



**MARATHON GOLD CORPORATION  
(the “Corporation”)**

**INSIDER TRADING POLICY**

This Insider Trading Policy provides guidelines with respect to transactions in shares or other securities of Marathon Gold Corporation. This Policy is also intended to ensure that we act, and are seen to act, in accordance with applicable laws and the highest standards of ethical and professional conduct. It is fundamental to the reputation and ongoing success of the Marathon Gold Corporation that the rules and procedures outlined in this Policy are adhered to.

**APPLICATION OF POLICY**

This Policy applies to all employees, officers, directors, consultants and contractors of Marathon Gold Corporation and its subsidiaries (the “Corporation”) who receive or have access to Material Non-Public Information (collectively referred to as “Restricted Persons”). This group of people, members of their immediate families,<sup>1</sup> and members of their households are sometimes referred to in this Policy as “Insiders”. Any person who possesses Material Non-Public Information about the Corporation will be subject to this Policy during the period when such information has not been publicly disclosed.

This Policy applies to all transactions in the Corporation’s securities, including shares, stock options, deferred share units, restricted share units, warrants, convertible debentures and any other securities the Corporation may issue from time to time.

**POLICY STATEMENT**

***No Trading on Material Non-Public Information***

No Restricted Person shall directly or indirectly engage in any trades of the Corporation’s securities during any period commencing with the date that he or she possesses Material Non-Public Information about the Corporation and ending upon completion of one trading day following public disclosure of that information, as long as they are not in possession of other Material Non-Public Information or subject to any special trade blackout.

***Anti-Hedging by Directors and Officers***

No director or officer of the Corporation shall directly or indirectly engage in hedging against future declines in the market value of any equity-based securities of the Corporation through the purchase of financial instruments designed to offset such risk. Such purchases may undermine the purpose for which such securities are granted.

***Blackout Periods***

Restricted Persons who have access to undisclosed Material Information relating to the Corporation or its business in the normal performance of their duties are subject to “blackout periods” during which they will be prohibited from trading in securities of the Corporation (“Blackout Period”). A Blackout Period will normally be instituted by a designated officer identified on Schedule “A” to this Policy (the “Designated Officers”), through a communication, in most instances by e-mail, to those affected. Once notified of the existence of a Blackout Period, except as noted above, you and your immediate family may not trade in the Corporation’s securities until you have been notified that the Blackout Period has been terminated. Exceptions to the prohibition against trading during Blackout Periods may only be made with the prior approval of a Designated Officer after consultation with legal counsel.

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<sup>1</sup> Immediate family may include a spouse, parent, step-parent, grandparent, step-grandparent, child, step-child, grandchild, step-grandchild, sibling, mother or father-in-law, son or daughter-in-law, brother or sister-in-law, and all adoptive relationships.

Notwithstanding the foregoing, an employee, consultant or contractor to the Corporation who is not in possession of Material Non-Public Information may trade in securities of the Corporation during a trading Blackout Period with the prior written consent and in the sole discretion of a Designated Officer, which consent may be conditional upon prior receipt by the Corporation of such written representations that the Designated Officer may require. Such permission to trade in securities of the Corporation during a Blackout Period will not apply to directors or officers and will only be granted where permitted by applicable laws.

### ***Meaning of Trading Day***

A “trading day” means a day on which The Toronto Stock Exchange is open for trading. Wherever this Policy provides that a person may not engage in any transactions in securities until such information has been disclosed publicly for one trading day, the day that the information is disclosed shall not be counted unless the information is disseminated prior to the commencement of trading on The Toronto Stock Exchange.

### ***Tipping***

No Insider shall disclose Material Non-Public Information to any other person where such information may be used by such person by trading in the securities of the Corporation, nor shall such Insider make recommendations or express opinions on the basis of Material Non-Public Information as to trading in securities of the Corporation.

### ***Confidentiality***

Restricted Persons are prohibited from disclosing any Material Non-Public Information about the Corporation to any other person except with the consent of a Designated Officer.

## **DEFINITION OF MATERIAL NON-PUBLIC INFORMATION**

It is not possible to define all categories of Material Non-Public Information. *Non-public* information is information that has not been previously disclosed to the general public and is otherwise not available to the general public. Generally speaking, *material* information is any information relating to the business and affairs of the Corporation that results in, or would reasonably be expected to result in, a significant change in the market price or value of any of the Corporation’s securities. Determining the materiality of information requires an exercise of judgement.

Either positive or negative information may be material. Examples of material information include: operational and financial results; projections of future earnings or losses; news of a proposed merger, joint venture or acquisition; news of a disposal of significant assets; significant changes to mineral reserve and resource estimates; significant exploration results; significant events affecting production; proposed equity or debt financings; significant actual or threatened litigation; and changes in senior management.

