

MARATHON GOLD CORPORATION
QUALIFICATION CERTIFICATE

TO: British Columbia Securities Commission
Alberta Securities Commission
Financial and Consumer Affairs Authority of Saskatchewan
The Manitoba Securities Commission
Ontario Securities Commission
Autorité des marchés financiers
Financial and Consumer Services Commission (New Brunswick)
Nova Scotia Securities Commission
Office of Superintendent of Securities (Prince Edward Island)
Office of the Superintendent of Securities, Service Newfoundland and Labrador
Superintendent of Securities, Northwest Territories
Registrar of Securities, Department of Justice/Government of Nunavut
Office of the Yukon Superintendent of Securities,
Corporate Affairs/Community Services

The undersigned, being the Chief Financial Officer of Marathon Gold Corporation (the **Corporation**), hereby certifies on behalf of the Corporation and not in his personal capacity, that:

- 1 this certificate is being delivered pursuant to section 4.1 (1)(a)(ii) of National Instrument 44-101 - *Short Form Prospectus Distributions* (**NI 44-101**) and section 7.1 of National Instrument 44-102 *Shelf Distributions* (**NI 44-102**);
- 2 the Corporation is relying on the criteria set out in section 2.2 of NI 44-101 in order to be qualified to file a prospectus in the form of a short form prospectus;
- 3 the Corporation satisfies the criteria set forth in section 2.2 of NI 44-101, in that:
 - (a) the Corporation is an electronic filer under National Instrument 13-101 – *System for Electronic Document Analysis and Retrieval* (*SEDAR*);
 - (b) the Corporation is a reporting issuer in all of the provinces of Canada, excluding Quebec;
 - (c) the Corporation has filed with the securities regulatory authority in all of the provinces of Canada, excluding Quebec, all periodic and timely disclosure documents that it is required to have filed in those jurisdictions,
 - (i) under applicable securities legislation,
 - (ii) pursuant to an order issued by the securities regulatory authority, or
 - (iii) pursuant to an undertaking to the securities regulatory authority
 - (d) the Corporation has, in at least one jurisdiction in which it is a reporting issuer,
 - (i) current annual financial statements, and
 - (ii) a current AIF;
 - (e) the Corporation's equity securities are listed and posted for trading on the Toronto Stock Exchange, and the Corporation is not an issuer:
 - (i) whose operations have ceased, or
 - (ii) whose principal asset is cash, cash equivalents, or its exchange listing; and

- (f) all of the material incorporated by reference in the preliminary prospectus of the Corporation dated March 1, 2021, has been previously filed.

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Dated the 1st day of March 2021.

"Hannes Portmann"

Name: Hannes Portmann

Title: Chief Financial Officer