

Marathon Gold Receives Interim Order and Intends to Mail and File Special Meeting Materials Today In Connection with its Proposed Combination with Calibre Mining

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- *Marathon Shareholders to receive a meaningful premium and will continue to participate in the Valentine Gold Project.*
- *Marathon's Board of Directors unanimously recommends voting in favour of the proposed combination with Calibre.*
- *Shareholders are encouraged to vote well in advance of the proxy deadline of January 12, 2024 at 10:00 a.m. (Toronto Time).*
- *For any questions, please contact Marathon's proxy solicitation agent and shareholder communications advisor, Laurel Hill Advisory Group, toll free at 1-877-452-7184 (+1-416-3040211 outside North America) or by email at assistance@laurelhill.com.*

TORONTO, Dec. 22, 2023 -- [Marathon Gold Corp.](#) ("Marathon" or the "Company"; TSX: MOZ) is pleased to announce that it intends to mail and file its management information circular dated December 11, 2023 (the "Circular") and related meeting and proxy materials today in connection with the special meeting (the "Marathon Meeting") of holders (the "Marathon Shareholders") of common shares of Marathon (the "Marathon Shares") scheduled to be held on January 16, 2024 in connection with its previously announced proposed plan of arrangement (the "Arrangement") with [Calibre Mining Corp.](#) ("Calibre"). Pursuant to the arrangement agreement dated November 12, 2023 between Marathon and Calibre and the accompanying Arrangement, Marathon Shareholders (other than Calibre) will receive 0.6164 of a Calibre common share (each whole share, a "Calibre Share") for each Marathon Share held (the "Consideration"). The purpose of the Marathon Meeting is to seek approval of the Marathon Shareholders in respect of the Arrangement.

Materials for the Marathon Meeting, including the Circular, will be available on SEDAR+ at www.sedarplus.ca and on the Company's website at www.marathon-gold.com later today.

Benefits to Marathon Shareholders and Transaction Highlights

The board of directors of the Company (the "Marathon Board") and the independent special committee of the Board (the "Special Committee") consulted with management of Marathon and legal and financial advisors in evaluating the Arrangement and, in reaching their respective conclusions and formulating their unanimous recommendations, reviewed a significant amount of information and considered a number of factors, as set out in greater detail in the Circular, including the following anticipated benefits and transaction highlights relating to the Arrangement:

- **Premium.** The Consideration provides Marathon Shareholders with a meaningful upfront premium of 32% based on spot and 61% based on Marathon's and Calibre's 20-day volume weighted average prices as at November 10, 2023, the last trading day prior to announcement of the Arrangement.
- **Increased Scale.** The combined company resulting from the completion of the Arrangement (the "Combined Company") will be a high-margin, cash flow focused, mid-tier gold producer in the Americas¹ expected to produce on average 500 koz (2025 - 2026E average) of gold per year with peer leading production growth of 80% (2024 - 2026E average)¹ upon adding gold production from the Valentine Gold project (the "Valentine Gold Project") - which is expected to average 195 koz per year from the first 12 years of production beginning in 2025^{1,4}.
- **Improved Balance Sheet and Cash Flow.** The Combined Company will have a strong balance sheet with an estimated combined cash balance of approximately US\$148 million² and significant free cash flow generation from Calibre's existing mines. Annual cash flow from operations of the Combined Company is estimated at US\$380 million (2025 - 2026E)¹.

