



FIRST MINING GOLD

MAJORITY VOTING POLICY

*Adopted by the Board of Directors of First Mining Gold Corp. (the "Company")
with immediate effect on November 17, 2017*

1. INTRODUCTION

- (a) In accordance with applicable corporate laws, and the Company's articles as currently in effect, the directors of the Company are elected by a plurality vote, meaning that the directors receiving the highest number of votes "FOR" their election are elected to serve as directors, regardless of the number of votes "WITHHELD" in respect of such election.
- (b) In order to comply with the rules and policies of the Toronto Stock Exchange (the "TSX"), the board of directors (the "Board") of the Company has adopted this majority voting policy (the "Policy") that is applicable solely to Uncontested Elections of directors. For the purposes of the Policy, the term "**Uncontested Election**" means an election of directors at a meeting of the Company's shareholders where the number of nominees for election as directors is equal to the number of directors to be elected at such meeting.
- (c) The Board believes that this Policy is in the best interests of the Company, its shareholders and other stakeholders. This Policy will be subject to review by the Board from time to time, and may be amended by majority vote of the Board for purposes of, among other things, complying with requirements of applicable securities regulatory agencies or stock exchanges, or so as to meet industry standards.

2. MAJORITY VOTING PROCESS

- (a) The Company will list each individual director nominee separately on the Form of Proxy or the Voting Instruction Form in respect of each Uncontested Election to allow shareholders to vote in favour of, or to withhold from voting for, each director nominee separately.
- (b) By accepting a nomination for election and agreeing to serve as a director of the Company in any Uncontested Election, each director nominee is deemed to have agreed that, if more votes are "WITHHELD" from his or her election than votes cast

“FOR” his or her election (a “**Majority Withhold Vote**”) in any such election, such director nominee shall, following certification of the shareholder vote by the scrutineer at the meeting (the “**Scrutineer**”) for the Uncontested Election in question, immediately tender to the Board an offer to resign as a Company director (a “**Resignation Offer**”) in the form attached as Schedule “A” to this Policy; and be bound by this Policy and the determination of the Board with respect to such Resignation Offer made pursuant to this Policy.

- (c) The Company will, with respect to each meeting of shareholders at which an Uncontested Election takes place, promptly disclose the number or percentage of votes for and withheld with respect to each individual director nominee in a news release following certification by the Scrutineer and will provide a copy of such news release to the TSX immediately after its issuance. In the event that the vote was conducted by show of hands rather than by ballot, the Company will disclose the number of shares voted by proxy in favour of, or withheld from, each director nominee and the outcome of the vote by a show of hands.

3. RESIGNATION OFFER FOR MAJORITY WITHHOLD VOTE

- (a) The Board will promptly refer a Resignation Offer to the Compensation and Nominating Committee or its equivalent in effect from time to time (the “**Committee**”) for consideration, unless the Company does not have a Committee or each member of the Committee has or is required under this Policy to make a Resignation Offer with respect to elections at the same shareholder meeting, in which case the Board will consider a Resignation Offer without reference to the Committee. In making a decision to recommend the acceptance or rejection of a Resignation Offer, the Committee will be expected to recommend acceptance unless the Committee determines that there are exceptional circumstances that justify delaying acceptance or rejecting the Resignation Offer. In making its recommendation, the Committee may consider all factors it deems to be relevant.
- (b) Any director who tenders a Resignation Offer pursuant to this Policy will not attend any meeting of, or participate in any discussions, deliberations or actions by, either the Committee or the Board with respect to his or her own Resignation Offer or at which a related resolution is voted upon, but will otherwise continue to serve as a director unless and until such Resignation Offer is accepted by the Board and consequently becomes effective. If the Board or the Committee requires that the director attend the meeting in order to satisfy applicable quorum requirements, then the director must not speak or otherwise participate in any part of that meeting with respect to the director’s Resignation Offer or any related resolution that may be voted upon by the Board or the Committee, as applicable.
- (c) Following the recommendation of the Committee, the Board will make its determination of the action to take with respect to the Resignation Offer by no later than the 90th day immediately succeeding the date of the written certification of the

shareholder vote by the Scrutineer. The Board may accept or reject the Resignation Offer, or it may decide to pursue additional actions, including, without limitation, the following:

- (i) allow the director to remain on the Board and continue to serve but not be nominated for re-election to the Board at the next election of directors;
 - (ii) defer the acceptance of the Resignation Offer until the director vacancy created by such resignation can be filled by the Board with a suitably skilled replacement/successor director meeting all the necessary qualifications and criteria for Company directors (in accordance with Sections 13.4 and 14.2 of the Company's articles) and satisfying all other legal and regulatory requirements with respect to the composition of the Board (such as "independence" and "financial literacy" requirements established by securities regulators or securities exchange listing requirements);
 - (iii) defer the acceptance of the resignation if it is determined by the Board that the underlying cause of the Majority Withhold Vote can be cured by the director or otherwise within a specified period of time (for example, if the Majority Withhold Vote was due to the relevant director receiving such vote serving on the board of directors of another entity, by resigning from such other board); or
 - (iv) defer the acceptance of the Resignation Offer for other reasons determined by the Board to be in the best interests of the Company in the exercise of its fiduciary duties and business judgment.
- (d) The Committee and the Board will evaluate any Resignation Offer in accordance with their fiduciary duties to, and in furtherance of the best interests of, the Company and its shareholders. In making a decision to accept or reject a Resignation Offer, the Board will be expected to accept it unless the Board determines that there are exceptional circumstances that justify delaying acceptance or rejecting the Resignation Offer. In reaching its decision, the Board may consider all factors it deems to be relevant, including any Committee recommendation.
- (e) The Board's decision will be disclosed in a news release that will promptly be issued by the Company to the securities regulators as soon as practicable after the decision, and the Company will provide the TSX with a copy of such news release immediately after its issuance. If the Board has decided to reject the Resignation Offer, or to pursue any additional action other than accepting the Resignation Offer (as described above or otherwise), then the aforementioned news release must fully disclose the Board's reasons for doing so.

4. OTHER PROCEDURES

The Committee and Board may adopt such other procedures as it sees fit to assist in carrying out the intent of this Policy.

5. EFFECTIVE DATE

This Policy was approved and adopted by the Board on November 17, 2017 (the “**Effective Date**”) and is and shall be effective and in full force and effect in accordance with its terms and conditions from and after such date.

6. GOVERNING LAW

This Policy shall be interpreted and enforced in accordance with the laws of the Province of British Columbia and the federal laws of Canada applicable in that province.



FIRST MINING GOLD

SCHEDULE "A" FORM OF RESIGNATION OFFER

RESIGNATION OFFER

To: **The Board of Directors of
FIRST MINING GOLD CORP.**

I hereby make an irrevocable offer to resign as a director of **FIRST MINING GOLD CORP.** effective on the date that the Board of Directors of First Mining Gold Corp. accepts this Resignation Offer, all as pursuant to the Majority Voting Policy adopted by the Board on November ____, 2017.

DATED: _____, 20__.

[Full Name of Director]