



# FIRST MINING GOLD

**First Mining Gold Corp. (the “Company”)**

**Position Description for the  
Chairman of the Board of Directors (the “Board”)**

*(Approved by the Board on March 21, 2018)*

## **1. Introduction**

The Board has ultimate accountability for the management of the Company. The Chairman plays a critical role on the Board, leading the Board in its management and supervision of the business and affairs of the Company and its oversight of management.

Critical to meeting this accountability is the relationship between the Board and management, shareholders, and the other members of the Board. The Chairman must ensure that these relationships are effective and efficient. In performing this role, the Chairman must work with the Company’s chief executive officer (“CEO”), manage the Board and, together with the CEO, ensure effective relations with shareholders, other stakeholders and the public. The Chairman, while working closely with the CEO, shall at all times retain an independent perspective to represent the best interests of the Company.

## **2. Appointment**

- (a) The Board shall appoint from among its members the Chairman of the Board (the “Chairman”).
- (b) The Chairman shall not be an employee of the Company and shall not be related to the Company.

## **3. General Statement of Responsibilities**

The Chairman shall be responsible for:

- (a) Ensuring that the Board:
  - (i) focuses on the Company’s strategic performance, by working with the CEO and

the Board in managing Board meeting agendas and developing the Board's priorities; and

- (ii) represents and protects the long-term best interests of the Company;
- (b) Helping set the tone and culture of the Company:
- (i) by ensuring the distinct roles and responsibilities of the Board and management are well understood and respected by both the Board and management; and
  - (ii) by setting the tone for the Board so as to foster ethical and responsible decision-making, appropriate oversight of management and best practices in corporate governance;
- (c) Managing relationships by:
- (i) acting as a liaison between the Board and the CEO, and providing advice, counsel and mentorship to the CEO;
  - (ii) serving as a key interface among all directors;
  - (iii) representing the Company, at the request of the CEO, to shareholders and external stakeholders, including local community and indigenous groups, government, and non-governmental organizations; and
  - (iv) engaging with shareholders as the Board may deem appropriate;
- and
- (d) Ensuring the Board adopts and complies with procedures that enable the Board to:
- (i) effectively carry out its responsibilities in compliance with its Board mandate; and
  - (ii) conduct its work efficiently and independently from management.

#### **4. Specific Responsibilities**

Without limiting the generality of the responsibility of the Chairman as described in Section 3 above, the Chairman shall have the following specific responsibilities, with the support and assistance of the CEO and other senior management of the Company, as appropriate:

(a) **Board Administration**

The Chairman shall be responsible for:

- (i) in consultation with the Company's Corporate Secretary, scheduling the number,

timing and location of regular Board meetings each calendar year;

- (ii) scheduling regular sessions of the non-executive directors without the presence of management or any executive director;
- (iii) in consultation with the CEO and the Corporate Secretary, setting the agenda for each Board meeting;
- (iv) ensuring the Board has the opportunity to meet in separate closed sessions with internal personnel or outside advisors (including, but not limited to, the Company's external legal counsel and external auditor), as and when needed;
- (v) ensuring the Board is provided with all reasonably required and available information relating to each matter to be considered by the Board at the subject meeting, and that such information is provided within a reasonable time in advance of the subject meeting; and
- (vi) ensuring that such other resources as the Chairman may consider appropriate are made available to the Board to adequately support its work.

(b) Conduct of Board Meetings

The Chairman shall be responsible for:

- (i) presiding as chair at all meetings of the Board;
- (ii) ensuring that all matters on the meeting's agenda are allocated sufficient time to be appropriately discussed and brought to resolution, as required;
- (iii) ensuring that all directors are afforded the opportunity to contribute their positions, views, advice and questions;
- (iv) proposing the termination of discussion by the Board when in the Chairman's opinion, using reasonable judgment and patience, the matter has been thoroughly canvassed and that no new views or information are being presented;
- (v) working constructively toward achieving a consensus among directors on any matter brought before the Board for its decision, view or advice; and
- (vi) ensuring that Board discussions and decisions are properly summarized and recorded.

(c) Board Culture

The Chairman shall be responsible for:

- (i) providing leadership to the Board to promote, foster and support:
  - (ii) fostering a spirit of respect, trust and collegiality among directors, and between the Board and management, where penetrating questions and thorough discussions are encouraged;
  - (iii) high performance and commitment by all directors;
  - (iv) integrity and honesty in the actions of the Board and management;
  - (v) providing advice, counsel and mentorship to individual directors to assist them to improve performance, and if and when necessary, discussing matters relating to poor attendance or unsatisfactory performance or conduct; and
  - (vi) supporting the continuing education of directors.
- (d) Board Committee Matters

The Chairman shall be responsible for:

- (i) ensuring that the functions of the Board delegated to committees of the Board are carried out by the committees;
  - (ii) serving as an ex-officio member of all committees of the Board for the purpose of gaining a more in-depth understanding of the matters under the purview of the committees so as to facilitate: (i) the presentation, discussion and resolution of such matters at Board meetings; and (ii) the creation of Board meeting agendas;
  - (iii) assisting and supporting the chair of the compensation and nominating committee in making recommendations to the Board in respect of the composition of, and the designation of the chair of, all committees of the Board;
  - (iv) assisting and supporting the chair of the compensation and nominating committee in the administration of the evaluation of the performance and effectiveness of the Board, all individual directors and all committee chairs; and
  - (v) assisting and supporting the compensation and nominating committee, and the Board, in monitoring and evaluating the performance of the CEO.
- (e) Board Recruitment

The Chairman shall be responsible for:

- (i) together with the chair of the compensation and nominating committee, participate in the director recruitment process; and

(ii) supporting the orientation of new directors.

(f) Miscellaneous

The Chairman shall be responsible for:

- (i) presiding as chair of all annual general and special meetings of the Company's shareholders;
- (ii) ensuring that all business set out in the agenda of each shareholder meeting is discussed and brought to resolution; and
- (iii) carrying out such other duties and responsibilities as may be required of the Chairman by the Board from time to time.