- **Removal of Financing Risk.** The Arrangement provides Marathon with access to the necessary financing to ensure the completion of the construction of the Valentine Gold Project without resorting to further encumbering the Valentine Gold Project with additional streams, royalties, debt or highly dilutive equity financings in a difficult equity capital market that could be detrimental to existing Marathon Shareholders.
- **Significant Combined Mineral Endowment.** The Combined Company will have a significant combined mineral endowment of over 4.0 million ounces of Mineral Reserves, 8.6 million ounces of Measured and Indicated Mineral Resources (inclusive of Mineral Reserves) and 4.0 million ounces of Inferred Mineral Resources³.
- **Asset Diversification and Re-Rating Potential.** The Arrangement offers Marathon Shareholders benefits from asset diversification, enhanced trading liquidity, broader analyst and institutional investor following, index inclusions and potential share price re-rating.
- **Continued Participation.** The Arrangement offers Marathon Shareholders the opportunity to retain significant and de-risked exposure to the Valentine Gold Project while gaining exposure to Calibre's high-quality portfolio of low-cost, high-grade mines, with further potential upside from near and long-term growth projects. Immediately upon completion of the Arrangement, existing Marathon Shareholders, excluding Calibre, are expected to own in aggregate approximately 35.1% of the Combined Company.
- **Limited Conditions and Short Timeline to Closing.** The Arrangement is subject to a limited number of customary closing conditions and is expected to close by the end of January 2024.
- **Calibre Private Placement.** The recently completed private placement (the "Financing") by Calibre for gross proceeds to Marathon of \$40 million provided Marathon with the immediate additional funding needed for the continued construction of the Valentine Gold Project. The Financing was not contingent upon successful completion of the Arrangement.
- **Special Committee.** The Special Committee considered a number of other alternatives, including advanced discussions with other potential acquirors and other financing alternatives for the construction of the Valentine Gold Project and determined the Arrangement to be in the best interests of Marathon.

The Arrangement

The Arrangement will be completed pursuant to a court-approved plan of arrangement under the *Canada Business Corporations Act*. The Arrangement is subject to the approval of at least 66-2% of the votes cast by Marathon Shareholders present or represented by proxy at the Marathon Meeting. The issuance of Calibre Shares as the Consideration in connection with the Arrangement is subject to the approval of a majority of the votes cast by the shareholders of Calibre at a special meeting of Calibre shareholders to be held on January 16, 2024.

Completion of the Arrangement is subject to shareholder and court approvals and the satisfaction or waiver of certain other conditions. The Toronto Stock Exchange has conditionally approved the listing of the Calibre Shares to be issued under the Arrangement, subject to the filing of certain documents following the closing of the Arrangement. The Arrangement has also been cleared under the *Competition Act* (Canada) by the Commissioner of Competition. It is currently expected that the effective date of the Arrangement will occur in late January 2024.

Special Committee and Marathon Board Recommendation

The Special Committee, after consulting with management of Marathon and legal and financial advisors in evaluating the Arrangement, and taking into account the reasons described in detail in the Circular, unanimously recommended that the Marathon Board approve the Arrangement.

The Marathon Board, after consulting with management of Marathon and legal and financial advisors in evaluating the Arrangement and taking into account the reasons described in detail in the Circular, acting on the unanimous recommendation of the Special Committee unanimously determined that the Arrangement is in the best interests of Marathon.

Accordingly, the Marathon Board UNANIMOUSLY recommends that the Marathon Shareholders vote "FOR" the Arrangement.

Receipt of Interim Court Order

The Company is also announcing that on December 11, 2023, it was granted an interim order (the "Interim Order") by the Ontario Superior Court of Justice (Commercial List) regarding the Arrangement. The Interim Order authorizes Marathon to proceed with various matters, including the holding of the Marathon Meeting to consider and vote on the proposed Arrangement.

Marathon Meeting and Voting

The Marathon Meeting is scheduled to be held at 10:00 a.m. (Toronto time) on January 16, 2024 at the offices of Norton Rose Fulbright Canada LLP at 222 Bay Street, Suite 3000, Toronto, Ontario, Canada M5K 1E7.

Your vote is important regardless of the number of Marathon Shares you own. As a Marathon Shareholder, it is very important that you read the Circular and related materials with respect to the Marathon Meeting carefully and then vote your Marathon Shares.

You are eligible to vote your Marathon Shares if you were a Marathon Shareholder of record at the close of business on November 27, 2023.

Marathon Shareholders are encouraged to vote in advance of the Marathon Meeting using one of the voting methods described below well in advance of the proxy voting deadline.

The proxy voting deadline is 10:00 a.m. (Toronto time) on January 12, 2024, or if the Marathon Meeting is adjourned, not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time set for any reconvened meeting at which the proxy or voting instruction form is to be used.

