the other officers of the Corporation and make such recommendations as deemed appropriate to the Board.
4. **Recommend Officer Performance Objectives:** Recommend for Board approval annual corporate performance objectives for officers of the Corporation. Review and evaluate the performance of the CEO and, in consultation with the CEO, other officers against established annual performance objectives. The Committee may exercise reasonable judgement in such evaluations to ensure that the intent of the performance objectives is respected and to consider unanticipated factors.
5. **Ensure Appropriate Director Compensation:** Review and make recommendations to the Board regarding compensation of the Corporation's directors to ensure that directors' compensation is appropriate and adequately reflects role and responsibilities of a directorship.
6. **Review Key Compensation Plans:** Review the Corporation's key compensation plans and policies, including cash and equity-based compensation plans, and recommend Board approval of such plans and policies as required.
7. **Oversee Share-based Compensation:** Develop and administer the Corporation's share-based compensation plans. Recommend Board approval for proposed share-based compensation awards that are proposed by management or the Committee, as the case may be.
8. **Hiring of Consultants:** Oversee hiring and the work of any independent compensation consultant hired by the Committee, ensure that the consultant reports directly to the Committee and consider any factors that could impact the consultant's independence.
9. **Provide Committee Report:** Review and approve the Committee's report for inclusion in the management information circular.
10. **Compensation Practices:** Oversee the development and adoption of appropriate compensation practices, including those to identify and mitigate compensation policies and practices that could encourage a named executive officer or key employee at a principal business unit or division to take inappropriate or excessive operating or financial risks, and ensure compliance.

11. **Labour Relations/Human Resources Strategy:** Review the Corporation's overall labour relations and human resources strategy for employees and at least annually and otherwise as considered necessary, to review the labour environment for the Corporation and report to the Board with respect to any issues arising therefrom.
12. **Review Insurance:** Annually review the Company's Directors and Officers Insurance Policies and make recommendations to the Board with respect to the coverage levels.
13. **Pre- Approve Certain Consultant Work:** Pre-approve any non-compensation mandate and services provided by any compensation consultants to the Corporation to ensure the independence of the consultant to the Committee is not compromised.
14. **Consider Board Questions:** Consider or carryout any other questions, mandates or matters referred to the Committee by the Board.

GENERAL

1. **Reporting:** Report to the Board on a quarterly basis on the proceedings of Committee meetings.
2. **Mandate:** Annually review the Committee's mandate and assess the Committee's functioning and performance relative to the requirements set out within this mandate.

CHAIR RESPONSIBILITIES

The Chair of the Committee shall:

1. Convene and preside over Committee meetings and ensure they are conducted in an efficient, effective and focused manner.
2. Assist management with the preparation of an agenda and ensure that meeting materials are prepared and disseminated in a timely manner.
3. Ensure that the Committee has sufficient time and information to make informed decisions.
4. Provide leadership to the Committee and management with respect to matters covered by this mandate.

AUTHORITY

The Committee has authority to:

1. Conduct or authorize investigations into any matters within its scope of responsibility.
2. Retain, at the Corporation's expense, independent legal or other advisors to assist the Committee in carrying out its duties or to assist in the conduct of an investigation.
3. Meet with management and advisors, as necessary.
4. Access the records and personnel of the Corporation and its subsidiaries pertinent for carrying out its duties.
5. Call a meeting of the Board to consider any matter of concern to the Committee.

6. Appoint, compensate, and oversee the work of an independent compensation consultant to review and make recommendations relating to the compensation of the Corporation's named executive officers and directors.
7. Appoint, compensate, and oversee the work of any other advisors to assist the Committee in carrying out its mandate.
8. Meet with management, the independent compensation consultant and other advisors, as necessary.

MEETINGS

The Committee shall meet as often as it deems necessary, but not less frequently than twice annually. A quorum for the transaction of business at all meetings shall be a majority of members. Decisions shall be made by an affirmative vote of the majority of members in attendance and the Committee Chair shall not have a deciding or casting vote.

The Committee may also request to meet separately with management, compensation consultants or other advisors. Meeting minutes shall be recorded and maintained, as directed by the Chair of the Committee.

COMPENSATION COMMITTEE WORKPLAN

DESCRIPTION OF ACTIVITY	BEGINNING OF YEAR	MID-YEAR	END OF YEAR
Approve minutes of last meeting	X	X	X
Review compensation policies, guidelines and programs, including those relating to benefits, compensation issues and trends		X	
CEO and Compensation Committee report on succession planning, as necessary		X	
Performance review of CEO			X
Review and approve compensation for senior executives, including incentive, plans			X
Approval of Short-Term Incentive Plan awards			X
Approval of Long-Term Incentive Plan awards/stock options			X
Receipt of objectives of CEO and Senior Officers			X
Review of Directors' Compensation			X
Review Labour Relations/Human Resources Strategy and Environment		X	
Review Directors and Officers Insurance	X		
Approve executive compensation disclosure, including Compensation Discussion and Analysis, for management information circular	X		