



FIRST MINING GOLD

FIRST MINING GOLD CORP.

CORPORATE GOVERNANCE & NOMINATING COMMITTEE CHARTER

1. GENERAL

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

- (a) to monitor the governance of the Board (including the size of the Board and the profiles of the Board members) and Board committees; and
- (b) 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.

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 at least three directors from the Board, all of whom will be independent (as defined in National Instrument 52-110 *Audit Committees* and any other applicable laws as well as the rules of any stock exchanges upon which the Company’s securities are listed).

2.2 The Board will appoint a Chair of the Committee who shall:

- (a) convene and preside over Committee meetings and ensure they are conducted in an efficient, effective and focused manner;
- (b) assist with the preparation of an agenda and ensure that meeting materials are prepared and disseminated in a timely manner;
- (c) ensure that the Committee has sufficient time and information to make informed decisions; and
- (d) provide leadership to the Committee and management with respect to matters covered by this charter.

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 annually the charters of each Board committee and amend or confirm the mandate and procedure of each charter based on information received from the Board through the committee evaluation process;
- (m) review annually the Company's governance policies, including the Company's Code of Business Conduct and Ethics, and make recommendations for changes as required;
- (n) review annually the indemnification policies of the Company, general liability insurance policy and directors & officers insurance policy;
- (o) undertake such other initiatives as are necessary or desirable to provide effective corporate governance for the Company; and
- (p) be responsible for ensuring all disclosure requirements concerning the Company's corporate governance are observed.

3.2 The Committee also has the responsibility to:

- (a) develop and implement processes to identify and assess necessary and desirable competencies and characteristics for Board members including, without limiting the

generality of the foregoing, giving consideration to the diversity of the Board in accordance with the Company's Diversity Policy;

- (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; and
- (f) 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.

3.3 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. ANNUAL REVIEW

6.1 The Committee will annually review this charter and consider whether any amendments or updates are warranted.

7. EFFECTIVE DATE

7.1 This Charter was implemented by the Board on June 22, 2015, as amended on June 14, 2023.