



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

**CHARTER OF THE  
TECHNICAL COMMITTEE OF THE BOARD OF  
DIRECTORS**

**Purpose**

The Technical Committee (the “Committee”) is a committee of the Board of Directors of the Corporation charged with assisting the Board in its oversight of operational and technical matters at all of the Corporation’s projects and properties.

**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 familiarity with the mining industry, including exploration, evaluation, development, operation and closure. The majority of the Committee should have a technical or operating background in reserve/resource estimation, mine development, or mine operations as it pertains to public companies, and previous experience serving on the board of other public companies. The Committee shall be entitled to take any action at a meeting of the Committee in the absence of any member designated as the Technical 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 Technical 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.

**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 Company’s license to operate and that appropriate systems are in place to ensure that the Company’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 be responsible for:

1. **Technical Oversight:** Oversee technical and operational matters on behalf of the Board, which may include reviewing:
  - the annual budget and the life of mine plan for each operating mine;
  - significant technical risks, mitigation strategies and opportunities associated with the Corporation's mines and development projects;
  - geological, mining, metallurgical, closure plans and other technical issues of significant concern; and
  - technical merits or weaknesses associated with potential new projects.
2. **Reserves and Resources:** Review the assumptions and methodology underpinning of the Corporation's mineral reserve and mineral resource estimates and satisfy itself that the judgement exercised was reasonable. Recommend Board approval of technical reports and annual mineral reserve and mineral resource estimates.
3. **Tailings Management:** Review the design criteria, construction methodologies, operational standards and ongoing maintenance and integrity of dam infrastructure for the disposal of mine tailings, and risks associated with their management.
4. **Review of Reporting by 3<sup>rd</sup> Party Technical Experts:** Receive and review reporting from 3<sup>rd</sup> party technical experts commissioned by the Corporation or its financing agents, such as any Independent Engineer ("IE"), Independent Tailings Review Board ("ITRB"), or like expert.
5. **Regulatory Compliance and Operating Standards:** Receive comfort from management that the Corporation's operating activities are conducted within acceptable tolerances of design criteria, and in compliance with all applicable operating permits and laws.
6. **Site Visits:** Annually visit at least one of the Corporation's main properties, meet with local management and receive a review of operational performance.
7. **Reporting:** Report to the Board on the proceedings of Committee meetings.
8. **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.