



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

**CHARTER OF THE
HEALTH, SAFETY, ENVIRONMENT AND
DIVERSITY COMMITTEE OF THE BOARD OF
DIRECTORS**

Purpose

The Health, Safety, Environment and Diversity Committee (the “Committee”) is a committee of the Board of Directors of the Corporation charged with assisting the Board in its oversight of all matters relating to Corporate Social Responsibility (“CSR”) performance at all of the Corporation’s projects and properties and in all of the communities in which the Corporation operates. This includes, but is not limited to, the health and safety of the Corporation’s employees and contractors, environmental protection, community well-being, compliance with stakeholder agreements, and the fostering of diverse and inclusive workplaces.

Composition

The members of the Committee shall be appointed annually by the Board on the recommendation of the Committee and the Chair shall be selected by the Board. The Committee shall consist of a minimum of three directors of the Corporation, a majority 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 a general familiarity with the mining industry, including environmental, health, safety and corporate responsibility practices. The majority of the Committee should have a background in mine development and operations relating to public companies and previous experience serving on the board of other public companies.

Nothing in this mandate is intended, or may be construed, to impose on any member of the Committee, 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.

Risk Oversight

In addition to the specific responsibilities enumerated below, the Committee shall be responsible for ensuring that management is taking appropriate steps to protect the Corporation’s license to

operate and that appropriate systems are in place to ensure that the Corporation's projects and mines operate in compliance with applicable laws, regulations and the conditions of its permits and licenses.

Committee Responsibilities

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

1. **Health and Safety Oversight:** Oversee health and safety matters on behalf of the Board, which may include reviewing:
 - Regular reporting of safety statistics at the Corporation's operations;
 - The adequacy of the Corporation's health and safety programs;
 - The adequacy of the Corporation's reporting systems, including the capture of leading health and safety indicators such as near misses, non-lost time incidents and equipment damage;
 - The adequacy of the Corporation's staffing and training systems for health and safety; and
 - Opportunities to continuously improve health and safety performance.
2. **Environment:** Review environmental systems, potential compliance concerns and incidents to determine, on behalf of the Board, whether the Corporation is taking all necessary action in respect of those matters and whether the Board and Corporation have been diligent in carrying out its responsibilities and activities in that regard.
3. **Communities and First Nations:** Review management's activities in the promotion of employment and procurement within communities local to the Corporation's operations, and within First Nations.
4. **Diversity and Inclusivity:** Review management's activities in the promotion of a diverse and inclusive workplace which shall have no gender, racial, or cultural barriers.
5. **CSR Management Systems:** Monitor the implementation of policies and management processes underlying the Corporation's CSR management systems, including in the areas of health and safety, environmental management, Newfoundland and Labrador employment and procurement beneficitation, and workplace diversity and inclusivity.
6. **Stakeholder Agreements:** Review stakeholder agreements entered into by the Corporation with communities, First Nations, or government, and review operational compliance against such agreements.
7. **Sustainability Report:** Review and, if necessary, comment on the Corporation's annual Sustainability Report.
8. **Review of Reporting of 3rd Party CSR Experts:** Receive and review reporting from 3rd party CSR experts commissioned by the Corporation or its financing agents, such as any Independent Environmental and Sustainability Consultant ("IESC") or like expert.
9. **Regulatory:** Receive comfort from management that the Corporation's business activities

are conducted in compliance with all applicable operating permits and laws.

10. **Site Visits:** Annually visit at least one of the Corporation's main properties, meet with local management and receive a review of health and safety and sustainability practices.
11. **Reporting:** Report to the Board on the proceedings of Committee meetings.
12. **Mandate Review:** 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. Meet with management, and other advisors or consultants, as necessary.
7. Invite such officers, directors and employees of the Corporation and its subsidiaries, and other persons, as it may see fit, from time to time, to attend at meetings of the Committee.

Meetings

The Committee shall meet as often as it deems necessary, but not less frequently than four times 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.

An in-camera session of Committee members shall take place at least once annually. The Committee may also request to meet separately with management, consultants or advisors. Meeting minutes shall be recorded and maintained, as directed by the Chair of the Committee.