



FIRST MINING GOLD

FIRST MINING GOLD CORP.

COMPENSATION & NOMINATING COMMITTEE CHARTER

1. PURPOSE

1.1 The Compensation and Nominating Committee (the “**Committee**”) is appointed by the board of directors (the “**Board**”) of First Mining Gold Corp. (the “**Company**”):

- (a) to assist the Board in identifying individuals qualified to become new Board members and recommending to the Board the nominees for election as directors at meetings of the Company’s shareholders;
- (b) to assist the Board in setting director and senior executive compensation; and
- (c) to develop and submit to the Board recommendations with respect to other employee benefits as they see fit.

1.2 This charter is prepared to assist the Committee, the Board and management in clarifying responsibilities and ensuring effective communication between the Committee, the Board and management.

2. COMPOSITION

2.1 The committee will be composed of three directors from the Board, a majority of whom will be independent (as defined in National Instrument 58-201 *Disclosure of Corporate Governance Practices*).

3. RESPONSIBILITIES

3.1 The Committee has the responsibility to:

- (a) develop and implement processes to identify and assess necessary and desirable competencies and characteristics for Board members;
- (b) identify individuals qualified to become members of the Board;
- (c) when vacancies occur or otherwise at the direction of the Board, actively seek individuals whom the Committee determines meet such criteria and standards for recommendation to the Board;
- (d) make recommendations to the Board for the appointment or election of director

nominees;

- (e) make recommendations to the Board with respect to membership on committees of the Board (other than this Committee);
- (f) encourage and facilitate continuing education programs for directors;
- (g) assess annually the contribution and effectiveness of each individual director, with particular reference to any applicable position description as well as the competencies and characteristics each individual director is expected to bring to the Board; and
- (h) at the request of an individual director, consider and, if deemed advisable, authorize the retaining by any individual director of an outside advisor for such director at the expense of the Company.

3.2 The Committee also has the responsibility to:

- (a) having regard to competitive position and individual performance, annually review, approve and recommend to the Board for approval the remuneration of the senior executives of the Company, namely, any executives in the offices of Chief Executive Officer, President, Chief Financial Officer, Vice-President Exploration and any senior executives of the Company having comparable positions as may be specified by the Board (collectively, the “**Senior Executives**”), the remuneration of the Senior Executives, other than the Chief Executive Officer, shall be subject to review by the Committee in consultation with the Chief Executive Officer;
- (b) to review the Chief Executive Officer’s goals and objectives for the upcoming year and to provide an appraisal of the Chief Executive Officer’s performance at the end of the year;
- (c) to meet with the Chief Executive Officer to discuss goals and objectives of other Senior Executives, their compensation and performance;
- (d) to review and report to the Board on the appropriateness of the organizational structure of the Company and any plans for the succession of the Senior Executives, where applicable;
- (e) to review and recommend to the Board for its approval the remuneration of the members of the Board (whether in cash or otherwise) who are not employees of the Company and amounts to which each such director shall be entitled for each meeting of the Board or a committee thereof attended; and
- (f) to review and recommend to the Board for its approval the disclosure required in any management information circular of the Company relating to annual and/or special meetings of the shareholders of the Company relating to executive compensation as may be required pursuant to any applicable securities regulations, rules and policies and to review and finalize the report on executive compensation required in any management information circular of the Company.

3.3 The Committee will also have such other powers and duties as are delegated to it by the Board.

3.4 The Committee will conduct an annual assessment of its performance and provide a report to the

Board regarding such assessment.

4. AUTHORITY

4.1 The Committee has the authority to engage independent counsel and other advisors as it deems necessary to carry out its duties and the Committee will set the compensation for such advisors.

5. REPORTING

5.1 The Committee will report to the Board on the proceedings of each Committee meeting and on the Committee's recommendations at the next regularly scheduled Board meeting.

6. EFFECTIVE DATE

6.1 This Charter was implemented by the Board on June 22, 2015.