Voting Methods	Internet	Telephone	Mail
Registered Shareholders			
<i>Shares held in own name and represented by a physical certificate or DRS Advice and have a 13-digit control number.</i>	Vote online at www.meeting-vote.com	1-888-489-5760	
Beneficial Shareholders			Return the completed Form of Proxy or Voting Instruction Form in the enclosed postage paid envelope.
<i>Shares held with a broker, bank or other intermediary and have a 16-digit control number.</i>	Vote online at http://www.proxyvote.com	Canada: 1-800-474-7493 (EN) or 1-800-474-7501 (FR) USA: 1-800-454-8683	

Shareholder Questions and Assistance

For more information, or if you have any questions or require assistance voting your Marathon Shares, please contact our proxy solicitation agent and shareholder communications advisor, Laurel Hill Advisory Group, at 1-877-452-7184 toll-free in North America, or outside North America at 1-416-304-0211, or by email at assistance@laurelhill.com.

Qualified Persons

Disclosure of a scientific or technical nature with respect to Marathon and its assets in this news release has been approved by Mr. Gil Lawson, P. Eng. (Ont.), Chief Operating Officer for Marathon and Mr. David Ross, P. Geo (NL), Vice President, Geology & Exploration for Marathon. Mr. Lawson and Mr. Ross are qualified persons under National Instrument 43-101 *Standards of Disclosure for Mineral Projects* ("NI 43101"). Mr.

Roy Eccles, P.Geo. (NL), of APEX Geoscience Ltd. is a Qualified Person for purposes of NI 43101, is independent of Marathon, and has reviewed and takes responsibility for Marathon's updated 2022 Mineral Resource Estimate prepared by John T. Boyd Company.

Darren Hall, MAusIMM, President and Chief Executive Officer of Calibre, is a "qualified person" as set out under NI 43-101 and has reviewed and approved the scientific and technical information in this news release with respect to Calibre and its assets. Mr. Hall has verified the data disclosed in this news release and no limitations were imposed on his verifications process.

United States Cautionary Language

None of the securities to be issued pursuant to the Arrangement have been or will be registered under the United States *Securities Act of 1933*, as amended (the "U.S. Securities Act"), or any state securities laws, and any securities issuable pursuant to the Arrangement are anticipated to be issued in reliance upon available exemptions from such registration requirements pursuant to Section 3(a)(10) of the U.S. Securities Act and applicable exemptions under state securities laws. This press release does not constitute an offer to sell or the solicitation of an offer to buy any securities.

About Marathon

Marathon (TSX:MOZ) is a Toronto based gold company advancing its 100%-owned Valentine Gold Project located in the central region of Newfoundland & Labrador, one of the top mining jurisdictions in the world. The Valentine Gold Project comprises a series of five mineralized deposits along a 32-kilometre system. A December 2022 Updated Feasibility Study outlined an open pit mining and conventional milling operation producing 195,000 ounces of gold a year for 12 years within a 14.3-year mine life. The Valentine Gold Project was released from federal and provincial environmental assessment in 2022 and construction commenced in October 2022.

For more information, please contact:

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To find out more information on [Marathon Gold Corp.](http://www.marathon-gold.com) and the Valentine Gold Project, please visit www.marathon-gold.com.

Cautionary Statement Regarding Forward-Looking Information

Certain information contained in this news release, constitutes forward-looking information within the meaning of Canadian securities laws ("forward-looking statements"). All statements in this news release, other than statements of historical fact, which address events, results, outcomes or developments that Marathon expects to occur are forward-looking statements. Forward-looking statements include statements that are predictive in nature, depend upon or refer to future events or conditions, or include words such as "expects", "anticipates", "plans", "believes", "estimates", "considers", "intends", "targets", or negative versions thereof and other similar expressions, or future or conditional verbs such as "may", "will", "should", "would" and "could". We provide forward-looking statements for the purpose of conveying information about our current expectations and plans relating to the future, and readers are cautioned that such statements may not be appropriate for other purposes. More particularly and without restriction, this news release contains forward-looking statements and information about; (i) expectations regarding whether the proposed Arrangement will be consummated, including whether conditions to the consummation of the Arrangement will be satisfied, or the timing for completing the transaction and receiving the required Shareholder, regulatory and court approvals, (ii) expectations regarding the potential benefits of the Arrangement and the ability of the Combined Company following the Arrangement to successfully achieve business objectives, including integrating the companies or the effects of unexpected costs, liabilities or delays, (iii) expectations

