

MARATHON DIGITAL HOLDINGS, INC.

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

Purpose

The Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Marathon Digital Holdings, Inc., a Nevada corporation (the “Company”), appointed by and acting on behalf of the Board as more fully set forth in this Charter, shall be responsible for:

- Setting qualification standards for director nominees;
- Identifying, considering and nominating candidates for membership on the Board;
- Developing, recommending and evaluating corporate governance standards and a code of business conduct and ethics applicable to the Company;
- Implementing and overseeing a process for evaluating the Board, Board committees (including the Committee) and overseeing the Board’s evaluation of the Chairman and Chief Executive Officer of the Company;
- Making recommendations regarding the structure and composition of the Board and Board committees;
- Advising the Board on corporate governance matters and any related matters required by the federal securities laws; and
- Assisting the Board in identifying individuals qualified to become Board members; recommending to the Board the director nominees for the next annual meeting of shareholders; and recommending to the Board director nominees to fill vacancies on the Board.

Committee Membership

The Committee shall be appointed annually by the Board and be comprised of two or more directors as determined by the Board, each of whom must be determined by the Board to be “independent” under the rules of The Nasdaq Stock Market, Inc. and applicable law, and free from any relationship that, in the opinion of the Board, would interfere with the exercise of his or her independent judgment as a member of the Committee.

Each member of the Committee shall serve until his or her successor is duly elected and qualified or until such member’s earlier resignation or removal. The members of the Committee may be removed, with or without cause, by a majority vote of the Board.

Structure and Operations

The Board shall designate a member of the Committee as the chairperson. The chairperson shall preside at all regular sessions of the Committee and set the agenda for each Committee meeting. The Committee shall meet at least four times a year at such times and places as it deems necessary to fulfill its responsibilities. The Committee shall report regularly to the Board regarding its actions and make recommendations to the Board as appropriate. The Committee is governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board.

The Committee shall review this Charter at least annually and recommend any proposed changes to the Board for approval.

Duties and Responsibilities

The Committee shall have the following authority and responsibilities:

To determine the qualifications, qualities, skills, and other expertise required to be a director and to develop, and recommend to the Board for its approval, criteria to be considered in selecting nominees for director (the “Director Criteria”).

To identify and screen individuals qualified to become members of the Board, consistent with the Director Criteria. The Committee shall consider any director candidates recommended by the Company's stockholders pursuant to the procedures described in the Company's proxy statement. The Committee shall also consider any nominations of director candidates validly made by stockholders in accordance with applicable laws, rules and regulations and the provisions of the Company's charter documents.

To make recommendations to the Board regarding the selection and approval of the nominees for director to be submitted to a stockholder vote at the annual meeting of stockholders, subject to approval by the Board.

To develop and recommend to the Board a set of corporate governance guidelines applicable to the Company, to review these principles at least once a year and to recommend any changes to the Board, and to oversee the Company's corporate governance practices, including reviewing and recommending to the Board for approval any changes to the other documents and policies in the Company's corporate governance framework, including its articles of incorporation and by-laws.

To develop, subject to approval by the Board, a process for an annual evaluation of the Board and its committees and to oversee the conduct of this annual evaluation.

To review the Board's committee structure and composition and make recommendations to the Board regarding the appointment of directors to serve as members of each committee and committee chairmen annually.

If a vacancy on the Board and/or any Board committee occurs, to actively seek, identify and make recommendations to the Board regarding the selection and approval of candidates to fill such vacancy either by election by stockholders or appointment by the Board.

To make recommendations to the Board regarding any search firm to be used to identify director candidates and make recommendations to the Board regarding the search firm's fees and other retention terms.

To develop and recommend to the Board for approval a Company policy on approval of related party transactions and to review and recommend to the Board for approval any transaction between the Company and any related person (as defined in Item 404 of Regulation S-K).

To develop and recommend to the Board for approval, standards for determining whether a director has a relationship with the Company that would impair its independence.

To develop and recommend to the Board for approval, and review on an ongoing basis the adequacy of, the corporate governance guidelines applicable to the Company.

To monitor compliance with the Company's Code of Business Conduct and Ethics (the "Code"), to review and provide prompt disclosure to the public of any change in, or waiver of, such Code, review such Code periodically and recommend such changes to such Code as the Committee shall deem appropriate, and adopt procedures to investigate any alleged breach or violation of the Code and to enforce compliance with the provisions of the Code.

To review, at least annually, the Company's compliance with the Nasdaq corporate governance listing requirements (or such other exchange or market that the Company's common stock is then listed upon), and report to the Board regarding the same.

To review and recommend to the Board changes to the Company's bylaws as needed.

The Committee shall fulfill such other duties and responsibilities as may be assigned to the Committee, from time to time, by the Board.

Outside Advisors

The Committee shall have the authority, in its sole discretion, to select, retain and obtain the advice of a compensation consultant as necessary to assist with the execution of its duties and responsibilities as set forth in this Charter. The Committee shall set the compensation, and oversee the work, of the compensation consultant. The Committee

shall have the authority, in its sole discretion, to retain and obtain the advice and assistance of outside counsel and such other advisors as it deems necessary to fulfill its duties and responsibilities under this Charter. The Committee shall set the compensation, and oversee the work (including the length of the term of the work), of its outside counsel and other advisors. The Committee shall receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board, for the payment of compensation to its compensation consultants, outside counsel and any other advisors.

The Committee shall evaluate whether any compensation consultant retained or to be retained by it has any conflict of interest in accordance with Item 407(e)(3)(iv) of Regulation S-K.

Delegation of Authority

The Committee shall have the authority to delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more subcommittees as the Committee may deem appropriate in its sole discretion.

Performance Evaluation

The Committee shall conduct an annual evaluation of the performance of its duties under this charter and shall present the results of the evaluation to the Board. The Committee shall conduct this evaluation in such manner as it deems appropriate.