

## Whistleblower Policy

Marathon Gold Corporation (“Marathon” or the “Corporation”) is committed to maintaining high standards of business conduct and ethical behavior, as well as complying fully with applicable laws, rules and standards applying to corporate reporting and continuous disclosure, accounting practices and controls, and processes for the prevention and detection of fraud, bribery or other improper activities.

### **MI 52-110 Requirement**

Pursuant to Multilateral Instrument 52-110, the Corporation’s Audit Committee is required to establish procedures for:

- a) the receipt, retention, and treatment of complaints received by the Corporation regarding accounting, internal accounting controls, or auditing matters; and
- b) the confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters.

The Corporation has retained Odyssey Trust for any director, officer, employee, or service provider to submit any concern anonymously regarding questionable accounting or auditing procedures, compliance with the Code of Conduct, or any other type of misconduct including harassment and discrimination.

This procedures policy is designed to achieve this purpose and to address more generally any Governance Concerns, as described below, raised by directors, officers, employees and service providers working at any level within the Corporation (each a “Relevant Individual”).

### **Governance Concerns Explained**

For the purposes of this Policy, “Governance Concerns” are intended to be applied broadly and to encompass any matter or behavior which, in the reasonable and genuinely held belief of a complainant, represents professional malpractice; is illegal, unethical, or criminal in nature; is in violation of any promulgated policy of the Corporation; or is in some other manner improper. It is not intended to deal with personal grievances or employment-related disputes.

Examples of a Governance Concern addressable by this policy include, but are not limited to, allegations of the following:

- Violation of any law or regulation including those related to corporate reporting and disclosure.
- Fraud or intentional acts of misstatement including in the preparation, evaluation and review of the Corporation's financial statements and other continuous disclosure documents.
- Fraud or deliberate error related to the Corporation's operations or finances including in the recording and maintenance of the Corporation's financial records.
- Violation of the Corporation's internal policies including the Corporation's Code of Business Conduct and Ethics.
- False statements by or to a director, officer or employee of the Corporation with respect to matters reflected in the Corporation's financial records and financial reporting, or other elements of the Corporation's continuous disclosure.

This policy should not be used to report any personal grievance. Any complaints about a Relevant Individual's own personal circumstances (for example an employment dispute) should be pursued with the appropriate line manager through the ordinary grievance channels.

### **Reporting Governance Concerns**

Relevant Individuals should report a Governance Concern as soon as they have a reasonable suspicion, unease or disquiet regarding a situation or matter. A Relevant Individual is not expected to investigate the matter personally before reporting it.

Relevant Individuals are encouraged to submit a Governance Concern (the "Governance Complaint") through the Odyssey Trust website or directly to the Chair of the Corporation's Audit Committee using the contact details set out below. Submissions may be made anonymously and in confidence. Relevant Individuals may also contact the Chair of the Audit Committee to discuss the applicability of this policy or concerns regarding a business practice. If a Relevant Individual is uncomfortable reporting a Governance Concern to the Chair of the Audit Committee, the Relevant Individual may report a matter to the Corporation's external legal counsel using the contact details set out below.

### **Responding to Governance Complaints**

Upon receiving a Governance Complaint directly or indirectly, the Chair of the Audit Committee will, depending upon the apparent urgency of the matter, call a meeting of the Audit Committee or add the Governance Complaint to the agenda for consideration at the next regularly scheduled meeting of the Audit Committee.

The Audit Committee shall review and discuss, on a preliminary basis, the nature of the Governance Complaint and the accounting, auditing, control or other matters that are called into question. In conducting this review, the Audit Committee will hold an in camera session, and then may request the attendance, at its discretion, of the Chief Executive Officer, the Chief Financial Officer, the Corporation's auditor, the Corporation's external legal counsel, the person making the Governance Complaint (if known and if such person is amenable) or such other persons as it deems necessary. The purpose of the meeting and the nature of the Governance Complaint shall have been communicated to all such attendees by notice prior to the meeting.

If the Audit Committee is satisfied upon a preliminary review that the Governance Complaint has merit, the Audit Committee shall investigate such Governance Complaint with the assistance of such internal and external resources and advisors as it deems appropriate. Following the conclusion of its review, the Audit Committee shall meet to determine the merit of the Governance Complaint and to formulate recommendations on any action to be taken in respect of the Governance Complaint. Minutes of such meeting shall be kept in the normal course in order to ensure a record of the nature and treatment of the Governance Complaint.

Upon reaching such determination, the Audit Committee will communicate its findings and recommendations to the Board. The Board shall consider and implement such recommendations, as it deems advisable, to rectify any deficiencies identified in the Governance Complaint and shall communicate same to management.

The Audit Committee shall ensure that confidentiality will be maintained throughout the investigatory process to the extent practicable and appropriate under the circumstances; and the person who makes the Governance Complaint (if known) shall receive a written summary of the final determination.

The Audit Committee shall retain all documentation regarding the Governance Complaint, its preliminary review, any investigation, determination and implementation of recommendations for a period of no less than ten (10) years.

**Administration**

The Corporation, through the Chief Executive Officer shall be responsible for the dissemination of this Policy to all Relevant Individuals.

**No Retaliation**

The Corporation will not allow or pursue retaliation of any kind in respect of a Governance Complaint, or for assistance or information provided to applicable authorities in connection with an investigation of breaches of applicable securities law, where such are made or provided in good faith. In addition, no employee may be adversely affected because the employee refused to carry out a directive which, in fact, constitutes corporate fraud, is a violation of this Policy, a violation of the law, or presents a substantial and specific danger to the public's health and safety. Any retaliatory action should immediately be reported to the Chair of the Board or any other member of the Corporation's Board of Directors.

## Contact

### Chair of the Audit Committee

**In writing:**

Julian Kemp  
75-11 Pirie Dr. Dundas, ON, Canada L9H 6Z6

**By email:**

[jkemp.director@bell.net](mailto:jkemp.director@bell.net)

### External Legal Counsel

**In writing:**

Alison Babbitt  
Norton Rose Fulbright Canada LLP  
45 O'Connor Street, Suite 1500  
Ottawa, ON, Canada  
K1P 1A4

**By email:**

[alison.babbitt@nortonrosefulbright.com](mailto:alison.babbitt@nortonrosefulbright.com)

### Third Party Whistleblower Hotline

Odyssey Trust Company

**Website:**

<https://odysseytrust.com/services/whistleblower-services/>

**Toll free number:**

1-877-266-2579