regarding additional mineral resources, project development and future production, (iv) expectations regarding financial strength, free cash flow generation, trading liquidity, and capital markets profile of the Combined Company, (v) expectations regarding future exploration and development, growth potential for Marathon's and Calibre's operations, (vi) the Combined Company's ability to successfully advance the Valentine Gold Project and anticipated benefits thereof; and (vii) statements as to management's expectations with respect to, among other things, the matters and activities contemplated in this news release.

Forward-looking statements necessarily involve assumptions, risks and uncertainties, certain of which are beyond Marathon's control. These forward-looking statements are qualified in their entirety by cautionary statements and risk factor disclosure contained in filings made by Marathon and Calibre with the Canadian securities regulators, including the Circular, Marathon's and Calibre's respective annual information forms, Marathon's financial statements and related MD&A for the financial year ended December 31, 2022, and its interim financial statements and related MD&A for the three and nine months ended September 30, 2023, and Calibre's financial statements and related MD&A for the financial year ended December 31, 2022, and its interim financial statements and related MD&A for the three and nine months ended September 30, 2023, all filed with the securities regulatory authorities in certain provinces of Canada and available under each of Marathon's and Calibre's respective profiles at www.sedarplus.com. The risk factors are not exhaustive of the factors that may affect Marathon's and Calibre's forward-looking statements.

Marathon's and Calibre's forward-looking statements are based on the applicable assumptions and factors management considers reasonable as of the date hereof, based on the information available to management of Marathon and Calibre at such time. Marathon and Calibre do not assume any obligation to update forward-looking statements if circumstances or management's beliefs, expectations or opinions should change other than as required by applicable securities laws. There can be no assurance that forward-looking statements will prove to be accurate, and actual results, performance or achievements could differ materially from those expressed in, or implied by, these forward-looking statements. Accordingly, undue reliance should not be placed on forward-looking statements.

Foot Notes

1. *Based on consensus estimates (2025 - 2026E average) sources from Refinitiv, public disclosure of Marathon and Calibre, respectively, and available broker estimates*
2. *Calibre cash position and Marathon cash position, FX USD:CAD of 0.72:1 as at September 30, 2023.*
3. *See Mineral Resource and Reserve Statements & Notes for Calibre and Marathon at the end of this press release and at www.sedarplus.ca and www.calibremining.com and www.marathon-gold.com.*
4. *See Marathon news release dated December 7, 2022.*

Technical Data: Tables and Notes

All estimates have been prepared using CIM (2014) definitions. Mineral resources that are not mineral reserves do not have demonstrated economic viability. Mineral Resources are inclusive of Mineral Reserves. Numbers may not add due to rounding.

Calibre Mining Mineral Resource and Reserve Tables Nicaragua Mineral Resource and Reserve Statements - December 31, 2022 (or as noted below)^{1,2,3,4,5,6}

All notes with parametres are at the end of this press release.

	Tonnage (kt)	Grade (g/t Au)	Grade (g/t Ag)	Contained Au (koz)	Contained Ag (koz)
Probable Reserves	6,269	5.37	16.25	1,082	3,275
El Limon Complex	3,714	5.50	5.21	657	622
La Libertad Complex	2,556	5.18	32.29	426	2,654
Measured & Indicated Resources(Inclusive of probable reserves)	16,806	3.37	8.98	1,823	4,814
El Limon Complex	13,313	2.97	2.05	1,270	877
La Libertad Complex	3,493	4.92	35.38	553	3,937

Inferred Resources	59,056	1.30	7.09	2,462	13,460
El Limon Complex	1,597	4.26	3.27	218	167
La Libertad Complex	6,433	3.65	41.19	754	8,487
Primavera (January 31, 2017)	44,974	0.54	1.15	782	1,661
Cerro Aeropuerto (April 11, 2011)	6,052	3.64	16.16	708	3,145

USA Mineral Resource and Reserve Statements - December 31, 2022^{7,8,9,10}

All notes with parameters are at the end of this press release.

