

**FIRST MINING FINANCE CORP.
CORPORATE GOVERNANCE COMMITTEE CHARTER**

1. GENERAL

1.1 The Corporate Governance Committee (the “**Committee**”) is appointed by the board of directors (the “**Board**”) of First Mining Finance Corp. (the “**Company**”) to monitor the governance of the Board (including the size of the Board and the profiles of the Board members) and Board committees.

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) review at least annually the size, composition and profile of the Board;
- (b) review at least annually the performance of the Board as a whole;
- (c) consider ongoing education requirements of members of the Board and evaluate the performance of individual directors;
- (d) review annually the performance of individual directors, including with respect to minimum attendance guidelines, diligence, avoidance or handling of conflicts of interest and compliance with respect to their statutory and common law duties;
- (e) evaluate the performance of the Chairman of the Board;
- (f) advise the Chairman of the Board and the Board on matters of corporate governance;
- (g) recommend and bring forward to the Board a list of corporate governance issues for review, discussion or action by the Board or a committee;
- (h) review any breaches of the Company’s corporate governance policies and make recommendations to the Board for handling;
- (i) review and address all complaints except those specified to be reviewed by the Audit Committee;
- (j) assess the availability, relevance and timeliness of information required by the Board;
- (k) ensure that any issues relating to governance which are identified by the directors involving management of the Company are raised with management;

- (l) review the Company's policies on corporate disclosure and insider trading, the Company's Code of Business Conduct and Ethics and make recommendations for changes as required;
- (m) review annually the indemnification policies of the Company, general liability insurance policy and directors & officers insurance policy;
- (n) undertake such other initiatives as are necessary or desirable to provide effective corporate governance for the Company; and
- (o) be responsible for ensuring all disclosure requirements concerning the Company's corporate governance are observed.

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

3.3 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.