



First Mining Finance Corp.

THE BUILDING OF A MINERAL BANK

Notice of 2017 Annual General Meeting of Shareholders

When

Thursday, June 22, 2017 at 10:00 a.m. (Pacific Time)

Where

At the offices of our legal counsel, McCullough O'Connor Irwin LLP, at Suite 2600, Oceanic Plaza, 1066 West Hastings Street, Vancouver, British Columbia V6E 3X1.

We will cover six items of business at our 2017 annual general meeting (the “**Meeting**”):

1. Receive our audited consolidated financial statements for the financial year ended December 31, 2016 and the auditor’s report thereon;
2. Fix the number of directors to be elected at the Meeting at five;
3. Elect five directors to our Board to hold office for the ensuing year;
4. Re-appoint BDO Canada LLP, Chartered Accountants, as our independent auditor for the ensuing year and authorize our directors to set the auditor’s pay;
5. Confirm our stock option plan, as required annually by the policies of the TSX Venture Exchange; and
6. Transact such other business that is properly brought before the Meeting.

Record date

The record date for the Meeting is May 8, 2017. The record date is the date for the determination of the registered holders of our Common Shares entitled to receive notice of, and to vote at, the Meeting and any adjournment or postponement of the Meeting.

Your vote is important

This notice is accompanied by a management information circular (“**Circular**”) and either a form of proxy for registered shareholders or a voting instruction form for beneficial (ie. non-registered) shareholders. If previously requested, a copy of our audited consolidated annual financial statements and management’s discussion and analysis (“**MD&A**”) for the year ended December 31, 2016 will also accompany this notice (collectively, the “**Meeting Materials**”). Copies of our annual and/or interim financial statements and MD&A are also available under our SEDAR profile at www.sedar.com, on our website at www.firstminingfinance.com/investors/reports-filings/financials, or by request made to First Mining Finance Corp.

As described in the notice and access notification that we have mailed to our shareholders, we are using the notice and access method for delivering this notice and the Meeting Materials to our shareholders, which substantially reduces the paper used in printing this notice and the Meeting Materials, as well as printing and mailing costs. This notice and the Meeting Materials will be available on our website at www.firstminingfinance.com/investors/AGM and under our SEDAR profile at www.sedar.com. The Circular contains important information about the Meeting, who can vote and how to vote.

Please read the Circular carefully before voting.



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If you will not be attending the meeting in person, we request that you read, date and sign the accompanying proxy and deliver it to our transfer agent, Computershare Investors Services Inc. (“**Computershare**”). If a shareholder does not deliver a proxy to Computershare, Attention: Proxy Department, 100 University Avenue, 8th Floor, Toronto, Ontario M5J 2Y1, by 10:00 a.m. (Pacific Time) on Tuesday, June 20, 2017 (or before 48 hours, excluding Saturdays, Sundays and holidays, before any adjournment of the Meeting at which the proxy is to be used), then the shareholder will not be entitled to vote at the Meeting by proxy.

If you would like us to send you a paper copy of the Meeting Materials, please contact Derek Iwanaka, our Vice President, Investor Relations, at 1.844.306.8827 or by e-mail: info@firstminingfinance.com. In order for you to receive the Meeting Materials in advance of the proxy deposit deadline date and the date of the Meeting, we must receive requests for printed copies of the Meeting Materials at least seven business days in advance of the proxy deposit deadline date and time.

BY ORDER OF THE BOARD OF DIRECTORS,

(signed) “Keith Neumeyer”

Keith Neumeyer
Chairman of the Board

Vancouver, British Columbia
May 10, 2017