	Tonnage (kt)	Grade (g/t Au)	Grade (g/t Ag)	Contained Au (koz)	Contained Ag (koz)
Proven & Probable Reserves	19,788	0.37		264	
Pan Mine	19,788	0.37		264	
Measured & Indicated Resources (Inclusive of probable reserves)	98,212	0.88	6.44	2,780	9,399
Pan Mine	33,790	0.33		359	
Gold Rock (Mar 31, 2020)	18,996	0.66		403	
Golden Eagle (Mar 31, 2020)	45,426	1.38	6.44	2,018	9,399
Inferred Resources	11,643	0.75	4.43	281	765
Pan Mine	3,246	0.40		42	
Gold Rock (Mar 31, 2020)	3,027	0.87		84	
Golden Eagle (Mar 31, 2020)	5,370	0.90	4.43	155	765

Notes: Calibre Mining Mineral Resource and Reserve Statements

Note 1 and 2 - La Libertad Complex Mineral Resource and Reserve Notes

1. For additional information see "NI 43-101 Technical Report on the La Libertad Complex, Nicaragua" dated March 29, 2022, and effective December 31, 2021, which is available under Calibre's profile on www.sedarplus.ca

Note 3 and 4 - El Limon Complex Mineral Resource and Reserve Notes

1. For additional information see "NI 43-101 Technical Report on the El Limón Complex, León and Chinadego Departments, Nicaragua" dated March 30, 2021 and effective December 31, 2021, which is available under Calibre's profile on www.sedarplus.ca

Note 5 - Cerro Aeropuerto (Borosi) Mineral Resource Notes

1. The effective date of the Mineral Resource is April 11, 2011.
2. For additional information 'NI 43-101 Technical Report and Resource Estimation of the Cerro Aeropuerto and La Luna Deposits, Borosi Concessions, Nicaragua' by Todd McCracken, dated April 11, 2011.

Note 6 - Primavera (Borosi) Mineral Resource Notes

1. The effective date of the Mineral Resource is January 31, 2017.

Note 7 and 8 - Pan Open Pit Mineral Resource and Reserve Notes

1. Mineral Reserves stated above are contained within and are not additional to the Mineral Resource, the exception being leach pad inventory. Mineral Resources are based on 100% ownership.
2. For additional information "NI 43-101 Updated Technical Report on Resources and Reserves, Pan Gold Project, White Pine County, Nevada" dated March 16, 2023, and effective December 31, 2022, which is available under Calibre's profile on www.sedarplus.ca

Note 9 - Gold Rock Mineral Resource Notes

1. *The effective date of the Mineral Resource is March 31, 2020.*

Note 10 - Golden Eagle Mineral Resource Notes

1. *The effective date of the Mineral Resource is March 31, 2020*

Marathon Gold Mineral Resource and Reserve Table^{1,2}

All notes with parametres are at the end of this press release.

	Tonnage (kt)	Grade (g/t Au)	Contained Au (koz)
Proven & Probable Reserves	51,600	1.62	2,700
Marathon	21,300	1.56	1,100
Leprechaun	15,100	1.73	800
Berry	15,100	1.60	800
Measured & Indicated Resources (Inclusive of Mineral Reserves)	64,624	1.90	3,955
Leprechaun	15,589	2.15	1,078
Sprite	701	1.74	39
Berry	17,159	1.97	1,086
Marathon	30,090	1.76	1,701
Victory	1,085	1.46	51
Inferred Resources	20,752	1.65	1,100
Leprechaun	4,856	1.58	246
Sprite	1,250	1.26	51
Berry	5,332	1.49	255
Marathon	6,984	2.02	454
Victory	2,330	1.26	95

Notes: Marathon Gold Mineral Resource and Reserve Statements

1. *The Mineral Resource has an effective date of June 15, 2022 (Marathon/Leprechaun/Berry) and November 20, 2020 (Sprite/Victory).*
2. *For additional information see "Valentine Gold Project, NI 43-101 Technical Report and Feasibility Study, Newfoundland and Labrador, Canada" dated December 20, 2022, with an effective date of November 30, 2022 which is available under Marathon's profile at www.sedarplus.ca*

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