## **PRE-CLEARANCE OF TRADES**

Before initiating any trade in the Corporation’s securities (including the exercise of stock options or other long term incentive grants), all the Corporation’s employees, officers, directors, consultants and contractors shall be required to submit a “Notice of Intention to Trade in Securities” (see Schedule “B”) to one of the Designated Officers listed in Schedule “A”. If the request is submitted to the Chief Financial Officer or the Chair of the Board, the Chief Financial Officer or Chair will consult with the Chief Executive Officer prior to approving a transaction.

Unless it is clear that the proposed transaction will not contravene applicable insider trading restrictions and unless it is clear that the individual does not possess Material Non-Public Information about the Corporation, permission to complete the transaction will be denied. Our policy is to err on the side of caution in granting or denying trading permission, in recognition of the fact that trades which create notoriety, even if ultimately found to be proper, may tarnish the reputation and goodwill of the Corporation.

If approval for a proposed transaction is granted, that approval will be effective for five trading days, unless revoked prior to that time.

### **PENALTIES**

The penalties and civil liability that may be incurred if insider trading laws are violated are substantial. In Canada, penalties include possible imprisonment for up to five years and fines up to the greater of \$5 million and three times the profit made or loss avoided.

Restricted Persons may also be liable for improper transactions by any person (commonly referred to as a “tippee”) to whom they have disclosed Material Non-Public Information about the Corporation or to whom they have made recommendations or expressed opinions on the basis of such information. Securities regulators and stock exchanges employ sophisticated electronic surveillance techniques to detect insider trading and have imposed large penalties even when the disclosing person did not profit from the trading.

Failure to comply with this Policy may also result in disciplinary action against you by the Corporation, including termination. The onus of complying with this Policy and applicable laws is on each individual and you are expected to be familiar with this Policy and applicable laws, and to comply fully with them.

### **OTHER RESTRICTIONS**

#### ***Inappropriate Trading Activity***

It is inappropriate for a Restricted Person to directly or indirectly engage in any activity: (i) that is or appears to be contrary to the interests of the Corporation; (ii) that creates or may create a false or misleading appearance of trading activity in any of the Corporation’s securities; (iii) that has the effect of setting an artificial price for those securities; or (iv) that otherwise interferes with the free determination by the market of the market price for those securities. While it is not possible to list all types of trading activities prohibited by the foregoing, such activities could include short selling, securities lending, and trading in puts or calls.

#### ***Business Partners***

This Policy and the guidelines described herein also apply to Material Non-Public Information relating to other companies, including joint venture partners, other business partners, vendors and suppliers of the Corporation (the “Business Partners”), when that information is obtained in the course of employment with, or providing services on behalf of, the Corporation. For the purposes of this Policy, information about Business Partners should be treated in the same way as information related directly to the Corporation.

### **INSIDER TRADING AND OTHER REPORTS**

All directors, officers and certain other employees are required to file an insider trading report in Canada disclosing their beneficial ownership of or control or direction over securities of the Corporation. Each such “reporting insider” also is responsible for reporting changes in the information contained in a previously filed report within five days of the transaction.



**Schedule "A"**  
**Designated Officers and Director**

The following individuals may approve a Notice of Intention to Trade in Securities or exceptional requests contemplated above:

- Chief Executive Officer, or
- Chief Financial Officer, or
- Chairman of the Board of Directors (for CEO, CFO and Board approvals when required).



Schedule "B"

Notice of Intention to Trade in Securities

I hereby notify you of my intention (or the intention of my immediate family member) to execute the following transaction in securities of Marathon Gold Corporation ("Marathon") and request prior approval of such transaction.

Type of Transaction (check one):

- Purchase Sale Exercise of Stock Options Other

If you selected "Other", please explain:

\_\_\_\_\_

Number of shares, options, etc. to be traded / exercised: \_\_\_\_\_

Exercise Price (if applicable): \_\_\_\_\_

I confirm that I have read the Marathon Insider Trading Policy and I am aware of the legal and Corporation prohibitions against insider trading. I also confirm that I am not now in possession of any Material Non-Public Information about Marathon or its subsidiaries, nor will I be in possession at the time of execution of the transaction in Marathon securities to which this Notice relates

I understand that Marathon's Insider Trading Policy supplements, and does not replace, applicable insider trading laws. I understand that a violation of insider trading or tipping laws and regulations may subject me to civil and criminal penalties, and that violation of the terms of Marathon's Insider Trading Policy may subject me to disciplinary action, including termination.

I understand that, notwithstanding any trading authorization granted upon approval of this Notice, I remain personally responsible for complying with Marathon's Insider Trading Policy and applicable laws and regulations.

SUBMITTED BY

AUTHORIZATION

Name: \_\_\_\_\_

Name: \_\_\_\_\_

Signature: \_\_\_\_\_

Signature: \_\_\_\_\_

Date: \_\_\_\_\_

Date: \_\_\_\_\_

\*\* This authorization is valid for 5 days, unless revoked prior to that time.